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DENDRITE INTERNATIONAL INC

Form SC 13G

February 11, 2005

February 1, 2005

Kathleen E Donovan
Dendrite International Inc.
1405 Route 206 South
Bedminster, NJ 07921

RE: Amended - Schedule 13G

Enclosed pursuant to Rule 13d-1(b) under the Securities Exchange Act of 1934 is a report on Schedule 13G reporting beneficial ownership at December 31, 2004 by American Express Financial Corporation in Common Stock of Dendrite International Inc.

Sincerely,

/s/ Steve Turbenson

Steve Turbenson
Director - Fund Administration

Enclosure

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

SCHEDULE 13G

Under the Securities and Exchange Act of 1934

Dendrite International Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

248239105

(CUSIP Number)

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The information required in the remainder of this cover page (except any items to which the form provides a cross-reference) shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP NO. 248239105

1) Name of Reporting Person American Express
Financial Corporation

S.S. or I.R.S. Identification
No. of Above Person IRS No. 13-3180631

2) Check the Appropriate Box (a)
if a Member of a Group (b) X - Joint Filing

3) SEC Use Only

4) Citizenship or Place of Organization Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

(5) Sole Voting Power	-0-
(6) Shared Voting Power	265,081
(7) Sole Dispositive Power	-0-
(8) Shared Dispositive Power	3,288,286

9) Aggregate Amount Beneficially
Owned by Each Reporting Person 3,288,286

10) Check if the Aggregate Amount in
Row (9) Excludes Certain Shares Not Applicable

11) Percent of Class Represented by
Amount In Row (9) 7.9%

12) Type of Reporting Person CO, IA, IV, IA

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- 1(a) Name of Issuer: Dendrite International Inc.
- 1(b) Address of Issuer's Principal Executive Offices: 1405 Route 206 South
Bedminster, NJ 07921
- 2(a) Name of Person Filing: American Express
Financial Corporation
- 2(b) Address of Principal Business Office: American Express
Financial Corporation
200 AXP Financial Center
Minneapolis, MN 55474
- 2(c) Citizenship: See Item 4 of Cover Page
- 2(d) Title of Class of Securities: Common Stock
- 2(e) Cusip Number: 248239105
- 3 Information if statement is filed pursuant to Rules 13d-1(b) or 13d-2(b):
American Express Company, one of the persons filing this
statement, is a Parent Holding Company in accordance with Rule
13d-1(b) (ii) (G) and is an Investment Advisor registered under
section 203 of the Investment Advisors Act of 1940.
- 4(a) Amount Beneficially Owned as of December 31, 2004:
See Item 9 of Cover Pages
- 4(b) Percent of Class: See Item 11 of Cover Pages
- 4(c) Number of Shares as to which such person has:
- (i) Sole power to vote or to direct the vote: See Item 5 of
Cover Pages
 - (ii) Shared power to vote or direct the vote: See Item 6 of Cover
Pages
 - (iii) Sole power to dispose or to direct the disposition of: See
Item 7 of Cover Pages
 - (iv) Shared power to dispose or to direct the disposition of: See
Item 8 of Cover Pages
- 5 Ownership of 5% or Less of a Class:
If this statement is being filed to report the fact as of the date
hereof the reporting person has ceased to be the beneficial owner of
more than five percent of the class of securities, check the
following ().
- 6 Ownership of more than 5% on Behalf of Another Person:
Not Applicable

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7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

See Exhibit I

8 Identification and Classification of Members of the Group:

Not Applicable

9 Notice of Dissolution of Group:

Not Applicable

10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

American Express Financial Corporation

Dated: December 31, 2004

By /s/ Steve Turbenson

Signature

Steve Turbenson
Director - Fund Administration
Name/Title

Telephone: (612) 671-2059

Exhibit Index

Exhibit I Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.

Exhibit II Statement of American Express Financial Corporation

Exhibit I

to

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Schedule 13G

American Express Financial Corporation, a Delaware Corporation, is a parent holding company and is registered as investment advisor under section 203 of the Investment Advisor Act of 1940. The relevant subsidiaries and/or advised accounts are: Investment companies registered under section 8 of the Investment Company Act of 1940; IDS Life Insurance Company and American Express Asset Management Group Inc., an investment advisor registered under section 203 of the Investment Advisors Act of 1940.

Exhibit II

to

Schedule 13G

Under the

Securities Exchange Act of 1934

Pursuant to Rule 13d-1(f)(1), American Express Financial Corporation affirms that it is individually eligible to use Schedule 13G and agrees that this Schedule is filed in its behalf and on behalf of its subsidiaries and advised accounts.

American Express Financial Corporation

By: /s/ Steve Turbenson

Steve Turbenson
Director - Fund Administration

SPAN="2" ALIGN="right">value to value to principal LTV Carrying current Carrying current (in millions) balance (2) ratio (3) value (4) value (5) value (4) value (5)

California

\$25,833 119 % \$19,721 90 % \$18,372 84 %

Florida

3,461 122 2,651 89 3,871 101

New Jersey

1,359 92 1,229 82 2,380 78

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Texas

348 79 319 72 1,536 64

New York

765 93 684 82 1,035 81

Other states

6,294 110 5,111 88 10,452 86

Total Pick-a-Pay loans

\$38,060 \$ 29,715 \$ 37,646

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- (1) The individual states shown in this table represent the top five states based on the total net carrying value of the Pick-a-Pay loans at the beginning of 2011.
- (2) Adjusted unpaid principal balance includes write-downs taken on loans where severe delinquency (normally 180 days) or other indications of severe borrower financial stress exist that indicate there will be a loss of contractually due amounts upon final resolution of the loan.
- (3) The current LTV ratio is calculated as the adjusted unpaid principal balance divided by the collateral value. Collateral values are generally determined using automated valuation models (AVM) and are updated quarterly. AVMs are computer-based tools used to estimate market values of homes based on processing large volumes of market data including market comparables and price trends for local market areas.
- (4) Carrying value, which does not reflect the allowance for loan losses, includes remaining purchase accounting adjustments, which, for PCI loans may include the nonaccretable difference and the accretable yield and, for all other loans, an adjustment to mark the loans to a market yield at date of merger less any subsequent charge-offs.
- (5) The ratio of carrying value to current value is calculated as the carrying value divided by the collateral value.

To maximize return and allow flexibility for customers to avoid foreclosure, we have in place several loss mitigation strategies for our Pick-a-Pay loan portfolio. We contact customers who are experiencing difficulty and may in certain cases modify the terms of a loan based on a customer's documented income and other circumstances.

We also have taken steps to work with customers to refinance or restructure their Pick-a-Pay loans into other loan products. For customers at risk, we offer combinations of term extensions of up to 40 years (from 30 years), interest rate reductions, forbearance of principal, and, in geographies with substantial property value declines, we may offer permanent principal reductions.

In third quarter 2011, we completed more than 5,000 proprietary and HAMP Pick-a-Pay loan modifications and have completed more than 96,000 modifications since the Wachovia acquisition, resulting in \$4.0 billion of principal forgiveness to our Pick-a-Pay customers. As announced in October 2010, we entered into agreements with certain state attorneys general whereby we agreed to offer loan modifications to eligible Pick-a-Pay customers through June 2013. These agreements cover the majority of our option payment loan portfolio and require that we offer modifications (both HAMP and proprietary) to eligible customers with the option payment loan product. In response to

these agreements, we developed an enhanced proprietary modification product that allows for various means of principal forgiveness along with changes to other loan terms. Given that these agreements cover all modification efforts to eligible customers for the applicable states, a majority of our modifications (both HAMP and proprietary) for our Pick-a-Pay loan portfolio performed in third quarter 2011 were consistent with these agreements.

Due to better than expected performance observed on the Pick-a-Pay portfolio compared with the original acquisition estimates, we have reclassified \$2.4 billion from the nonaccretable difference to the accretable yield since acquisition. This performance is primarily attributable to significant modification efforts as well as the portfolio's delinquency stabilization. The resulting increase in the accretable yield will be realized over the remaining life of the portfolio, which is estimated to have a weighted-average life of approximately 11 years. The accretable yield percentage in third quarter 2011 was 4.11%, down from 4.54% in fourth quarter 2010. Fluctuations in the accretable yield are driven by changes in interest rate indices for variable rate PCI loans, prepayment assumptions, and expected principal and interest payments over the estimated life of the portfolio, which will be impacted by the pace and degree of improvements in the U.S. economy and housing markets and

Table of Contents**Risk Management Credit Risk Management (continued)**

projected lifetime performance resulting from loan modification activity. Changes in the projected timing of cash flow events, including loan liquidations, modifications and short sales, can

also affect the accretable yield percentage and the estimated weighted-average life of the portfolio.

HOME EQUITY PORTFOLIOS Our Home Equity Portfolios consist of real estate 1-4 family junior lien mortgages and first and junior lines of credit secured by real estate. Our first lien lines of credit represent 19% of our home equity portfolio and are included in real estate 1-4 family first mortgages. The majority of our junior lien loan products are amortizing payment loans with fixed interest rates and repayment periods between 5 to 30 years. Junior lien loans with balloon payments at the end of the repayment term represent a small portion of our junior lien loans.

Our first and junior lien lines of credit products generally have a draw period of 10 years with variable interest rates and payment options during the draw period of (1) interest only or (2) 1.5% of total outstanding balance. During the draw period, the borrower has the option of converting all or a portion of the line from a variable interest rate to a fixed rate with terms including interest-only payments for a fixed period between three to seven years or a fully amortizing payment with a fixed period between five to 30 years. At the end of the draw period, a line of credit generally converts to an amortizing payment loan with repayment terms of up to 30 years based on the balance at time of conversion. The draw periods for a majority of our lines of credit end after 2015.

We continuously monitor the credit performance of our junior lien mortgage portfolio for trends and factors that influence the frequency and severity of loss. We have observed that the severity of loss for junior lien mortgages is high and generally not affected by whether we or a third party own or service the related first mortgage, but that the frequency of loss is lower when we own or service the first mortgage. In general, we have limited information available on the delinquency status of the third party owned or serviced senior lien where we also have a junior lien. To capture this inherent loss content, we use the experience of our junior lien mortgages behind delinquent first liens that are owned or serviced by us adjusted for observed higher delinquency rates associated with junior lien mortgages behind third party first mortgages. We incorporate this inherent loss content into our allowance for loan losses. During second quarter 2011, we refined our allowance process related to this loss content, which added \$210 million to our allowance. We did not make any refinements to the allowance process for these loans in third quarter 2011. Table 19 summarizes delinquency and loss rates by the holder of the lien.

Table 19: Home Equity Portfolios Performance by Holder of 1st Lien (1)

(in millions)	Outstanding balance		% of loans two payments or more past due		Loss rate (annualized) quarter ended	
	Sept. 30, 2011	June 30, 2011	Sept. 30, 2011	June 30, 2011	Sept. 30, 2011	June 30, 2011
First lien lines	\$ 21,011	20,941	3.00 %	2.85	0.91	0.82
Junior lien behind:						
Wells Fargo owned or serviced first lien	44,403	44,963	2.83	2.78	3.43	3.76
Third party first lien	43,668	44,779	3.58	3.53	4.11	4.32

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Total	\$ 109,082	110,683	3.16	3.09	3.22	3.43
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(1) Excludes PCI loans and includes \$1.5 billion and \$1.6 billion at September 30 and June 30, 2011, respectively, associated with the Pick-a-Pay portfolio.

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We also monitor the number of borrowers paying the minimum amount due on a monthly basis. In September 2011, approximately 93% of our borrowers with home equity line outstanding balances paid at least the minimum amount due, which included 47% of our borrowers paying only the minimum amount due.

The home equity liquidating portfolio includes home equity loans generated through third party channels, including correspondent loans. This liquidating portfolio represents less than 1% of our total loans outstanding at September 30, 2011, and contains some of the highest risk in our home equity portfolio, with a loss rate of 8.97% compared with 2.88% for the core (non-liquidating) home equity portfolio. Table 20 shows the credit attributes of the core and liquidating home

equity portfolios and lists the top five states. California loans represent the largest state concentration in each of these portfolios. The decrease in outstanding balances primarily reflects loan paydowns and charge-offs. As of September 30, 2011, 35% of the outstanding balance of the core home equity portfolio was associated with loans that had a combined loan to value (CLTV) ratio in excess of 100%. CLTV means the ratio of the total unpaid principal balance of first mortgages and junior lien mortgages (including unused line amounts for credit line products) to property collateral value. The unsecured portion of the outstanding balances of these loans (the outstanding amount that was in excess of the most recent property collateral value) totaled 17% of the core home equity portfolio at September 30, 2011.

Table 20: Home Equity Portfolios (1)

(in millions)	Outstanding balance		% of loans two payments or more past due		Loss rate (annualized) quarter ended	
	Sept. 30, 2011	Dec. 31, 2010	Sept. 30, 2011	Dec. 31, 2010	Sept. 30, 2011	Dec. 31, 2010
Core portfolio (2)						
California	\$ 26,061	27,850	2.95 %	3.30	3.41	3.95
Florida	11,099	12,036	4.99	5.46	4.42	5.84
New Jersey	8,113	8,629	3.61	3.44	2.17	1.83
Virginia	5,349	5,667	2.14	2.33	1.67	1.70
Pennsylvania	5,174	5,432	2.57	2.48	1.38	1.11
Other	47,304	50,976	2.75	2.83	2.64	2.86
Total	103,100	110,590	3.07	3.24	2.88	3.24
Liquidating portfolio						
California	2,119	2,555	5.47	6.66	12.62	13.48
Florida	275	330	7.20	8.85	11.06	10.59
Arizona	119	149	6.66	6.91	18.30	18.45
Texas	101	125	1.01	2.02	3.07	2.95
Minnesota	78	91	3.92	5.39	6.11	8.73
Other	3,290	3,654	4.04	4.53	6.20	6.46
Total	5,982	6,904	4.69	5.54	8.97	9.49
Total core and liquidating portfolios	\$ 109,082	117,494	3.16	3.37	3.22	3.61

- (1) Consists predominantly of real estate 1-4 family junior lien mortgages and first and junior lines of credit secured by real estate, excluding PCI loans.
- (2) Includes \$1.5 billion and \$1.7 billion at September 30, 2011, and December 31, 2010, respectively, associated with the Pick-a-Pay portfolio.

CREDIT CARDS Our credit card portfolio totaled \$21.7 billion at September 30, 2011, which represented 3% of our total outstanding loans. The quarterly net charge-off rate (annualized) for our credit card loans declined for the last six consecutive quarters and was 4.90% for third quarter 2011 compared with 9.06% for third quarter 2010.

OTHER REVOLVING CREDIT AND INSTALLMENT Other revolving credit and installment loans totaled \$86.6 billion at September 30, 2011, and predominantly include automobile, student and security-based margin loans. The quarterly loss rate (annualized) for other revolving credit and installment loans was 1.19% for third quarter 2011 compared with 1.84% for third quarter 2010. Excluding government guaranteed student loans, the loss rates were 1.42% and 2.29% for third quarter 2011 and 2010, respectively.

Table of Contents**Risk Management Credit Risk Management (continued)****NONACCRUAL LOANS AND FORECLOSED ASSETS** We generally place loans on nonaccrual status when:

the full and timely collection of interest or principal becomes uncertain (generally based on an assessment of the borrower's financial condition and the adequacy of collateral, if any);
they are 90 days (120 days with respect to real estate 1-4 family first and junior lien mortgages) past due for interest or principal, unless both well-secured and in the process of collection; or
part of the principal balance has been charged off and no restructuring has occurred.

Table 21 shows a declining quarterly trend for total nonaccrual loans.

Table 21: Nonperforming Assets (Nonaccrual Loans and Foreclosed Assets)

(\$ in millions)	September 30, 2011		June 30, 2011		March 31, 2011		December 31, 2010	
	Balance	% of total loans	Balance	% of total loans	Balance	% of total loans	Balance	% of total loans
Commercial:								
Commercial and industrial	\$ 2,128	1.29 %	\$ 2,393	1.52 %	\$ 2,653	1.76 %	\$ 3,213	2.12 %
Real estate mortgage	4,429	4.24	4,691	4.62	5,239	5.18	5,227	5.26
Real estate construction	1,915	9.71	2,043	9.56	2,239	9.79	2,676	10.56
Lease financing	71	0.55	79	0.61	95	0.73	108	0.82
Foreign	68	0.18	59	0.16	86	0.24	127	0.39
Total commercial (1)	8,611	2.53	9,265	2.80	10,312	3.19	11,351	3.52
Consumer:								
Real estate 1-4 family first mortgage (2)	11,024	4.93	11,427	5.13	12,143	5.36	12,289	5.34
Real estate 1-4 family junior lien mortgage	2,035	2.31	2,098	2.33	2,235	2.40	2,302	2.39
Other revolving credit and installment	230	0.27	255	0.29	275	0.31	300	0.35
Total consumer	13,289	3.16	13,780	3.27	14,653	3.42	14,891	3.42
Total nonaccrual loans (3)(4)(5)	21,900	2.88	23,045	3.06	24,965	3.32	26,242	3.47
Foreclosed assets:								
Government insured/guaranteed (6)	1,336		1,320		1,457		1,479	
Non-government insured/guaranteed	3,608		3,541		4,055		4,530	
Total foreclosed assets	4,944		4,861		5,512		6,009	
Total nonperforming assets	\$ 26,844	3.53 %	\$ 27,906	3.71 %	\$ 30,477	4.06 %	\$ 32,251	4.26 %
Reduction in NPAs from prior quarter	\$ (1,062)		(2,571)		(1,774)		(2,181)	

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- (1) Includes LHFS of \$37 million, \$52 million, \$17 million and \$3 million at September 30, June 30 and March 31, 2011, and December 31, 2010, respectively.
- (2) Includes MHFS of \$311 million, \$304 million, \$430 million and \$426 million at September 30, June 30 and March 31, 2011, and December 31, 2010, respectively.
- (3) Excludes loans acquired from Wachovia that are accounted for as PCI loans because they continue to earn interest income from accretable yield, independent of performance in accordance with their contractual terms.
- (4) Real estate 1-4 family mortgage loans insured by the Federal Housing Administration (FHA) or guaranteed by the Department of Veteran Affairs (VA) and student loans predominantly guaranteed by agencies on behalf of the U.S. Department of Education under the Federal Family Education Loan Program are not placed on nonaccrual status because they are insured or guaranteed.
- (5) See Note 5 (Loans and Allowance for Credit Losses) to Financial Statements in this Report and Note 6 (Loans and Allowance for Credit Losses) to Financial Statements in our 2010 Form 10-K for further information on impaired loans.
- (6) Consistent with regulatory reporting requirements, foreclosed real estate securing government insured/guaranteed loans is classified as nonperforming. Both principal and interest for government insured/guaranteed loans secured by the foreclosed real estate are collectible because the loans are insured by the FHA or guaranteed by the VA.

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Total NPAs were \$26.8 billion (3.53% of total loans) at September 30, 2011, and included \$21.9 billion of nonaccrual loans and \$4.9 billion of foreclosed assets. Since the peak in

third quarter 2010, NPAs have declined for all loan and other asset types through September 30, 2011. Table 22 provides an analysis of the changes in nonaccrual loans.

Table 22: Analysis of Changes in Nonaccrual Loans

(in millions)	Sept. 30, 2011	June 30, 2011	Mar. 31, 2011	Dec. 31, 2010	Quarter ended Sept. 30, 2010
Commercial nonaccrual loans					
Balance, beginning of quarter	\$ 9,265	10,312	11,351	12,644	12,239
Inflows	1,148	1,622	1,881	2,329	2,807
Outflows	(1,802)	(2,669)	(2,920)	(3,622)	(2,402)
Balance, end of quarter	8,611	9,265	10,312	11,351	12,644
Consumer nonaccrual loans					
Balance, beginning of quarter	13,780	14,653	14,891	15,661	15,572
Inflows	3,544	3,443	3,955	4,357	4,866
Outflows	(4,035)	(4,316)	(4,193)	(5,127)	(4,777)
Balance, end of quarter	13,289	13,780	14,653	14,891	15,661
Total nonaccrual loans	\$ 21,900	23,045	24,965	26,242	28,305

Typically, changes to nonaccrual loans period-over-period represent inflows for loans that reach a specified past due status, offset by reductions for loans that are charged off, sold, transferred to foreclosed properties, or are no longer classified as nonaccrual as a result of continued performance and an improvement in the borrower's financial strength and loan repayment capabilities.

While nonaccrual loans are not free of loss content, we believe exposure to loss is significantly mitigated by four factors. First, 99% of consumer nonaccrual loans and 96% of commercial nonaccrual loans are secured. Of the \$13.3 billion of consumer nonaccrual loans at September 30, 2011, 98% are secured by real estate and 35% have a combined LTV (CLTV) ratio of 80% or below. Second, losses have already been recognized on 50% of the remaining balance of consumer nonaccruals and commercial nonaccruals have been written down by \$2.1 billion. Generally, when a consumer real estate loan is 120 days past due, we transfer it to nonaccrual status. When the loan reaches 180 days past due it is our policy to write these loans down to net realizable value (fair value of collateral less estimated costs to sell), except for modifications in their trial period that are not written down as long as trial payments are made on time. Thereafter, we revalue each loan regularly and recognize additional write-downs if needed. Third, as of September 30, 2011, 57% of commercial nonaccrual loans were current on interest. Fourth, the risk of loss for all nonaccruals has been considered and we believe is adequately covered by the allowance for loan losses.

Under both our proprietary modification programs and the MHA programs, customers may be required to provide updated documentation, and some programs require completion of trial payment periods to demonstrate sustained performance, before the loan can be removed from nonaccrual status. In addition, for loans in foreclosure, many states, including California, Florida and New Jersey, have enacted legislation that significantly increases the time frames to complete the foreclosure process, meaning that loans will remain in nonaccrual status for longer periods. At the

conclusion of the foreclosure process, we continue to sell real estate owned in a timely manner.

Table 23 provides a summary of foreclosed assets and an analysis of the changes.

Table of Contents**Risk Management Credit Risk Management (continued)****Table 23: Foreclosed Assets**

(in millions)	Sept. 30, 2011	June 30, 2011	Mar. 31, 2011	Dec. 31, 2010	Sept. 30, 2010
Balance, period end					
Government insured/guaranteed (1)	\$ 1,336	1,320	1,457	1,479	1,492
PCI loans:					
Commercial	1,079	993	1,005	967	1,043
Consumer	530	469	741	1,068	1,109
Total PCI loans	1,609	1,462	1,746	2,035	2,152
All other loans:					
Commercial	1,322	1,409	1,408	1,412	1,343
Consumer	677	670	901	1,083	1,140
Total all other loans	1,999	2,079	2,309	2,495	2,483
Total foreclosed assets	\$ 4,944	4,861	5,512	6,009	6,127
Analysis of changes in foreclosed assets					
Balance, beginning of quarter	\$ 4,861	5,512	6,009	6,127	4,994
Net change in government insured/guaranteed (2)	16	(137)	(22)	(13)	(148)
Foreclosed assets acquired	1,440	880	1,361	2,099	2,863
Reductions:					
Sales	(1,260)	(1,294)	(1,656)	(1,790)	(1,182)
Write-downs and loss on sales	(113)	(100)	(180)	(414)	(400)
Total reductions	(1,373)	(1,394)	(1,836)	(2,204)	(1,582)
Balance, end of quarter	\$ 4,944	4,861	5,512	6,009	6,127

- (1) Consistent with regulatory reporting requirements, foreclosed real estate securing government insured/guaranteed loans is classified as nonperforming. Both principal and interest for government insured/guaranteed loans secured by the foreclosed real estate are collectible because the loans are insured by the FHA or guaranteed by the VA.
- (2) Foreclosed government insured/guaranteed loans are temporarily transferred to and held by us as servicer, until reimbursement is received from FHA or VA. The net change in government insured/guaranteed foreclosed assets is made up of inflows from MHFI and MHFS, and outflows when we are reimbursed by FHA/VA.

NPAs at September 30, 2011, included \$1.3 billion of foreclosed real estate that is FHA insured or VA guaranteed and expected to have little to no loss content, and \$3.6 billion of foreclosed assets, which have been written down to net realizable value. Foreclosed assets decreased \$1.2 billion, or 19%, year over year in third quarter 2011. Of this decrease, \$543 million were foreclosed loans from the PCI portfolio that are now recorded as foreclosed assets. At September 30, 2011, most of our foreclosed assets of \$4.9 billion have been in the foreclosed assets portfolio one year or less. Given our real estate-secured loan concentrations and current economic conditions, we anticipate we will continue to hold a high level of NPAs on our balance sheet.

The performance of any one loan can be affected by external factors, such as economic or market conditions, or factors affecting a particular borrower. See the Risk Management Allowance for Credit Losses section in this Report for additional information.

We process foreclosures on a regular basis for the loans we service for others as well as those we hold in our loan portfolio. We use foreclosure, however, only as a last resort for dealing with borrowers experiencing financial hardships. We employ extensive contact and restructuring procedures to attempt to find other solutions for our borrowers. We maintain appropriate staffing in our workout and collection teams to ensure troubled borrowers receive appropriate attention and assistance.

Table of Contents**TROUBLED DEBT RESTRUCTURINGS (TDRs)****Table 24: Troubled Debt Restructurings (TDRs) (1)**

(in millions)	Sept. 30, 2011	June 30, 2011	Mar. 31, 2011	Dec. 31, 2010	Sept. 30, 2010
Commercial TDRs					
Commercial and industrial	\$ 2,192	1,821	1,251	613	535
Real estate mortgage	1,752	1,444	1,152	725	365
Real estate construction	795	694	711	407	443
Leasing	51	84	25	-	-
Foreign	9	10	6	6	7
Total commercial TDRs	4,799	4,053	3,145	1,751	1,350
Consumer TDRs:					
Real estate 1-4 family first mortgage	13,512	12,938	12,261	11,603	10,951
Real estate 1-4 family junior lien mortgage	1,975	1,910	1,824	1,626	1,566
Other revolving credit and installment	875	838	859	778	674
Total consumer TDRs	16,362	15,686	14,944	14,007	13,191
Total TDRs	\$ 21,161	19,739	18,089	15,758	14,541
TDRs on nonaccrual status	\$ 6,403	6,047	5,556	5,185	5,177
TDRs on accrual status	14,758	13,692	12,533	10,573	9,364
Total TDRs	\$ 21,161	19,739	18,089	15,758	14,541

(1) Amounts reported for June 30 and March 31, 2011, have been revised to reflect the retroactive adoption from the beginning of 2011 during third quarter 2011 of ASU 2011-02, which provides guidance under what circumstances a restructured loan should be classified as a TDR. The impact of adopting ASU 2011-02 increased total commercial TDRs by \$1.5 billion and \$793 million at June 30 and March 31, 2011, respectively.

Table 24 provides information regarding the recorded investment of loans modified in TDRs. The amounts previously reported for the quarters ended June 30 and March 31, 2011 have been revised to reflect the retrospective adoption from the beginning of 2011 of ASU 2011-2, which clarified guidance for classifying modifications as TDRs. This new guidance specifically clarifies, among other things, the definition of a concession, including how to evaluate modified loan terms against terms that would be commensurate for loans with similar credit risk. For our commercial loan modifications, we do not typically modify principal through forgiveness or forbearance or reduce the contractual interest rate. In fact, in many cases, we obtain higher rates of interest, additional collateral or guarantor support, or other improvements to the terms. Certain commercial loan modifications are now classified as TDRs under the clarified guidance. See Note 5 (Loans and Allowance for Credit Losses) to Financial Statements in this Report for more information.

We do not forgive principal for a majority of our TDRs, but in those situations where principal is forgiven, the entire amount of such principal forgiveness is immediately charged off to the extent not done so prior to the modification. We sometimes delay the timing on the repayment of a portion of principal (principal forbearance) and charge off the amount of forbearance if that amount is not considered fully collectible.

Our nonaccrual policies are generally the same for all loan types when a restructuring is involved. We underwrite loans at the time of restructuring to determine whether there is sufficient evidence of sustained repayment capacity based on the borrower's documented income, debt to income ratios, and other factors. Any loans lacking sufficient evidence of sustained repayment capacity at the time of modification are charged down

to the fair value of the collateral, if applicable. For an accruing loan that has been modified, if the borrower has demonstrated performance under the previous terms and the underwriting process shows the capacity to continue to perform under the restructured terms, the loan will remain in accruing status. Otherwise, the loan will be placed in nonaccrual status until the borrower demonstrates a sustained period of performance, generally six consecutive months of payments, or equivalent, inclusive of consecutive payments made prior to modification. Loans will also be placed on nonaccrual, and a corresponding charge-off is recorded to the loan balance, if we believe that principal and interest contractually due under the modified agreement will not be collectible.

Table of Contents**Risk Management Credit Risk Management (continued)**

Table 25 provides an analysis of the changes in TDRs.

Table 25: Analysis of Changes in TDRs

(in millions)	Sept. 30, 2011	Quarter ended June 30, 2011	Mar. 31, 2011
Commercial TDRs			
Balance, beginning of quarter	\$ 4,053	3,145	1,751
Inflows	1,321	1,275	1,512
Outflows	(575)	(367)	(118)
Balance, end of quarter	4,799	4,053	3,145
Consumer TDRs			
Balance, beginning of quarter	15,686	14,944	14,007
Inflows	1,455	1,574	1,740
Outflows	(779)	(832)	(803)
Balance, end of quarter	16,362	15,686	14,944
Total TDRs	\$ 21,161	19,739	18,089

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LOANS 90 DAYS OR MORE PAST DUE AND STILL ACCRUING Loans 90 days or more past due as to interest or principal are still accruing if they are (1) well-secured and in the process of collection or (2) real estate 1-4 family mortgage loans or consumer loans exempt under regulatory rules from being classified as nonaccrual until later delinquency, usually 120 days past due. PCI loans of \$8.9 billion, \$9.8 billion, \$10.8 billion, \$11.6 billion and \$13.0 billion at September 30, June 30 and March 31, 2011, and December 31 and September 30, 2010, respectively, are excluded from this disclosure even though they are 90 days or more contractually past due. These PCI loans are considered to be accruing due to the existence of the accretable yield and not based on consideration given to contractual interest payments.

Excluding insured/guaranteed loans, loans 90 days or more past due and still accruing at September 30, 2011, were down \$720 million, or 27%, from December 31, 2010. The decline was due to loss mitigation activities including modifications and increased collection capacity/process improvements, charge-offs, stable early stage delinquency levels and credit stabilization.

Table 26 reflects non-PCI loans 90 days or more past due and still accruing by class for loans not government insured/guaranteed. For additional information on delinquencies by loan class, see Note 5 (Loans and Allowance for Credit Losses) to Financial Statements in this Report.

Table 26: Loans 90 Days or More Past Due and Still Accruing

(in millions)	Sept. 30, 2011	June 30, 2011	Mar. 31, 2011	Dec. 31, 2010	Sept. 30, 2010
Total (excluding PCI):	\$ 19,639	17,318	17,901	18,488	18,815
Less: FHA insured/guaranteed by the VA (1)	16,498	14,474	14,353	14,733	14,529
Less: Student loans guaranteed under the FFELP (2)	1,212	1,014	1,120	1,106	1,113
Total, not government insured/guaranteed	\$ 1,929	1,830	2,428	2,649	3,173
By segment and class, not government insured/guaranteed:					
Commercial:					
Commercial and industrial	\$ 108	110	338	308	222
Real estate mortgage	207	137	177	104	463
Real estate construction	57	86	156	193	332
Foreign	11	12	16	22	27
Total commercial	383	345	687	627	1,044
Consumer:					
Real estate 1-4 family first mortgage (3)	819	728	858	941	1,016
Real estate 1-4 family junior lien mortgage (3)	255	286	325	366	361
Credit card	328	334	413	516	560
Other revolving credit and installment	144	137	145	199	192
Total consumer	1,546	1,485	1,741	2,022	2,129
Total, not government insured/guaranteed	\$ 1,929	1,830	2,428	2,649	3,173

(1) Represents loans whose repayments are insured by the FHA or guaranteed by the VA.

(2) Represents loans whose repayments are predominantly guaranteed by agencies on behalf of the U.S. Department of Education under the Federal Family Education Loan Program (FFELP).

(3) Includes mortgages held for sale 90 days or more past due and still accruing.

Table of Contents**Risk Management Credit Risk Management (continued)****NET CHARGE-OFFS****Table 27: Net Charge-offs**

(\$ in millions)	Sept. 30, 2011		June 30, 2011		Mar. 31, 2011		Dec. 31, 2010		Quarter ended Sept. 30, 2010	
	Net loan charge- offs	% of avg. loans(1)	Net loan charge- offs	% of avg. loans (1)	Net loan charge- offs	% of avg. loans (1)	Net loan charge- offs	% of avg. loans (1)	Net loan charge- offs	% of avg. loans (1)
Commercial:										
Commercial and industrial	\$ 261	0.65 %	\$ 254	0.66 %	\$ 354	0.96 %	\$ 500	1.34 %	\$ 509	1.38 %
Real estate mortgage	96	0.37	128	0.50	152	0.62	234	0.94	218	0.87
Real estate construction	55	1.06	72	1.32	83	1.38	171	2.51	276	3.72
Lease financing	3	0.11	1	0.01	6	0.18	21	0.61	23	0.71
Foreign	8	0.08	47	0.52	28	0.34	28	0.36	39	0.52
Total commercial	423	0.50	502	0.62	623	0.79	954	1.19	1,065	1.33
Consumer:										
Real estate 1-4 family first mortgage	821	1.46	909	1.62	904	1.60	1,024	1.77	1,034	1.78
Real estate 1-4 family junior lien mortgage	842	3.75	909	3.97	994	4.25	1,005	4.08	1,085	4.30
Credit card	266	4.90	294	5.63	382	7.21	452	8.21	504	9.06
Other revolving credit and installment	259	1.19	224	1.03	307	1.42	404	1.84	407	1.83
Total consumer	2,188	2.06	2,336	2.21	2,587	2.42	2,885	2.63	3,030	2.72
Total	\$ 2,611	1.37 %	\$ 2,838	1.52 %	\$ 3,210	1.73 %	\$ 3,839	2.02 %	\$ 4,095	2.14 %

(1) Quarterly net charge-offs as a percentage of average respective loans are annualized.

Table 27 presents net charge-offs for third quarter 2011 and the previous four quarters. Net charge-offs in third quarter 2011 were \$2.6 billion (1.37% of average total loans outstanding) compared with \$4.1 billion (2.14%) in third quarter 2010.

Net charge-offs in the 1-4 family first mortgage portfolio totaled \$821 million in third quarter 2011, compared with \$1.0 billion in the same quarter a year ago.

Net charge-offs in the real estate 1-4 family junior lien portfolio were \$842 million in third quarter 2011. More information about the Home Equity portfolio, which includes substantially all of our real estate 1-4 family junior lien mortgage loans, is available in Table 20 in this Report and the related discussion.

Credit card net charge-offs of \$266 million in third quarter 2011 decreased \$238 million from a year ago.

Commercial net charge-offs were \$423 million in third quarter 2011 compared with \$1.1 billion a year ago. Commercial credit results continued to improve from third quarter 2010 as market liquidity and improving market conditions helped stabilize performance results.

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ALLOWANCE FOR CREDIT LOSSES The allowance for credit losses, which consists of the allowance for loan losses and the allowance for unfunded credit commitments, is management's estimate of credit losses inherent in the loan portfolio and unfunded credit commitments at the balance sheet date, excluding loans carried at fair value. The detail of the changes in the allowance for credit losses by portfolio segment (including charge-offs and recoveries by loan class) is in Note 5 (Loans and Allowance for Credit Losses) to Financial Statements in this Report. Table 28 provides a summary of our allowance for credit losses.

We employ a disciplined process and methodology to establish our allowance for credit losses each quarter. This process takes into consideration many factors, including historical and forecasted loss trends, loan-level credit quality ratings and loan grade-specific loss factors. The process involves subjective and complex judgments. In addition, we review a variety of credit metrics and trends. These trends, however, do not solely determine the amount of the allowance as we use several analytical tools in determining its adequacy. For additional information on our allowance for credit losses, see the Critical Accounting Policies Allowance for Credit Losses section in our 2010 Form 10-K and Note 5 (Loans and Allowance for Credit Losses) to Financial Statements in this Report.

Table 28: Allowance for Credit Losses

(in millions)	Sept. 30, 2011	June 30, 2011	Mar. 31, 2011	Dec. 31, 2010	Sept. 30, 2010
Components:					
Allowance for loan losses	\$ 20,039	20,893	21,983	23,022	23,939
Allowance for unfunded credit commitments	333	369	400	441	433
Allowance for credit losses	20,372	21,262	22,383	23,463	24,372
Allowance for credit losses related to PCI loans	\$ 302	273	257	298	379
Allowance for loan losses as a percentage of total loans	2.64 %	2.78	2.93	3.04	3.18
Allowance for loan losses as a percentage of annualized net charge-offs	193	184	169	151	147
Allowance for credit losses as a percentage of total loans	2.68	2.83	2.98	3.10	3.23
Allowance for credit losses as a percentage of total nonaccrual loans	93	92	90	89	86

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Risk Management Credit Risk Management (continued)

In addition to the allowance for credit losses, there was \$11.3 billion at September 30, 2011, and \$12.1 billion at June 30, 2011, of nonaccretable difference to absorb losses for PCI loans. For additional information on PCI loans, see the Risk Management Credit Risk Management Purchased Credit-Impaired Loans section and Note 5 (Loans and Allowance for Credit Losses) to Financial Statements in this Report.

The ratio of the allowance for credit losses to total nonaccrual loans may fluctuate significantly from period to period due to such factors as the mix of loan types in the portfolio, borrower credit strength and the value and marketability of collateral. Over half of nonaccrual loans were home mortgages at September 30, 2011.

The \$854 million linked-quarter decline in the allowance for loan losses in third quarter 2011 reflected continued improvement in consumer delinquency trends, fewer nonperforming loans and improved portfolio performance. Total provision for credit losses was \$1.8 billion in third quarter 2011, compared with \$3.4 billion a year ago. The third quarter 2011 provision was \$800 million less than net charge-offs, compared with a provision that was \$1.0 billion, \$1.0 billion, \$850 million and \$650 million less than net charge-offs in the second and first quarters of 2011 and the fourth and third quarters of 2010, respectively.

Changes in the allowance reflect changes in statistically derived loss estimates, historical loss experience, current trends in borrower risk and/or general economic activity on portfolio performance, and management's estimate for imprecision and uncertainty, including ongoing discussions with regulatory and government agencies regarding mortgage foreclosure-related matters.

We believe the allowance for credit losses of \$20.4 billion was adequate to cover credit losses inherent in the loan portfolio, including unfunded credit commitments, at September 30, 2011. The allowance for credit losses is subject to change and considers existing factors at the time, including economic or market conditions and ongoing internal and external examination processes. Due to the sensitivity of the allowance for credit losses to changes in our external business environment, it is possible that we will have to record incremental credit losses not anticipated as of the balance sheet date. Absent significant deterioration in the economy, we expect future reserve releases. Our process for determining the allowance for credit losses is discussed in the Critical Accounting Policies Allowance for Credit Losses section in our 2010 Form 10-K and Note 5 (Loans and Allowance for Credit Losses) to the Financial Statements in this Report.

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LIABILITY FOR MORTGAGE LOAN REPURCHASE LOSSES We sell residential mortgage loans to various parties, including (1) government-sponsored entities Freddie Mac and Fannie Mae (GSEs) who include the mortgage loans in GSE-guaranteed mortgage securitizations, (2) special purpose entities (SPEs) that issue private label mortgage-backed securities (MBS), and (3) other financial institutions that purchase mortgage loans for investment or private label securitization. In addition, we pool FHA-insured and VA-guaranteed mortgage loans that back securities guaranteed by GNMA. We may be required to repurchase these mortgage loans, indemnify the securitization trust, investor or insurer, or reimburse the securitization trust, investor or insurer for credit losses incurred on loans (collectively "repurchase") in the event of a breach of contractual representations or warranties that is not remedied within a period (usually 90 days or less) after we receive notice of the breach. For additional information see our 2010 Form 10-K.

We have established a mortgage repurchase liability related to various representations and warranties that reflect management's estimate of losses for loans for which we have a repurchase obligation, whether or not we currently service those loans, based on a combination of factors. Our mortgage repurchase liability estimation process also incorporates projected and on hand mortgage insurance rescissions that we deem to be probable to result in a repurchase demand. Currently, repurchase demands primarily relate to 2006 through 2008 vintages and to GSE-guaranteed MBS.

During third quarter 2011, we observed an increase in losses compared with second quarter 2011. We repurchased or reimbursed investors for incurred losses on mortgage loans with original balances of \$788 million. We incurred net losses on repurchased loans and investor reimbursements of \$384 million in third quarter 2011.

Table 29 provides the number of unresolved repurchase demands and mortgage insurance rescissions. We do not typically receive repurchase requests from GNMA, FHA/HUD or VA. As an originator of an FHA insured or VA guaranteed loan, we are responsible for obtaining the insurance with FHA or the guarantee with the VA. To the extent we are not able to obtain the insurance or the guarantee we can request to repurchase the loan from the GNMA pool. Such repurchases from GNMA pools typically represent a self-initiated process upon discovery of the uninsurable loan (usually within 180 days from funding of the loan). Alternatively, in lieu of repurchasing loans from GNMA pools, we may be asked by the FHA/HUD or the VA to indemnify loans due to defects found in the Post Endorsement Technical Review process or audits performed by FHA/HUD or the VA. Our liability for mortgage loan repurchase losses incorporates probable losses associated with indemnified loans in GNMA pools and uninsurable loans.

Table 29: Unresolved Repurchase Demands and Mortgage Insurance Rescissions

(\$ in millions)	Government sponsored entities (1)			Private mortgage insurance rescissions with no demand (2)			Mortgage insurance		Total Original loan balance (3)
	Number of loans	Original loan balance (3)	Number of loans	Original loan balance (3)	Number of loans	Original loan balance (3)	Number of loans	Original loan balance (3)	
2011									
September 30,	6,577	\$ 1,500	582	\$ 208	1,508	\$ 314	8,667	\$ 2,022	
June 30,	6,876	1,565	695	230	2,019	444	9,590	2,239	
March 31,	6,210	1,395	1,973	424	2,885	674	11,068	2,493	
2010									
December 31,	6,501	1,467	2,899	680	3,248	801	12,648	2,948	
September 30,	9,887	2,212	3,605	882	3,035	748	16,527	3,842	
June 30,	12,536	2,840	3,160	707	2,979	760	18,675	4,307	
March 31,	10,804	2,499	2,320	519	2,843	737	15,967	3,755	

(1) Includes repurchase demands of 878 and \$173 million, 892 and \$179 million, 685 and \$132 million, 1,495 and \$291 million, 2,263 and \$437 million, 2,141 and \$417 million, and 1,824 and \$372 million for September 30, June 30 and March 31, 2011, and December 31, September 30, June 30, and March 31, 2010, respectively, received from investors on mortgage servicing rights acquired from other originators. We generally have the right of recourse against the seller and may be able to recover losses related to such repurchase demands subject to counterparty risk associated with the seller.

(2) As part of our representations and warranties in our loan sales contracts, we typically represent to GSEs and private investors that certain loans have mortgage insurance to the extent there are loans that have loan to value ratios in excess of 80% that require mortgage insurance. To the extent the mortgage insurance is rescinded by the mortgage insurer due to a claim of breach of a contractual representation or warranty, the lack of insurance may result in a repurchase

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demand from an investor. Similar to repurchase demands, we evaluate mortgage insurance rescission notices for validity and appeal for reinstatement if the rescission was not based on a contractual breach. When investor demands are received due to lack of mortgage insurance, they are reported as unresolved repurchase demands based on the applicable investor category for the loan (GSE or private). Over the last year, approximately 20% of our repurchase demands from GSEs had mortgage insurance rescission as one of the reasons for the repurchase demand. Of all the mortgage insurance rescissions notices received in 2010, approximately 70% have resulted in repurchase demands through September of 2011. Not all mortgage insurance rescissions received in 2010 have been completed through the appeals process with the mortgage insurer and upon successful appeal, we work with the investor to rescind the repurchase demand.

- (3) While the original loan balances related to these demands are presented above, the establishment of the repurchase liability is based on a combination of factors, such as our appeals success rates, reimbursement by correspondent and other third party originators, and projected loss severity, which is driven by the difference between the current loan balance and the estimated collateral value less costs to sell the property.

Table of Contents**Risk Management Credit Risk Management (continued)**

The level of repurchase demands outstanding at September 30, 2011, was down from a year ago in both number of outstanding loans and in total dollar balances as we continued to work through the demands. Customary with industry practice, we have the right of recourse against correspondent lenders from whom we have purchased loans with respect to representations and warranties. Of the repurchase demands presented in Table 29, approximately 20% relate to loans purchased from correspondent lenders. Due primarily to the financial difficulties of some correspondent lenders, we typically recover on average approximately 50% of losses from these lenders. Historical recovery rates as well as projected lender performance are incorporated in the establishment of our mortgage repurchase liability.

Our liability for repurchases, included in *Accrued expenses and other liabilities* in our consolidated financial statements, was \$1.2 billion at September 30 and June 30, 2011. In the quarter ended September 30, 2011, \$390 million of additions to the liability were recorded, which reduced net gains on mortgage loan origination/sales activities. Our additions to the repurchase liability in the quarter ended September 30, 2011, were up from amounts recorded in the first two quarters of 2011 and reflect updated assumptions about probable future demands. This increase in our estimate for probable future demands was primarily due to an increase in repurchase demands on the 2006-2008 vintages from the Federal National Mortgage Association (FNMA).

We believe we have a high quality residential mortgage loan servicing portfolio. Of the \$1.8 trillion in the residential mortgage loan servicing portfolio at September 30, 2011, 92% was current, less than 2% was subprime at origination, and approximately 1% was home equity securitizations. Our combined delinquency and foreclosure rate on this portfolio was 7.63% at September 30, 2011, compared with 7.44% at June 30, 2011. In this portfolio 6% are private securitizations where we originated the loan and therefore have some repurchase risk. For this private securitization segment of our residential mortgage loan servicing portfolio, 58% are loans from 2005 vintages or earlier (weighted average age of 72 months); 80% were prime at origination; and approximately 70% are jumbo loans. The weighted-average LTV as of September 30, 2011, for this private securitization segment was 80%. We believe the highest risk segment of these private securitizations is the subprime loans originated in 2006 and 2007. These subprime loans have seller representations and warranties and currently have LTVs close to or exceeding 100%, and represent 8% of the 6% private securitization portion of the residential mortgage servicing portfolio. We had only \$11 million of repurchased loans related to private securitizations in third quarter 2011. Of the servicing portfolio, 4% is non-agency acquired servicing and 2% is private whole loan sales. We did not underwrite and securitize the non-agency acquired servicing and therefore we have no obligation on that portion of our servicing portfolio to the investor for any repurchase demands arising from origination practices. For the private whole loan segment, while we do have repurchase risk on these prior loan sales, less than 2% were subprime at origination and loans that were sold and subsequently securitized are included in the private securitization segment discussed above.

Table 30 summarizes the changes in our mortgage repurchase liability.

Table of Contents**Table 30: Changes in Mortgage Repurchase Liability**

(in millions)	Quarter ended				
	Sept. 30, 2011	June 30, 2011	Mar. 31, 2011	Dec. 31, 2010	Sept. 30, 2010
Balance, beginning of period	\$ 1,188	1,207	1,289	1,331	1,375
Provision for repurchase losses:					
Loan sales	19	20	35	35	29
Change in estimate - primarily due to credit deterioration	371	222	214	429	341
Total additions	390	242	249	464	370
Losses	(384)	(261)	(331)	(506)	(414)
Balance, end of period	\$ 1,194	1,188	1,207	1,289	1,331

The mortgage repurchase liability of \$1.2 billion at September 30, 2011, represents our best estimate of the probable loss that we will incur related to representations and warranties in the contractual provisions of our sales of mortgage loans. Because the level of mortgage loan repurchase losses depends upon economic factors, investor demand strategies and other external conditions that may change over the life of the underlying loans, the level of the liability for mortgage loan repurchase losses is difficult to estimate and requires considerable management judgment. We maintain regular contact with the GSEs and other significant investors to monitor and address their repurchase demand practices and concerns. Because of the uncertainty in the various estimates underlying the mortgage repurchase liability, there is a range of losses in excess of the recorded mortgage repurchase liability that are reasonably possible. The estimate of the range of possible loss for representations and warranties does not represent a probable loss, and is based on currently available information, significant judgment, and a number of assumptions that are subject to change. The high end of this range of reasonably possible losses in excess of our recorded liability was \$1.9 billion at September 30, 2011, and was determined based upon modifying the assumptions utilized in our best estimate of probable loss to reflect what we believe to be the high end of reasonably possible adverse assumptions. For additional information on our repurchase liability, see the Critical Accounting Policies – Liability for Mortgage Loan Repurchase Losses section in our 2010 Form 10-K and Note 8 (Mortgage Banking Activities) to Financial Statements in this Report.

To the extent that economic conditions and the housing market do not improve or future investor repurchase demands and appeals success rates differ from past experience, we could continue to have increased demands and increased loss severity on repurchases, causing future additions to the repurchase liability. However, some of the underwriting standards that were permitted by the GSEs for conforming loans in the 2006 through 2008 vintages, which significantly contributed to recent levels of repurchase demands, were tightened starting in mid to late 2008. Accordingly, we do not expect a similar rate of repurchase requests from the 2009 and prospective vintages, absent deterioration in economic conditions or changes in investor behavior.

In October 2011, the Arizona Department of Insurance assumed full and exclusive power of management and control of PMI Mortgage Insurance Co. (PMI). PMI will pay 50% of claim

amounts in cash, with the rest deferred. Wells Fargo has previously utilized PMI to provide mortgage insurance on certain loans originated and held in our portfolio. Additionally, PMI has provided mortgage insurance on loans originated and sold to third party investors. For loans sold to third party investors, there is no additional risk of repurchase loss to Wells Fargo associated with the deferred insurance claim amounts from PMI since this credit risk is owned by the investor in the loan. We also hold a small amount of residential mortgage-backed securities, which are backed by mortgages with a limited amount of insurance provided by PMI. Because the loans and securities held in our portfolios with PMI insurance support are limited in amount, we do not anticipate the deferred claim payments will result in a material adverse effect on our consolidated financial statements.

RISKS RELATING TO SERVICING ACTIVITIES In addition to servicing loans in our portfolio, we act as servicer and/or master servicer of residential mortgage loans included in GSE-guaranteed mortgage securitizations, GNMA-guaranteed mortgage securitizations and private

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label mortgage securitizations, as well as for unsecuritized loans owned by institutional investors. The loans we service were originated by us or by other mortgage loan originators. As servicer, our primary duties are typically to (1) collect payment due from borrowers, (2) advance certain delinquent payments of principal and interest, (3) maintain and administer any hazard, title or primary mortgage insurance policies relating to the mortgage loans, (4) maintain any required escrow accounts for payment of taxes and insurance and administer escrow payments, and (5) foreclose on defaulted mortgage loans or, to the extent consistent with the documents governing a securitization, consider alternatives to foreclosure, such as loan modifications or short sales. As master servicer, our primary duties are typically to (1) supervise, monitor and oversee the servicing of the mortgage loans by the servicer, (2) consult with each servicer and use reasonable efforts to cause the servicer to observe its servicing obligations, (3) prepare monthly distribution statements to security holders and, if required by the securitization documents, prepare certain periodic reports required to be filed with the Securities and Exchange Commission (SEC), (4) if required by the securitization documents, calculate distributions and loss allocations on the mortgage-backed securities, (5) prepare tax and information returns of the securitization trust, and (6) advance amounts

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Risk Management Credit Risk Management (continued)

required by non-affiliated servicers who fail to perform their advancing obligations.

Each agreement under which we act as servicer or master servicer generally specifies a standard of responsibility for actions we take in such capacity and provides protection against expenses and liabilities we incur when acting in compliance with the specified standard. For example, most private label securitization agreements under which we act as servicer or master servicer typically provide that the servicer and the master servicer are entitled to indemnification by the securitization trust for taking action or refraining from taking action in good faith or for errors in judgment. However, we are not indemnified, but rather are required to indemnify the securitization trustee, against any failure by us, as servicer or master servicer, to perform our servicing obligations or any of our acts or omissions that involve wilful misfeasance, bad faith or gross negligence in the performance of, or reckless disregard of, our duties. In addition, if we commit a material breach of our obligations as servicer or master servicer, we may be subject to termination if the breach is not cured within a specified period following notice, which can generally be given by the securitization trustee or a specified percentage of security holders. Whole loan sale contracts under which we act as servicer generally include similar provisions with respect to our actions as servicer. The standards governing servicing in GSE-guaranteed securitizations, and the possible remedies for violations of such standards, vary, and those standards and remedies are determined by servicing guides maintained by the GSEs, contracts between the GSEs and individual servicers and topical guides published by the GSEs from time to time. Such remedies could include indemnification or repurchase of an affected mortgage loan and these losses are generally included as a reduction to net servicing income within mortgage banking noninterest income.

For additional information regarding risks relating to our servicing activities, see pages 75-76 in our 2010 Form 10-K.

The Board of Governors of the Federal Reserve System (FRB) and the Office of the Comptroller of the Currency (OCC) issued consent orders, made public April 13, 2011, that require us to correct deficiencies in our residential mortgage loan servicing and foreclosure practices that were identified by federal banking regulators in their fourth quarter 2010 review. The consent orders also require that we improve our servicing and foreclosure practices. We are committed to full compliance with the consent orders and support the development of national servicing standards that will provide greater clarity for servicers, investors and customers. We continue to be committed to modifying mortgages for at-risk customers. We have been working with our regulators for an extended period to improve our processes and have already made some of the operational changes that will result from the expanded servicing responsibilities outlined in the consent orders. These orders incorporate remedial requirements for identified deficiencies; however, civil money penalties have not been assessed at this time. Changes in servicing and foreclosure practices will increase the Company's costs of servicing mortgage loans. As part of our quarterly MSR valuation process, we assess changes in expected future servicing and foreclosure costs, which in the first nine

months of 2011, includes the estimated impact from the regulatory consent orders.

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Asset/Liability Management

Asset/liability management involves the evaluation, monitoring and management of interest rate risk, market risk, liquidity and funding. The Corporate Asset/Liability Management Committee (Corporate ALCO), which oversees these risks and reports periodically to the Finance Committee of the Board, consists of senior financial and business executives. Each of our principal business groups has its own asset/liability management committee and process linked to the Corporate ALCO process.

INTEREST RATE RISK Interest rate risk, which potentially can have a significant earnings impact, is an integral part of being a financial intermediary. We assess interest rate risk by comparing our most likely earnings plan with various earnings simulations using many interest rate scenarios that differ in the direction of interest rate changes, the degree of change over time, the speed of change and the projected shape of the yield curve. For example, as of September 30, 2011, our most recent simulation indicated estimated earnings at risk of approximately 1.5% of our most likely earnings plan over the next 12 months using a scenario in which the federal funds rate remains unchanged and the 10-year Constant Maturity Treasury bond yield averages below 2.00%. Simulation estimates depend on, and will change with, the size and mix of our actual and projected balance sheet at the time of each simulation. Due to timing differences between the quarterly valuation of MSR's and the eventual impact of interest rates on mortgage banking volumes, earnings at risk in any particular quarter could be higher than the average earnings at risk over the 12-month simulation period, depending on the path of interest rates and on our hedging strategies for MSR's. See the Risk Management Mortgage Banking Interest Rate and Market Risk section in this Report for more information.

We use exchange-traded and over-the-counter (OTC) interest rate derivatives to hedge our interest rate exposures. The notional or contractual amount, credit risk amount and estimated net fair value of these derivatives as of September 30, 2011, and December 31, 2010, are presented in Note 12 (Derivatives) to Financial Statements in this Report.

For additional information regarding interest rate risk, see page 76 of our 2010 Form 10-K.

MORTGAGE BANKING INTEREST RATE AND MARKET RISK We originate, fund and service mortgage loans, which subjects us to various risks, including credit, liquidity and interest rate risks. For a discussion of mortgage banking interest rate and market risk, see pages 76-78 of our 2010 Form 10-K.

While our hedging activities are designed to balance our mortgage banking interest rate risks, the financial instruments we use may not perfectly correlate with the values and income being hedged. For example, the change in the value of ARM production held for sale from changes in mortgage interest rates may or may not be fully offset by Treasury and LIBOR index-based financial instruments used as economic hedges for such ARMs. Additionally, hedge-carry income on our economic hedges for the MSR's may not continue if the spread between short-term and long-term rates decreases, we shift composition of the hedge to more interest rate swaps, or there are other

changes in the market for mortgage forwards that affect the implied carry.

The total carrying value of our residential and commercial MSR's was \$13.8 billion at September 30, 2011, and \$15.9 billion at December 31, 2010. The weighted-average note rate on our portfolio of loans serviced for others was 5.21% at September 30, 2011, and 5.39% at December 31, 2010. Our total MSR's represented 0.74% of mortgage loans serviced for others at September 30, 2011, and 0.86% at December 31, 2010.

MARKET RISK TRADING ACTIVITIES From a market risk perspective, our net income is exposed to changes in interest rates, credit spreads, foreign exchange rates, equity and commodity prices and their implied volatilities. We are exposed to market risk through customer accommodation trading, certain economic hedges classified as trading positions and, to a lesser extent, proprietary trading. Trading positions and related market risk exposure are subject to risk limits established and monitored by the Market Risk Committee and Corporate ALCO. These trading positions consist of both securities and derivative instruments. The primary purpose of our trading businesses is to accommodate customers in management of their market price risk. Net gains (losses) from trading activities are attributable to the following types of activity:

Table 31: Trading Activities

Quarter ended Sept. 30,

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(in millions)	2011	2010	2011	Nine months ended Sept. 30, 2010
Customer accommodation	\$ 82	336	769	1,162
Economic hedging	(515)	89	(167)	(78)
Proprietary	(9)	45	(18)	32
Total net trading gains (losses)	\$ (442)	470	584	1,116

The amounts reflected in the table above capture only gains (losses) due to changes in fair value of our trading positions and are reported within net gains (losses) on trading activities within noninterest income line item of the income statement. These amounts do not include interest income and other fees earned from related activities, which are reported within interest income from trading assets and other fees within noninterest income line items of the income statement. Categorization of net gains (losses) from trading activities in the table above is based on our own definition of those categories, as further described below, because no uniform industry definitions currently exist.

Customer accommodation trading consists of security or derivative transactions conducted in an effort to help customers manage their market price risks and are done on their behalf or driven by their investment needs. For the majority of our customer accommodation trading we serve as intermediary between buyer and seller. For example, we may enter into financial instruments with customers that use the instruments for risk management purposes and offset our exposure on such contracts by entering into separate instruments. Customer accommodation trading also includes net gains related to

Table of Contents**Risk Management Asset/Liability Management (continued)**

market-making activities in which we take positions to facilitate expected customer order flow.

Economic hedges consist primarily of cash or derivative positions used to facilitate certain of our balance sheet risk management activities that did not qualify for hedge accounting or were not designated in a hedge accounting relationship. Economic hedges may also include securities that we elected to carry at fair value with changes in fair value recorded to earnings in order to mitigate accounting measurement mismatches or avoid embedded derivative accounting complexities. Third quarter 2011 economic hedge trading results included a loss associated with a legacy Wachovia position that settled in October 2011.

Proprietary trading consists of security or derivative positions executed for our own account based on market expectations or to benefit from price differences between financial instruments and markets. Proprietary trading activity is expected to be restricted by the Dodd-Frank Act prohibitions known as the Volcker Rule, which has not yet been finalized. On October 11, 2011, federal banking agencies and the SEC issued for public comment proposed regulations to implement the Volcker Rule. We believe our definition of proprietary trading is consistent with the proposed regulations. However, given that final rule-making is required by various governmental regulatory agencies to define proprietary trading within the context of the final Volcker Rule, our definition of proprietary trading may change. We have reduced or exited certain business activities in anticipation of the final Volcker Rule. As discussed within the noninterest income section of our financial results, proprietary trading activity is not significant to our financial results.

The fair value of our trading derivatives is reported in Notes 12 (Derivatives) and 13 (Fair Value) to Financial Statements in this Report. The fair value of our trading securities is reported in Note 13 (Fair Value) to Financial Statements in this Report.

The standardized approach for monitoring and reporting market risk for the trading activities consists of value-at-risk (VaR) metrics complemented with sensitivity analysis and stress testing. VaR measures the worst expected loss over a given time interval and within a given confidence interval. We measure and report daily VaR at a 99% confidence interval based on actual changes in rates and prices over the previous 250 trading days. The analysis captures all financial instruments that are considered trading positions. The average one-day VaR throughout third quarter 2011 was \$30 million, with a lower bound of \$22 million and an upper bound of \$40 million.

MARKET RISK EQUITY MARKETS We are directly and indirectly affected by changes in the equity markets. For additional information regarding market risk related to equity markets, see page 79 of our 2010 Form 10-K.

Table 32 provides information regarding our marketable and nonmarketable equity investments.

Table 32: Nonmarketable and Marketable Equity Investments

(in millions)	Sept. 30, 2011	Dec. 31, 2010
Nonmarketable equity investments:		
Private equity investments:		
Cost method	\$ 3,272	3,240
Equity method	7,955	7,624
Federal bank stock	4,724	5,254
Principal investments	265	305

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Total nonmarketable equity investments (1)	\$	16,216	16,423
Marketable equity securities:			
Cost	\$	3,158	4,258
Net unrealized gains		435	931
Total marketable equity securities (2)	\$	3,593	5,189

(1) Included in other assets on the balance sheet. See Note 6 (Other Assets) to Financial Statements in this Report for additional information.

(2) Included in securities available for sale. See Note 4 (Securities Available for Sale) to Financial Statements in this Report for additional information.

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LIQUIDITY AND FUNDING The objective of effective liquidity management is to ensure that we can meet customer loan requests, customer deposit maturities/withdrawals and other cash commitments efficiently under both normal operating conditions and under unpredictable circumstances of industry or market stress. To achieve this objective, the Corporate ALCO establishes and monitors liquidity guidelines that require sufficient asset-based liquidity to cover potential funding requirements and to avoid over-dependence on volatile, less reliable funding markets. We set these guidelines for both the consolidated balance sheet and for the Parent to ensure that the Parent is a source of strength for its regulated, deposit-taking banking subsidiaries.

Unencumbered debt and equity securities in the securities available-for-sale portfolio provide asset liquidity, in addition

to the immediately liquid resources of cash and due from banks and federal funds sold, securities purchased under resale agreements and other short-term investments. Asset liquidity is further enhanced by our ability to sell or securitize loans in secondary markets and to pledge loans to access secured borrowing facilities through the Federal Home Loan Banks (FHLB) and the FRB.

Core customer deposits have historically provided a sizeable source of relatively stable and low-cost funds. At September 30, 2011, core deposits funded 111% of total loans compared with 102% a year ago. Additional funding is provided by long-term debt, other foreign deposits, and short-term borrowings.

Table 33 shows selected information for short-term borrowings, which generally mature in less than 30 days.

Table 33: Short-Term Borrowings

(in millions)	Sept. 30, 2011	June 30, 2011	Mar. 31, 2011	Dec. 31, 2010	Quarter ended Sept. 30, 2010
Balance, period end					
Commercial paper and other short-term borrowings	\$ 17,444	17,357	17,228	17,454	16,856
Federal funds purchased and securities sold under agreements to repurchase	33,331	36,524	37,509	37,947	33,859
Total	\$ 50,775	53,881	54,737	55,401	50,715
Average daily balance for period					
Commercial paper and other short-term borrowings	\$ 17,040	17,105	17,005	16,370	15,761
Federal funds purchased and securities sold under agreements to repurchase	33,333	36,235	37,746	34,239	30,707
Total	\$ 50,373	53,340	54,751	50,609	46,468
Maximum month-end balance for period					
Commercial paper and other short-term borrowings (1)	\$ 17,569	18,234	17,597	17,454	16,856
Federal funds purchased and securities sold under agreements to repurchase (2)	33,331	36,524	37,509	37,947	33,859

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- (1) Highest month-end balance in each of the last five quarters was in July, April and February 2011 and December and September 2010.
- (2) Highest month-end balance in each of the last five quarters was in September, June and March 2011 and December and September 2010.

Liquidity is also available through our ability to raise funds in a variety of domestic and international money and capital markets. We access capital markets for long-term funding through issuances of registered debt securities, private placements and asset-backed secured funding. Investors in the long-term capital markets generally will consider, among other factors, a company's debt rating in making investment decisions. Rating agencies base their ratings on many quantitative and qualitative factors, including capital adequacy, liquidity, asset quality, business mix, the level and quality of earnings, and rating agency assumptions regarding the probability and extent of Federal financial assistance or support for certain large financial institutions. Adverse changes in these factors could result in a reduction of our credit rating; however, a reduction in credit rating would not cause us to violate any of our debt covenants. On September 21, 2011, Moody's Investors Service, Inc. downgraded the Parent's supported long-term senior debt rating based on their determination that, as a result of the Dodd-Frank Act, the U.S. government is less likely to support systemically important financial institutions, if needed, than during the recent financial crisis. The outlook on the Parent's supported long-term senior rating remains negative based on the possibility that Moody's may further reduce its

assumptions about the likelihood of systemic support for systemically important financial institutions. See the Risk Factors section in our 2011 Second Quarter Form 10-Q for additional information regarding the potential effect of the Dodd-Frank Act on our credit ratings and the risks associated with adverse changes in our credit ratings.

We continue to evaluate the potential impact on liquidity management of regulatory proposals, including Basel III and those required under the Dodd-Frank Act, throughout the rule-making process.

Parent Under SEC rules, the Parent is classified as a well-known seasoned issuer, which allows it to file a registration statement that does not have a limit on issuance capacity. In June 2009, the Parent filed a registration statement with the SEC for the issuance of senior and subordinated notes, preferred stock and other securities. The Parent's ability to issue debt and other securities under this registration statement is limited by the debt issuance authority granted by the Board. The Parent is currently authorized by the Board to issue \$60 billion in outstanding short-term debt and \$170 billion in outstanding long-term debt. During the first nine months of 2011, the Parent issued \$6.6 billion in registered senior notes. In February 2011, the Parent remarketed \$2.5 billion of junior subordinated notes

Table of Contents**Risk Management Asset/Liability Management (continued)**

owned by an unconsolidated, wholly owned trust. The purchasers of the junior subordinated notes exchanged them with the Parent for newly issued senior notes, which are included in the Parent issuances described above. Proceeds of the remarketed junior subordinated notes were used by the trust to purchase \$2.5 billion of Class A, Series I Preferred Stock issued by the Parent.

Parent's proceeds from securities issued in the first nine months of 2011 were used for general corporate purposes, and, unless otherwise specified in the applicable prospectus or prospectus supplement, we expect the proceeds from securities issued in the future will be used for the same purposes.

Table 34 provides information regarding the Parent's medium-term note (MTN) programs. The Parent may issue senior and subordinated debt securities under Series I & J, and the European and Australian programmes. Under Series K, the Parent may issue senior debt securities linked to one or more indices.

Table 34: Medium-Term Note (MTN) Programs

(in billions)	Date established	issuance authority	September 30, 2011	
			Debt	Available
MTN program:				
Series I & J (1)	August 2009	\$	25.0	18.3
Series K (1)	April 2010		25.0	24.2
European (2)	December 2009		25.0	25.0
Australian (2) (3)	June 2005	AUD	10.0	6.8

(1) SEC registered.

(2) Not registered with the SEC. May not be offered in the United States without applicable exemptions from registration.

(3) As amended in October 2005 and March 2010.

Wells Fargo Bank, N.A. Wells Fargo Bank, N.A. is authorized by its board of directors to issue \$100 billion in outstanding short-term debt and \$125 billion in outstanding long-term debt. At September 30, 2011, Wells Fargo Bank, N.A. had available \$100 billion in short-term debt issuance authority and \$103.7 billion in long-term debt issuance authority.

Wells Fargo Financial Canada Corporation In January 2010, Wells Fargo Financial Canada Corporation (WFFCC), an indirect wholly owned Canadian subsidiary of the Parent, qualified with the Canadian provincial securities commissions CAD\$7.0 billion in medium-term notes for distribution from time to time in Canada. During the first nine months of 2011, WFFCC issued CAD\$500 million in medium-term notes. At September 30, 2011, CAD\$6.5 billion remained available for future issuance. All medium-term notes issued by WFFCC are unconditionally guaranteed by the Parent.

FEDERAL HOME LOAN BANK MEMBERSHIP We are a member of the Federal Home Loan Banks based in Dallas, Des Moines and San Francisco (collectively, the FHLBs). Each member of each of the FHLBs is required to maintain a minimum investment in capital stock of

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the applicable FHLB. The board of directors of each FHLB can increase the minimum investment requirements in the event it has concluded that additional capital is required to allow it to meet its own regulatory capital requirements. Any increase in the minimum investment requirements outside of specified ranges requires the approval of the Federal Housing Finance Board. Because the extent of any obligation to increase our investment in any of the FHLBs depends entirely upon the occurrence of a future event, potential future payments to the FHLBs are not determinable.

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Capital Management

We have an active program for managing stockholders' equity and regulatory capital and we maintain a comprehensive process for assessing the Company's overall capital adequacy. We generate capital internally primarily through the retention of earnings net of dividends. Our objective is to maintain capital levels at the Company and its bank subsidiaries above the regulatory well-capitalized thresholds by an amount commensurate with our risk profile and risk tolerance objectives. Our potential sources of stockholders' equity include retained earnings and issuances of common and preferred stock. Retained earnings increased \$9.2 billion from December 31, 2010, predominantly from Wells Fargo net income of \$11.8 billion, less common and preferred stock dividends of \$2.5 billion. During the first nine months of 2011, we issued approximately 69 million shares of common stock, with net proceeds of \$1.0 billion.

On March 18, 2011, the Company was notified by the FRB that it did not object to the capital plan the Company submitted on January 7, 2011, as part of the Comprehensive Capital Analysis and Review (CCAR). Since that notification, the Company has initiated several capital actions, including increasing the quarterly common stock dividend to \$0.12 a share, authorizing the repurchase of an additional 200 million shares of our common stock, and issuing notice to call \$9.2 billion of trust preferred securities, of which \$5.8 billion were called in third quarter 2011 and redeemed in October 2011, that will no longer count as Tier 1 capital under the Dodd-Frank Act and the proposed Basel III capital standards. Consistent with the CCAR process and the FRB's existing supervisory guidance regarding internal capital assessment, planning and adequacy, the FRB recently proposed rules that will require large bank holding companies such as the Company to submit annual capital plans to the FRB and to provide prior notice to the FRB before making a capital distribution under certain circumstances, including if the FRB objected to a capital plan or if certain minimum capital requirements were not maintained. Under existing FRB supervisory guidance, the Company expects to submit its 2012 annual capital plan as part of the CCAR submission to the FRB in early 2012.

From time to time the Board authorizes the Company to repurchase shares of our common stock. Although we announce when the Board authorizes share repurchases, we typically do not give any public notice before we repurchase our shares. Future stock repurchases may be private or open-market repurchases, including block transactions, accelerated or delayed block transactions, forward transactions, and similar transactions. Additionally, we may enter into plans to purchase stock that satisfy the conditions of Rule 10b5-1 of the Securities Exchange Act of 1934. Various factors determine the amount and timing of our share repurchases, including our capital requirements, the number of shares we expect to issue for acquisitions and employee benefit plans, market conditions (including the trading price of our stock), and regulatory and legal considerations.

In 2008, the Board authorized the repurchase of up to 25 million additional shares of our outstanding common stock. In first quarter 2011, the Board authorized the repurchase of an additional 200 million shares. During third quarter 2011, we repurchased 22 million shares of our common stock in the open market and from our employee benefit plans, and we entered into a \$150 million private forward purchase transaction that will settle in fourth quarter 2011 for an estimated 6 million shares of common stock. At September 30, 2011, we had utilized all previously remaining common stock repurchase authority from the 2008 authorization and had remaining authority from the 2011 authorization to purchase approximately 144 million shares. For more information about share repurchases during third quarter 2011, see Part II, Item 2 of this Report.

Historically, our policy has been to repurchase shares under the safe harbor conditions of Rule 10b-18 of the Securities Exchange Act of 1934 including a limitation on the daily volume of repurchases. Rule 10b-18 imposes an additional daily volume limitation on share repurchases during a pending merger or acquisition in which shares of our stock will constitute some or all of the consideration. Our management may determine that during a pending stock merger or acquisition when the safe harbor would otherwise be available, it is in our best interest to repurchase shares in excess of this additional daily volume limitation. In such cases, we intend to repurchase shares in compliance with the other conditions of the safe harbor, including the standing daily volume limitation that applies whether or not there is a pending stock merger or acquisition.

In connection with our participation in the Troubled Asset Relief Program (TARP) Capital Purchase Program (CPP), we issued to the U.S. Treasury Department warrants to purchase 110,261,688 shares of our common stock with an exercise price of \$34.01 per share expiring on October 28, 2018. The Board has authorized the repurchase by the Company of up to \$1 billion of the warrants. On May 26, 2010, in an auction by the U.S. Treasury, we purchased 70,165,963 of the warrants at a price of \$7.70 per warrant. We have purchased an additional 818,416 warrants since the U.S. Treasury auction, 167,172 of which were purchased during the third quarter 2011. At September 30, 2011, there were 39,277,309 warrants outstanding and exercisable and \$453 million of unused warrant repurchase authority. Depending on market conditions, we may purchase from time to time additional warrants and/or our outstanding debt securities in privately negotiated or open market transactions, by tender offer or otherwise.

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Subsequent to the remarketing of certain junior subordinated notes issued in connection with Wachovia's 2006 issuance of 5.80% fixed-to-floating rate trust preferred securities, the Company issued 25,010 shares of Class A, Series I Preferred Stock, with a par value of \$2.5 billion to Wachovia Capital Trust III (Trust), an unconsolidated wholly owned trust. The action completed the Company's and the Trust's obligations under an agreement dated February 1, 2006, as amended, between the Trust and the Company (as successor to Wachovia Corporation).

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Table of Contents**Capital Management (continued)**

The Company and each of our subsidiary banks are subject to various regulatory capital adequacy requirements administered by the FRB and the OCC. Risk-based capital (RBC) guidelines establish a risk-adjusted ratio relating capital to different categories of assets and off-balance sheet exposures. At September 30, 2011, the Company and each of our subsidiary banks were well-capitalized under applicable regulatory capital adequacy guidelines. See Note 19 (Regulatory and Agency Capital Requirements) to Financial Statements in this Report for additional information.

Current regulatory RBC rules are based primarily on broad credit-risk considerations and limited market-related risks, but do not take into account other types of risk a financial company may be exposed to. Our capital adequacy assessment process contemplates a wide range of risks that the Company is exposed to and also takes into consideration our performance under a variety of stressed economic conditions, as well as regulatory expectations and guidance, rating agency viewpoints and the view of capital market participants.

In July 2009, the Basel Committee on Bank Supervision published an additional set of international guidelines for review known as Basel III and finalized these guidelines in December 2010. The additional guidelines were developed in response to the financial crisis of 2008 and 2009 and address many of the weaknesses identified in the banking sector as contributing to the crisis including excessive leverage, inadequate and low quality capital and insufficient liquidity buffers. The guidelines, among other things, increase minimum capital requirements and when fully phased in require bank holding companies to maintain a minimum ratio of Tier 1 common equity to risk-weighted assets of at least 7.0%. The U.S. regulatory bodies are reviewing the final international standards and final U.S. rulemaking is expected to be completed in 2011. The Basel Committee recently proposed additional Tier 1 common equity surcharge requirements for global systemically important banks ranging from 1% to 3.5% depending on the bank's systemic importance to be determined under an indicator-based approach that would consider five broad categories including cross-jurisdictional activity, size, inter-connectedness, substitutability and complexity. These additional capital requirements, which would be phased in beginning in January 2016 and become fully effective on January 1, 2019, would be in addition to the Basel III 7.0% Tier 1 common equity requirement finalized in December 2010. The Financial Stability Board recently determined that we are one of the initial 29 global systemically important banks that would be subject to the surcharge, but has not yet determined the surcharge amount for us and the other banks. The Dodd-Frank Act also requires the FRB to adopt rules subjecting large bank holding companies, such as the Company, to more stringent capital requirements, including stress testing requirements and enhanced capital and liquidity requirements, and these rules may be similar to or more restrictive than those proposed by the Basel Committee. Although uncertainty exists regarding final capital rules, including the FRB's approach to capital requirements, we evaluate the impact of Basel III on our capital ratios based on our interpretation of the proposed capital requirements and we estimate that our Tier 1 common equity ratio under the Basel III proposal exceeded the fully phased-in minimum of 7.0% by 41 basis points at the end of third quarter

2011. This estimate is subject to change depending on final promulgation of Basel III capital rulemaking and interpretations thereof by regulatory authorities.

We are well underway toward Basel II and Basel III implementation and are currently on schedule to enter the parallel run phase of Basel II in 2012 with regulatory approval. During the parallel run phase, banks must successfully complete at least a four quarter evaluation period under supervision from regulatory agencies in order to be compliant with the Basel II final rule. Our delayed entry into the parallel run phase was approved by the FRB in 2010 as a result of the acquisition of Wachovia.

At September 30, 2011, stockholders' equity and Tier 1 common equity levels were higher than the quarter ended prior to the Wachovia acquisition. During 2009, as regulators and the market focused on the composition of regulatory capital, the Tier 1 common equity ratio gained significant prominence as a metric of capital strength. There is no mandated minimum or well-capitalized standard for Tier 1 common equity; instead the RBC rules state voting common stockholders' equity should be the dominant element within Tier 1 common equity. Tier 1 common equity was \$91.9 billion at September 30, 2011, or 9.34% of risk-weighted assets, an increase of \$10.6 billion from December 31, 2010. Table 35 and Table 36 provide the details of the Tier 1 common equity calculation under Basel I and as estimated under Basel III, respectively.

Table of Contents**Table 35: Tier 1 Common Equity Under Basel I (1)**

(in billions)		Sept. 30, 2011	Dec. 31, 2010
Total equity	\$	139.2	127.9
Noncontrolling interests		(1.5)	(1.5)
Total Wells Fargo stockholders' equity		137.7	126.4
Adjustments:			
Preferred equity (2)		(10.6)	(8.1)
Goodwill and intangible assets (other than MSRs)		(34.4)	(35.5)
Applicable deferred taxes		4.0	4.3
MSRs over specified limitations		(0.7)	(0.9)
Cumulative other comprehensive income		(3.7)	(4.6)
Other		(0.4)	(0.3)
Tier 1 common equity	(A) \$	91.9	81.3
Total risk-weighted assets (3)	(B) \$	983.2	980.0
Tier 1 common equity to total risk-weighted assets	(A)/(B)	9.34%	8.30

(1) Tier 1 common equity is a non-GAAP financial measure that is used by investors, analysts and bank regulatory agencies to assess the capital position of financial services companies. Management reviews Tier 1 common equity along with other measures of capital as part of its financial analyses and has included this non-GAAP financial information, and the corresponding reconciliation to total equity, because of current interest in such information on the part of market participants.

(2) In March 2011, we issued \$2.5 billion of Series I Preferred Stock to an unconsolidated wholly-owned trust.

(3) Under the regulatory guidelines for risk-based capital, on-balance sheet assets and credit equivalent amounts of derivatives and off-balance sheet items are assigned to one of several broad risk categories according to the obligor or, if relevant, the guarantor or the nature of any collateral. The aggregate dollar amount in each risk category is then multiplied by the risk weight associated with that category. The resulting weighted values from each of the risk categories are aggregated for determining total risk-weighted assets.

Table 36: Tier 1 Common Equity Under Basel III (Estimated) (1)

(in billions)		Sept. 30, 2011
Tier 1 common equity under Basel I	\$	91.9
Adjustments from Basel I to Basel III:		
Cumulative other comprehensive income (2)		3.7
Threshold deductions defined under Basel III (2) (3)		(1.5)
Other		0.2
Tier 1 common equity under Basel III	(C) \$	94.3
Total risk-weighted assets anticipated under Basel III (4)	(D) \$	1,272.2

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Tier 1 common equity to total risk-weighted assets anticipated under Basel III

(C)/(D)

7.41 %

- (1) Tier 1 common equity is a non-GAAP financial measure that is used by investors, analysts and bank regulatory agencies to assess the capital position of financial services companies. Management reviews Tier 1 common equity along with other measures of capital as part of its financial analyses and has included this non-GAAP financial information, and the corresponding reconciliation to total equity, because of current interest in such information on the part of market participants.
- (2) Volatility in interest rates can have a significant impact on the valuation of cumulative other comprehensive income and MSR's and therefore, impact adjustments under Basel III in future reporting periods.
- (3) Threshold deductions under Basel III include individual and aggregate limitations, as a percentage of Tier 1 common equity (as defined under Basel III), with respect to MSR's, deferred tax assets and investments in unconsolidated financial companies.
- (4) Under current Basel proposals, risk-weighted assets incorporate different classifications of assets, with certain risk weights based on a borrower's credit rating or Wells Fargo's own risk models, along with adjustments to address a combination of credit/counterparty, operational and market risks, and other Basel III elements. The amount of risk-weighted assets anticipated under Basel III is preliminary and subject to change depending on final promulgation of Basel III capital rulemaking and interpretations thereof by regulatory authorities.

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Critical Accounting Policies

Our significant accounting policies (see Note 1 (Summary of Significant Accounting Policies) to Financial Statements in our 2010 Form 10-K) are fundamental to understanding our results of operations and financial condition because they require that we use estimates and assumptions that may affect the value of our assets or liabilities and financial results. Six of these policies are critical because they require management to make difficult, subjective and complex judgments about matters that are inherently uncertain and because it is likely that materially different amounts would be reported under different conditions or using different assumptions. These policies govern:

the allowance for credit losses;

purchased credit-impaired (PCI) loans;

the valuation of residential mortgage servicing rights (MSRs);

liability for mortgage loan repurchase losses;

the fair valuation of financial instruments; and

income taxes.

Management has reviewed and approved these critical accounting policies and has discussed these policies with the Board's Audit and Examination Committee. These policies are described further in the Financial Review Critical Accounting Policies section and Note 1 (Summary of Significant Accounting Policies) to Financial Statements in our 2010 Form 10-K.

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Current Accounting Developments

The following accounting pronouncements have been issued by the Financial Accounting Standards Board (FASB) but are not yet effective:

Accounting Standards Update (ASU or Update) 2011-08, *Testing Goodwill for Impairment*;

ASU 2011-05, *Presentation of Comprehensive Income*;

ASU 2011-4, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*; and

ASU 2011-3, *Reconsideration of Effective Control for Repurchase Agreements*.

ASU 2011-08 provides entities with the option to perform a qualitative assessment of goodwill to test for impairment. If, based on qualitative reviews, a company concludes that more likely than not a reporting unit's fair value is less than its carrying amount, then the company must complete quantitative steps to determine if there is goodwill impairment. If a company concludes otherwise, quantitative tests are not required. We will early adopt this Update in fourth quarter 2011 with no effect on our consolidated financial statements.

ASU 2011-05 eliminates the option for companies to include the components of other comprehensive income in the statement of changes in stockholders' equity. This Update requires entities to present the components of comprehensive income in either a single statement or in two separate statements, with the statement of other comprehensive income immediately following the statement of income. This Update is currently expected to be effective for us in first quarter 2012 with retrospective application. Early adoption is permitted. This Update will not affect our financial results as it amends only the presentation of comprehensive income.

ASU 2011-04 modifies accounting guidance and expands existing disclosure requirements for fair value measurements. This Update clarifies how fair values should be measured for instruments classified in stockholders' equity and under what circumstances premiums and discounts should be applied in fair value measurements. This Update also permits entities to measure fair value on a net basis for financial instruments that are managed based on net exposure to market risks and/or counterparty credit risk. Required new disclosures for financial instruments classified as Level 3 include: 1) quantitative information about unobservable inputs used in measuring fair value, 2) qualitative discussion of the sensitivity of fair value measurements to changes in unobservable inputs, and 3) a description of valuation processes used. This Update also requires disclosure of fair value levels for financial instruments that are not recorded at fair value but for which fair value is required to be disclosed. This Update is effective for us in first quarter 2012 with prospective application. Early adoption is not permitted. We are evaluating the effect these accounting changes may have on our consolidated financial statements.

ASU 2011-03 amends the criteria companies use to determine if repurchase and similar agreements should be accounted for as sales or financings. Specifically, this Update removes the criterion for transferors to have the ability to meet contractual obligations through collateral maintenance provisions, even if transferees fail to return transferred assets pursuant to the agreements. This Update is effective for us in first quarter 2012 with prospective application to new transactions and existing transactions modified on or after January 1, 2012. Early adoption is not permitted. We do not expect these accounting changes to have a material effect on our consolidated financial statements.

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Forward-Looking Statements

This Report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as anticipates, intends, plans, seeks, believes, estimates, expects, target, projects, or will, may, could, should, can and similar references to future periods. Examples of forward-looking statements in this Report include, but are not limited to, statements we make about: (i) future results of the Company, including the potential effect of recent strong loan and deposit growth on future financial performance; (ii) our targeted noninterest expense for fourth quarter 2012 as part of our expense management initiatives; (iii) future credit quality and expectations regarding future loan losses in our loan portfolios and life-of-loan estimates; the level and loss content of NPAs and nonaccrual loans; the adequacy of the allowance for credit losses, including our current expectation of future reductions in the allowance for credit losses; and the reduction or mitigation of risk in our loan portfolios and the effects of loan modification programs; (iv) our expectations regarding the completion of the remaining Wachovia integration activities; (v) future capital levels and our estimate regarding our Tier 1 common equity ratio under proposed Basel III capital standards as of September 30, 2011; (vi) our current expectation of fourth quarter 2011 net interest income, noninterest expense, mortgage-related revenues and benefits to net interest income and net interest margin from the redemption of trust preferred securities; (vii) our mortgage repurchase exposure and exposure relating to our mortgage foreclosure practices; (viii) the expected outcome and impact of legal, regulatory and legislative developments, including the Dodd-Frank Act and FRB restrictions on debit interchange fees, including earnings expectations regarding mitigation efforts; and (ix) the Company's plans, objectives and strategies, including our belief that we have more opportunity to increase cross-sell of our products.

Forward-looking statements are based on our current expectations and assumptions regarding our business, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Our actual results may differ materially from those contemplated by the forward-looking statements. We caution you, therefore, against relying on any of these forward-looking statements. They are neither statements of historical fact nor guarantees or assurances of future performance. While there is no assurance that any list of risks and uncertainties or risk factors is complete, important factors that could cause actual results to differ materially from those in the forward-looking statements include the following, without limitation:

current and future economic and market conditions, including the effects of further declines in housing prices, high unemployment rates, U. S. fiscal debt and budget matters, and the sovereign debt crisis in Europe;

our capital and liquidity requirements (including under regulatory capital standards, such as the proposed Basel III capital standards, as determined and interpreted by applicable regulatory authorities) and our ability to generate capital internally or raise capital on favorable terms;

financial services reform and other current, pending or future legislation or regulation that could have a negative effect on our revenue and businesses, including the Dodd-Frank Act and legislation and regulation relating to overdraft fees (and changes to our overdraft practices as a result thereof), debit card interchange fees, credit cards, and other bank services, as well as the extent of our ability to offset the loss of revenue and income from financial services reform and other legislation and regulation;

legislative proposals to allow mortgage cram-downs in bankruptcy or require other loan modifications;

the extent of our success in our loan modification efforts, as well as the effects of regulatory requirements or guidance regarding loan modifications or changes in such requirements or guidance;

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the amount of mortgage loan repurchase demands that we receive and our ability to satisfy any such demands without having to repurchase loans related thereto or otherwise indemnify or reimburse third parties, and the credit quality of or losses on such repurchased mortgage loans;

negative effects relating to mortgage foreclosures, including changes in our procedures or practices and/or industry standards or practices, regulatory or judicial requirements, penalties or fines, increased servicing and other costs or obligations, including loan modification requirements, or delays or moratoriums on foreclosures;

our ability to realize our noninterest expense target as part of our expense management initiatives when and in the amount targeted, including as a result of business and economic cyclicalities, seasonality, changes in our business composition and operating environment, growth in our businesses and/or acquisitions, and unexpected expenses relating to, among other things, litigation and regulatory matters;

our ability to successfully integrate the Wachovia merger and realize all of the expected cost savings and other benefits and the effects of any delays or disruptions in systems conversions relating to the Wachovia integration;

recognition of OTTI on securities held in our available-for-sale portfolio;

the effect of changes in interest rates on our net interest margin and our mortgage originations, MSRs and MHFS;

hedging gains or losses;

disruptions in the capital markets and reduced investor demand for mortgage loans;

our ability to sell more products to our customers;

the effect of economic conditions on the demand for our products and services;

the effect of a fall in stock market prices on our investment banking business and our fee income from our brokerage, asset and wealth management businesses;

our election to provide support to our mutual funds for structured credit products they may hold;

changes in the value of our venture capital investments;

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changes in our accounting policies or in accounting standards or in how accounting standards are to be applied or interpreted;

mergers, acquisitions and divestitures;

changes in the Company's credit ratings and changes in the credit quality of the Company's customers or counterparties;

reputational damage from negative publicity, fines, penalties and other negative consequences from regulatory violations and legal actions;

a failure in or breach of our operational or security systems or infrastructure, or those of our third party vendors and other service providers, including as a result of cyber attacks;

the loss of checking and savings account deposits to other investments such as the stock market, and the resulting increase in our funding costs and impact on our net interest margin;

fiscal and monetary policies of the FRB; and

the other risk factors and uncertainties described under "Risk Factors" in our 2011 Second Quarter Form 10-Q and in this Report.

In addition to the above factors, we also caution that there is no assurance that our allowance for credit losses will be adequate to cover future credit losses, especially if housing prices and unemployment do not stabilize or improve. Increases in loan charge-offs or in the allowance for credit losses and related provision expense could materially adversely affect our financial results and condition.

Any forward-looking statement made by us in this Report speaks only as of the date on which it is made. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

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Risk Factors

An investment in the Company involves risk, including the possibility that the value of the investment could fall substantially and that dividends or other distributions on the investment could be reduced or eliminated. We discuss previously under **Forward-Looking Statements** and elsewhere in this Report, as well as in other documents we file with the SEC, risk factors that could adversely affect our financial results and condition and the value of, and return on, an investment in the Company. For a discussion of risk factors, we refer you to the **Risk Factors** section of our 2011 Second Quarter Form 10-Q, which amended and restated in their entirety the risk factors set forth in the **Risk Factors** section on pages 92 through 101 of our 2010 Form 10-K, as well as to the **Financial Review** section and **Financial Statements (and related Notes)** in this Report for more information about credit, interest rate, market, and litigation risks and to the **Regulation and Supervision** section of our 2010 Form 10-K for more information about legislative and regulatory risks.

In addition, the following risk factor supplements and restates the risk factor captioned **We rely on our systems and certain counterparties, and certain failures could materially adversely affect our operations** set forth on page 65 of our 2011 Second Quarter Form 10-Q and should be read in conjunction with the other risk factors in our 2011 Second Quarter Form 10-Q and in this Report.

A failure in or breach of our operational or security systems or infrastructure, or those of our third party vendors and other service providers, including as a result of cyber attacks, could disrupt our businesses, result in the disclosure or misuse of confidential or proprietary information, damage our reputation, increase our costs and cause losses. As a large financial institution that serves over 70 million customers through over 9,000 stores, 12,000 ATMs, the Internet and other distribution channels across the U.S. and internationally, we depend on our ability to process, record and monitor a large number of customer transactions on a continuous basis. As our customer base and locations have expanded throughout the U.S. and internationally, and as customer, public and regulatory expectations regarding operational and information security have increased, our operational systems and infrastructure must continue to be safeguarded and monitored for potential failures, disruptions and breakdowns. Our business, financial, accounting, data processing systems or other operating systems and facilities may stop operating properly or become disabled or damaged as a result of a number of factors including events that are wholly or partially beyond our control. For example, there could be sudden increases in customer transaction volume; electrical or telecommunications outages; natural disasters such as earthquakes, tornados, and hurricanes; disease pandemics; events arising from local or larger scale political or social matters, including terrorist acts; and, as described below, cyber attacks. Although we have business continuity plans and other safeguards in place, our business operations may be adversely affected by significant and widespread disruption to our physical

infrastructure or operating systems that support our businesses and customers.

Information security risks for large financial institutions such as Wells Fargo have generally increased in recent years in part because of the proliferation of new technologies, the use of the Internet and telecommunications technologies to conduct financial transactions, and the increased sophistication and activities of organized crime, hackers, terrorists, activists, and other external parties. As noted above, our operations rely on the secure processing, transmission and storage of confidential information in our computer systems and networks. Our banking, brokerage, investment advisory, and capital markets businesses rely on our digital technologies, computer and email systems, software, and networks to conduct their operations. In addition, to access our products and services, our customers may use personal smartphones, tablet PC s, and other mobile devices that are beyond our control systems. Although we believe we have robust information security procedures and controls, our technologies, systems, networks, and our customers' devices may become the target of cyber attacks or information security breaches that could result in the unauthorized release, gathering, monitoring, misuse, loss or destruction of Wells Fargo s or our customers' confidential, proprietary and other information, or otherwise disrupt Wells Fargo s or its customers' or other third parties' business operations.

Third parties with which we do business or that facilitate our business activities, including exchanges, clearing houses, financial intermediaries or vendors that provide services or security solutions for our operations, could also be sources of operational and information security risk to us, including from breakdowns or failures of their own systems or capacity constraints.

Although to date we have not experienced any material losses relating to cyber attacks or other information security breaches, there can be no assurance that we will not suffer such losses in the future. Our risk and exposure to these matters remains heightened because of, among other things, the evolving nature of these threats, the prominent size and scale of Wells Fargo and its role in the financial services industry, our plans to continue to implement our Internet banking and mobile banking channel strategies and develop additional remote connectivity solutions to serve our customers when and how they want to be served, our expanded geographic footprint and international presence, the outsourcing of some of our business operations, the continued uncertain global economic environment, and the remaining system and customer account

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conversions associated with our integration of Wachovia expected to be completed in first quarter 2012. As a result, cybersecurity and the continued development and enhancement of our controls, processes and practices designed to protect our systems, computers, software, data and networks from attack, damage or unauthorized access remain a priority for Wells Fargo. As cyber threats continue to evolve, we may be required to expend significant additional resources to continue to modify or enhance our protective measures or to investigate and remediate any information security vulnerabilities.

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Disruptions or failures in the physical infrastructure or operating systems that support our businesses and customers, or cyber attacks or security breaches of the networks, systems or devices that our customers use to access our products and services could result in customer attrition, regulatory fines,

penalties or intervention, reputational damage, reimbursement or other compensation costs, and/or additional compliance costs, any of which could materially adversely affect our results of operations or financial condition.

Controls and Procedures

Disclosure Controls and Procedures

As required by SEC rules, the Company's management evaluated the effectiveness, as of September 30, 2011, of the Company's disclosure controls and procedures. The Company's chief executive officer and chief financial officer participated in the evaluation. Based on this evaluation, the Company's chief executive officer and chief financial officer concluded that the Company's disclosure controls and procedures were effective as of September 30, 2011.

Internal Control Over Financial Reporting

Internal control over financial reporting is defined in Rule 13a-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, the Company's principal executive and principal financial officers and effected by the Company's Board, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles (GAAP) and includes those policies and procedures that:

pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of assets of the Company;

provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. No change occurred during third quarter 2011 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

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Wells Fargo & Company and Subsidiaries

Consolidated Statement of Income (Unaudited)

(in millions, except per share amounts)	Quarter ended Sept. 30,		Nine months ended Sept. 30,	
	2011	2010	2011	2010
Interest income				
Trading assets	\$ 343	270	1,040	803
Securities available for sale	2,053	2,492	6,383	7,292
Mortgages held for sale	389	449	1,188	1,241
Loans held for sale	13	22	42	86
Loans	9,224	9,779	27,972	30,094
Other interest income	156	118	409	311
Total interest income	12,178	13,130	37,034	39,827
Interest expense				
Deposits	559	721	1,768	2,170
Short-term borrowings	20	27	66	66
Long-term debt	980	1,226	3,093	3,735
Other interest expense	77	58	236	162
Total interest expense	1,636	2,032	5,163	6,133
Net interest income	10,542	11,098	31,871	33,694
Provision for credit losses	1,811	3,445	5,859	12,764
Net interest income after provision for credit losses	8,731	7,653	26,012	20,930
Noninterest income				
Service charges on deposit accounts	1,103	1,132	3,189	3,881
Trust and investment fees	2,786	2,564	8,646	7,976
Card fees	1,013	935	2,973	2,711
Other fees	1,085	1,004	3,097	2,927
Mortgage banking	1,833	2,499	5,468	6,980
Insurance	423	397	1,494	1,562
Net gains (losses) from trading activities	(442)	470	584	1,116
Net gains (losses) on debt securities available for sale (1)	300	(114)	6	(56)
Net gains from equity investments (2)	344	131	1,421	462
Operating leases	284	222	464	736
Other	357	536	1,130	1,727
Total noninterest income	9,086	9,776	28,472	30,022
Noninterest expense				
Salaries	3,718	3,478	10,756	10,356
Commission and incentive compensation	2,088	2,280	6,606	6,497
Employee benefits	780	1,074	3,336	3,459
Equipment	516	557	1,676	1,823
Net occupancy	751	742	2,252	2,280
Core deposit and other intangibles	466	548	1,413	1,650
FDIC and other deposit assessments	332	300	952	896
Other	3,026	3,274	9,894	10,155

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Total noninterest expense	11,677	12,253	36,885	37,116
Income before income tax expense	6,140	5,176	17,599	13,836
Income tax expense	1,998	1,751	5,571	4,666
Net income before noncontrolling interests	4,142	3,425	12,028	9,170
Less: Net income from noncontrolling interests	87	86	266	222
Wells Fargo net income	\$ 4,055	3,339	11,762	8,948
Less: Preferred stock dividends and other	216	189	625	548
Wells Fargo net income applicable to common stock	\$ 3,839	3,150	11,137	8,400
Per share information				
Earnings per common share	\$ 0.73	0.60	2.11	1.61
Diluted earnings per common share	0.72	0.60	2.09	1.60
Dividends declared per common share	0.12	0.05	0.36	0.15
Average common shares outstanding	5,275.5	5,240.1	5,280.2	5,216.9
Diluted average common shares outstanding	5,319.2	5,273.2	5,325.6	5,252.9

(1) Total other-than-temporary impairment (OTTI) losses (gains) were \$136 million and \$50 million for third quarter 2011 and 2010, respectively. Of total OTTI \$96 million and \$144 million were recognized in earnings, and \$40 million and \$(94) million were recognized as non-credit-related OTTI in other comprehensive income for third quarter 2011 and 2010, respectively. Total other-than-temporary impairment (OTTI) losses (gains) were \$189 million and \$253 million for the nine months ended September 30, 2011 and 2010, respectively. Of total OTTI, \$365 million and \$342 million were recognized in earnings, and \$(176) million and \$(89) million were recognized as non-credit-related OTTI in other comprehensive income for the nine months ended September 30, 2011 and 2010, respectively.

(2) Includes OTTI losses of \$48 million and \$35 million for third quarter 2011 and 2010, respectively, and \$105 million and \$202 million for the nine months ended September 30, 2011 and 2010, respectively.

The accompanying notes are an integral part of these statements.

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Wells Fargo & Company and Subsidiaries

Consolidated Balance Sheet (Unaudited)

(in millions, except shares)	Sept. 30, 2011	Dec. 31, 2010
Assets		
Cash and due from banks	\$ 18,314	16,044
Federal funds sold, securities purchased under resale agreements and other short-term investments	89,804	80,637
Trading assets	57,786	51,414
Securities available for sale	207,176	172,654
Mortgages held for sale (includes \$38,845 and \$47,531 carried at fair value)	42,704	51,763
Loans held for sale (includes \$495 and \$873 carried at fair value)	743	1,290
Loans (includes \$0 and \$309 carried at fair value)	760,106	757,267
Allowance for loan losses	(20,039)	(23,022)
Net loans	740,067	734,245
Mortgage servicing rights:		
Measured at fair value	12,372	14,467
Amortized	1,397	1,419
Premises and equipment, net	9,607	9,644
Goodwill	25,038	24,770
Other assets	99,937	99,781
Total assets (1)	\$ 1,304,945	1,258,128
Liabilities		
Noninterest-bearing deposits	\$ 229,863	191,256
Interest-bearing deposits	665,565	656,686
Total deposits	895,428	847,942
Short-term borrowings	50,775	55,401
Accrued expenses and other liabilities	86,284	69,913
Long-term debt (includes \$0 and \$306 carried at fair value)	133,214	156,983
Total liabilities (2)	1,165,701	1,130,239
Equity		
Wells Fargo stockholders' equity:		
Preferred stock	11,566	8,689
Common stock \$1-2/3 par value, authorized 9,000,000,000 shares; issued 5,341,553,681 shares and 5,272,414,622 shares	8,902	8,787
Additional paid-in capital	55,495	53,426
Retained earnings	61,135	51,918
Cumulative other comprehensive income	3,828	4,738
Treasury stock 69,333,156 shares and 10,131,394 shares	(2,087)	(487)
Unearned ESOP shares	(1,071)	(663)
Total Wells Fargo stockholders' equity	137,768	126,408
Noncontrolling interests	1,476	1,481
Total equity	139,244	127,889

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Total liabilities and equity	\$	1,304,945	1,258,128
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(1) Our consolidated assets at September 30, 2011, and December 31, 2010, include the following assets of certain variable interest entities (VIEs) that can only be used to settle the liabilities of those VIEs: Cash and due from banks, \$138 million and \$200 million; Trading assets, \$140 million and \$143 million; Securities available for sale, \$3.5 billion and \$2.2 billion; Mortgages held for sale, \$541 million and \$634 million; Net loans, \$12.8 billion and \$16.7 billion; Other assets, \$1.7 billion and \$2.1 billion, and Total assets, \$18.7 billion and \$21.9 billion, respectively.

(2) Our consolidated liabilities at September 30, 2011, and December 31, 2010, include the following VIE liabilities for which the VIE creditors do not have recourse to Wells Fargo: Short-term borrowings, \$24 million and \$7 million; Accrued expenses and other liabilities, \$162 million and \$98 million; Long-term debt, \$5.5 billion and \$8.3 billion; and Total liabilities, \$5.7 billion and \$8.4 billion, respectively.

The accompanying notes are an integral part of these statements.

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Wells Fargo & Company and Subsidiaries

Consolidated Statement of Changes in Equity and Comprehensive Income (Unaudited)

	0000000000	0000000000	0000000000	0000000000
(in millions, except shares)	<i>Shares</i>	Preferred stock Amount	<i>Shares</i>	Common stock Amount
Balance January 1, 2010	9,980,940	\$ 8,485	5,178,624,593	\$ 8,743
Cumulative effect from change in accounting for VIEs				
Cumulative effect from change in accounting for embedded credit derivatives				
Comprehensive income:				
Net income				
Other comprehensive income, net of tax:				
Translation adjustments				
Net unrealized gains on securities available for sale, net of reclassification of \$86 million of net gains included in net income				
Net unrealized gains on derivatives and hedging activities, net of reclassification of \$363 million of net gains on cash flow hedges included in net income				
Defined benefit plans adjustment				
Total comprehensive income				
Noncontrolling interests				
Common stock issued			44,660,913	4
Common stock repurchased			(2,321,917)	
Preferred stock issued to ESOP	1,000,000	1,000		
Preferred stock released by ESOP				
Preferred stock converted to common shares	(644,958)	(645)	23,413,174	9
Common stock warrants repurchased				
Common stock dividends				
Preferred stock dividends				
Tax benefit upon exercise of stock options				
Stock incentive compensation expense				
Net change in deferred compensation and related plans				
Net change	355,042	355	65,752,170	13
Balance September 30, 2010	10,335,982	\$ 8,840	5,244,376,763	\$ 8,756
Balance January 1, 2011	10,185,303	\$ 8,689	5,262,283,228	\$ 8,787
Comprehensive income:				
Net income				
Other comprehensive income, net of tax:				
Translation adjustments				
Net unrealized losses on securities available for sale, net of reclassification of \$382 million of net gains included in net income				
Net unrealized losses on derivatives and hedging activities, net of reclassification of \$10 million of net gains on cash flow hedges included in net income				
Defined benefit plans adjustment				
Total comprehensive income				
Noncontrolling interests				
Common stock issued			40,877,396	68
Common stock repurchased (1)			(59,201,762)	
Preferred stock issued to ESOP	1,200,000	1,200		
Preferred stock released by ESOP				
Preferred stock converted to common shares	(824,411)	(824)	28,261,663	47
Common stock warrants repurchased				
Preferred stock issued	25,010	2,501		
Common stock dividends				
Preferred stock dividends				

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Tax benefit upon exercise of stock options				
Stock incentive compensation expense				
Net change in deferred compensation and related plans				
Net change	<i>400,599</i>	<i>2,877</i>	<i>9,937,297</i>	115
Balance September 30, 2011	<i>10,585,902</i>	\$ 11,566	<i>5,272,220,525</i>	\$ 8,902

(1) Includes \$150 million private forward repurchase contract. See Note 1 (Summary of Significant Accounting Policies) for additional information.

The accompanying notes are an integral part of these statements.

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Additional paid-in capital	Retained earnings	Cumulative other comprehensive income	Treasury stock	Wells Fargo stockholders equity Unearned ESOP shares	Wells Fargo stockholders equity	Noncontrolling interests	Total equity
52,878	41,563	3,009	(2,450)	(442)	111,786	2,573	114,359
	183				183		183
	(28)				(28)		(28)
	8,948				8,948	222	9,170
		16			16	12	28
		2,202			2,202	16	2,218
		227			227		227
		48			48		48
					11,441	250	11,691
(3)					(3)	(1,316)	(1,319)
72	(375)		1,349		1,050		1,050
			(71)		(71)		(71)
80				(1,080)	-		-
(51)				696	645		645
69			567		-		-
(544)					(544)		(544)
2	(785)				(783)		(783)
	(553)				(553)		(553)
79					79		79
355					355		355
(38)			139		101		101
21	7,390	2,493	1,984	(384)	11,872	(1,066)	10,806
52,899	48,953	5,502	(466)	(826)	123,658	1,507	125,165
53,426	51,918	4,738	(487)	(663)	126,408	1,481	127,889
	11,762				11,762	266	12,028
		(18)			(18)	(1)	(19)
		(779)			(779)	(9)	(788)
		(156)			(156)		(156)
		43			43		43
					10,852	256	11,108
(39)					(39)	(261)	(300)
946					1,014		1,014
(150)			(1,612)		(1,762)		(1,762)
102				(1,302)	-		-
(70)				894	824		824
777					-		-
(1)					(1)		(1)
					2,501		2,501
16	(1,921)				(1,905)		(1,905)
	(624)				(624)		(624)
69					69		69
454					454		454

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(35)			12		(23)		(23)
2,069	9,217	(910)	(1,600)	(408)	11,360	(5)	11,355
55,495	61,135	3,828	(2,087)	(1,071)	137,768	1,476	139,244

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Wells Fargo & Company and Subsidiaries

Consolidated Statement of Cash Flows (Unaudited)

(in millions)	Nine months ended Sept. 30,	
	2011	2010
Cash flows from operating activities:		
Net income before noncontrolling interests	\$ 12,028	9,170
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for credit losses	5,859	12,764
Changes in fair value of MSRs, MHFS and LHFS carried at fair value	713	1,195
Depreciation and amortization	1,483	1,502
Other net losses	3,094	4,376
Preferred stock released by ESOP	824	645
Stock incentive compensation expense	454	355
Excess tax benefits related to stock option payments	(70)	(79)
Originations of MHFS	(229,382)	(252,075)
Proceeds from sales of and principal collected on mortgages originated for sale	224,464	251,814
Originations of LHFS	-	(4,554)
Proceeds from sales of and principal collected on LHFS	8,077	15,220
Purchases of LHFS	(7,010)	(5,998)
Net change in:		
Trading assets	16,815	873
Deferred income taxes	1,830	4,015
Accrued interest receivable	(277)	771
Accrued interest payable	(125)	(238)
Other assets, net	(8,603)	(12,034)
Other accrued expenses and liabilities, net	7,615	(4,922)
Net cash provided by operating activities	37,789	22,800
Cash flows from investing activities:		
Net change in:		
Federal funds sold, securities purchased under resale agreements and other short-term investments	(9,167)	(15,664)
Securities available for sale:		
Sales proceeds	21,374	5,125
Prepayments and maturities	34,114	33,349
Purchases	(84,157)	(37,161)
Loans:		
Loans originated by banking subsidiaries, net of principal collected	(25,542)	27,359
Proceeds from sales (including participations) of loans originated for investment by banking subsidiaries	5,310	5,011
Purchases (including participations) of loans by banking subsidiaries	(5,514)	(1,673)
Principal collected on nonbank entities' loans	7,688	11,706
Loans originated by nonbank entities	(5,668)	(7,960)
Net cash paid for acquisitions	(245)	(23)
Proceeds from sales of foreclosed assets	8,089	3,669
Changes in MSRs from purchases and sales	(102)	(29)
Other, net	2,051	1,827
Net cash provided (used) by investing activities	(51,769)	25,536
Cash flows from financing activities:		
Net change in:		
Deposits	47,486	(9,506)
Short-term borrowings	(4,547)	6,622
Long-term debt:		
Proceeds from issuance	7,779	2,638
Repayment	(33,436)	(57,790)
Preferred stock:		
Proceeds from issuance	2,501	-
Cash dividends paid	(691)	(620)
Common stock:		
Proceeds from issuance	1,014	1,050

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Repurchased	(1,762)	(71)
Cash dividends paid	(1,905)	(783)
Common stock warrants repurchased	(1)	(544)
Excess tax benefits related to stock option payments	70	79
Net change in noncontrolling interests	(258)	(490)
Net cash provided (used) by financing activities	16,250	(59,415)
Net change in cash and due from banks	2,270	(11,079)
Cash and due from banks at beginning of period	16,044	27,080
Cash and due from banks at end of period	\$ 18,314	16,001
Supplemental cash flow disclosures:		
Cash paid for interest	\$ 5,288	6,371
Cash paid for income taxes	2,898	917

The accompanying notes are an integral part of these statements. See Note 1 for noncash activities.

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See the Glossary of Acronyms at the end of this Report for terms used throughout the Financial Statements and related Notes of this Form 10-Q.

Note 1: Summary of Significant Accounting Policies

Wells Fargo & Company is a diversified financial services company. We provide banking, insurance, trust and investments, mortgage banking, investment banking, retail banking, brokerage, and consumer and commercial finance through banking stores, the internet and other distribution channels to consumers, businesses and institutions in all 50 states, the District of Columbia, and in other countries. When we refer to

Wells Fargo, the Company, we, our or us in this Form 10-Q, we mean Wells Fargo & Company and Subsidiaries (consolidated). Wells Fargo Company (the Parent) is a financial holding company and a bank holding company. We also hold a majority interest in a real estate investment trust, which has publicly traded preferred stock outstanding.

Our accounting and reporting policies conform with U.S. generally accepted accounting principles (GAAP) and practices in the financial services industry. To prepare the financial statements in conformity with GAAP, management must make estimates based on assumptions about future economic and market conditions (for example, unemployment, market liquidity, real estate prices, etc.) that affect the reported amounts of assets and liabilities at the date of the financial statements and income and expenses during the reporting period and the related disclosures. Although our estimates contemplate current conditions and how we expect them to change in the future, it is reasonably possible that actual conditions could be worse than anticipated in those estimates, which could materially affect our results of operations and financial condition. Management has made significant estimates in several areas, including other-than-temporary impairment (OTTI) on investment securities (Note 4), allowance for credit losses and purchased credit-impaired (PCI) loans (Note 5), valuations of residential mortgage servicing rights (MSRs) (Notes 7 and 8) and financial instruments (Note 13), liability for mortgage loan repurchase losses (Note 8) and income taxes. Actual results could differ from those estimates.

The information furnished in these unaudited interim statements reflects all adjustments that are, in the opinion of management, necessary for a fair statement of the results for the periods presented. These adjustments are of a normal recurring nature, unless otherwise disclosed in this Form 10-Q. The results of operations in the interim statements do not necessarily indicate the results that may be expected for the full year. The interim financial information should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2010 (2010 Form 10-K).

Accounting Standards Adopted in 2011

In first quarter 2011, we adopted certain provisions of Accounting Standards Update (ASU or Update) 2010-6, *Improving Disclosures about Fair Value Measurements*.

ASU 2010-6 amends the disclosure requirements for fair value measurements. Companies are required to disclose significant transfers in and out of Levels 1 and 2 of the fair value hierarchy. This Update also clarifies that fair value measurement disclosures should be presented for each asset and liability class, which is generally a subset of a line item in the statement of financial position. In the rollforward of Level 3 activity, companies must present information on purchases, sales, issuances, and settlements on a gross basis rather than on a net basis. Companies should also provide information about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring instruments classified as either Level 2 or Level 3. In first quarter 2011, we adopted the requirement for gross presentation in the Level 3 rollforward with prospective application. The remaining provisions were effective for us in first quarter 2010. Our adoption of this Update did not affect our consolidated financial statement results since it amends only the disclosure requirements for fair value measurements.

In third quarter 2011, we adopted the following new accounting guidance:

Certain provisions of ASU 2010-20, *Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*;

and
ASU 2011-02, *A Creditor's Determination of Whether a Restructuring is a Troubled Debt Restructuring*.

ASU 2010-20 requires enhanced disclosures for the allowance for credit losses and financing receivables, which include certain loans and long-term accounts receivables. Companies are required to disaggregate credit quality information and roll forward the allowance for credit losses by portfolio segment. Companies must also provide supplemental information on the nature and extent of troubled debt restructurings (TDRs) and their effect on the allowance for credit losses. We adopted the new disclosure requirements for TDRs in third quarter 2011 with

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retrospective application to January 1, 2011. The remaining provisions were effective for us in fourth quarter 2010. Our adoption of this Update did not affect our consolidated financial statement results since it amends only the disclosure requirements for financing receivables and the allowance for credit losses.

ASU 2011-02 provides guidance clarifying under what circumstances a creditor should classify a restructured receivable as a TDR. A receivable is a TDR if both of the following exist: 1) a creditor has granted a concession to the debtor, and 2) the

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Note 1: Summary of Significant Accounting Policies (continued)

debtor is experiencing financial difficulties. This Update clarifies that a creditor should consider all aspects of a restructuring when evaluating whether it has granted a concession, which include determining whether a debtor can obtain funds from another source at market rates and assessing the value of additional collateral and guarantees obtained at the time of restructuring. This Update also provides factors a creditor should consider when determining if a debtor is experiencing financial difficulties, such as probability of payment default and bankruptcy declarations. This guidance was effective for us in third quarter 2011 with retrospective application to January 1, 2011. Our adoption of this Update did not have a material effect on our consolidated financial statements.

Private Share Repurchases

During third quarter 2011, we entered into a private forward repurchase contract with an unrelated third party. This contract is indexed to and expected to settle in our common stock. Additionally, this contract meets accounting requirements to be classified as permanent equity. In connection with the agreement, we paid \$150 million to the counterparty, which is recorded in permanent equity and is not subject to re-measurement. In return, the counterparty agreed to deliver a variable number of shares based on our volume weighted average stock price over the contract period. The agreement expires in fourth quarter 2011; however, the counterparty has the right to accelerate settlement with delivery of shares prior to the contractual settlement. There are no scenarios where the contract would not either physically settle in shares or allow us to choose the settlement method. The contract is expected to settle in our common stock unless unlikely events occur.

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SUPPLEMENTAL CASH FLOW INFORMATION Noncash activities are presented below, including information on transfers affecting MHFS, LHFS, and MSRs.

(in millions)	Nine months ended Sept. 30,	
	2011	2010
Transfers from loans to securities available for sale	\$ -	3,468
Trading assets retained from securitization of MHFS	23,205	6,950
Capitalization of MSRs from sale of MHFS	2,852	3,086
Transfers from MHFS to foreclosed assets	169	189
Transfers from loans to MHFS	5,490	126
Transfers from (to) loans to (from) LHFS	170	100
Transfers from loans to foreclosed assets	7,057	6,736
Changes in consolidations of variable interest entities:		
Trading assets	-	155
Securities available for sale	6	(7,590)
Loans	(693)	25,657
Other assets	-	193
Short-term borrowings	-	5,127
Long-term debt	674	13,134
Accrued expenses and other liabilities	-	(32)
Decrease in noncontrolling interests due to deconsolidation of subsidiaries	-	440
Transfer from noncontrolling interests to long-term debt	-	345

SUBSEQUENT EVENTS We have evaluated the effects of subsequent events that have occurred subsequent to period end September 30, 2011, and there have been no material events that would require recognition in our third quarter 2011 consolidated

financial statements or disclosure in the Notes to the financial statements.

Note 2: Business Combinations

We regularly explore opportunities to acquire financial services companies and businesses. Generally, we do not make a public announcement about an acquisition opportunity until a definitive agreement has been signed. For information on additional consideration related to acquisitions, which is considered to be a guarantee, see Note 10.

In the first nine months of 2011, we completed nine acquisitions with combined total assets of \$472 million consisting of a channel finance business with assets of

\$389 million, a foreign currency exchange business with assets of \$46 million and seven insurance brokerage businesses with combined total assets of \$37 million. At September 30, 2011, we had two acquisitions pending, both of which are scheduled to close during fourth quarter 2011 with combined total assets of approximately \$165 million. Also, the previously announced divestiture of our H.D. Vest Financial Services business was completed in October 2011.

Note 3: Federal Funds Sold, Securities Purchased under Resale Agreements and Other Short-Term Investments

The following table provides the detail of federal funds sold, securities purchased under resale agreements and other short-term investments.

(in millions)	Sept. 30, 2011	Dec. 31, 2010
Federal funds sold and securities purchased under resale agreements	\$ 25,198	24,880
Interest-earning deposits	63,048	53,433
Other short-term investments	1,558	2,324
Total	\$ 89,804	80,637

We receive collateral from other entities under resale agreements and securities borrowings. For additional information, see Note 10.

Table of Contents**Note 4: Securities Available for Sale**

The following table provides the cost and fair value for the major categories of securities available for sale carried at fair value. The net unrealized gains (losses) are reported on an after-tax basis as

a component of cumulative OCI. There were no securities classified as held to maturity as of the dates presented.

(in millions)	Cost	Gross unrealized gains	Gross unrealized losses	Fair value
September 30, 2011				
Securities of U.S. Treasury and federal agencies	\$ 13,758	78	(23)	13,813
Securities of U.S. states and political subdivisions	26,835	1,020	(885)	26,970
Mortgage-backed securities:				
Federal agencies	80,291	4,435	(10)	84,716
Residential	17,042	1,516	(340)	18,218
Commercial	16,948	1,073	(1,080)	16,941
Total mortgage-backed securities	114,281	7,024	(1,430)	119,875
Corporate debt securities	14,933	734	(282)	15,385
Collateralized debt obligations (1)	8,349	327	(355)	8,321
Other (2)	19,027	428	(236)	19,219
Total debt securities	197,183	9,611	(3,211)	203,583
Marketable equity securities:				
Perpetual preferred securities	2,622	189	(144)	2,667
Other marketable equity securities	536	398	(8)	926
Total marketable equity securities	3,158	587	(152)	3,593
Total	\$ 200,341	10,198	(3,363)	207,176
December 31, 2010				
Securities of U.S. Treasury and federal agencies	\$ 1,570	49	(15)	1,604
Securities of U.S. states and political subdivisions	18,923	568	(837)	18,654
Mortgage-backed securities:				
Federal agencies	78,578	3,555	(96)	82,037
Residential	18,294	2,398	(489)	20,203
Commercial	12,990	1,199	(635)	13,554
Total mortgage-backed securities	109,862	7,152	(1,220)	115,794
Corporate debt securities	9,015	1,301	(37)	10,279
Collateralized debt obligations (1)	4,638	369	(229)	4,778
Other (2)	16,063	576	(283)	16,356
Total debt securities	160,071	10,015	(2,621)	167,465
Marketable equity securities:				
Perpetual preferred securities	3,671	250	(89)	3,832
Other marketable equity securities	587	771	(1)	1,357
Total marketable equity securities	4,258	1,021	(90)	5,189

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Total	\$ 164,329	11,036	(2,711)	172,654
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- (1) Includes collateralized loan obligations with a cost basis and fair value of \$7.7 billion and \$7.7 billion, respectively, at September 30, 2011, and \$4.0 billion and \$4.2 billion, respectively, at December 31, 2010.
- (2) Included in the Other category are asset-backed securities collateralized by auto leases or loans and cash reserves with a cost basis and fair value of \$6.6 billion and \$6.7 billion, respectively, at September 30, 2011, and \$6.2 billion and \$6.4 billion, respectively, at December 31, 2010. Also included in the Other category are asset-backed securities collateralized by home equity loans with a cost basis and fair value of \$812 million and \$919 million, respectively, at September 30, 2011, and \$927 million and \$1.1 billion, respectively, at December 31, 2010. The remaining balances primarily include asset-backed securities collateralized by credit cards and student loans.

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Table of Contents**Gross Unrealized Losses and Fair Value**

The following table shows the gross unrealized losses and fair value of securities in the securities available-for-sale portfolio by length of time that individual securities in each category had been in a continuous loss position. Debt securities on which we

have taken credit-related OTTI write-downs are categorized as being less than 12 months or 12 months or more in a continuous loss position based on the point in time that the fair value declined to below the cost basis and not the period of time since the credit-related OTTI write-down.

(in millions)	Less than 12 months		12 months or more		Total	
	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value
September 30, 2011						
Securities of U.S. Treasury and federal agencies	\$ (23)	9,311	-	-	(23)	9,311
Securities of U.S. states and political subdivisions	(230)	6,876	(655)	3,891	(885)	10,767
Mortgage-backed securities:						
Federal agencies	(6)	3,485	(4)	650	(10)	4,135
Residential	(69)	3,040	(271)	3,353	(340)	6,393
Commercial	(282)	6,162	(798)	3,682	(1,080)	9,844
Total mortgage-backed securities	(357)	12,687	(1,073)	7,685	(1,430)	20,372
Corporate debt securities	(196)	7,001	(86)	173	(282)	7,174
Collateralized debt obligations	(158)	4,484	(197)	591	(355)	5,075
Other	(56)	3,709	(180)	681	(236)	4,390
Total debt securities	(1,020)	44,068	(2,191)	13,021	(3,211)	57,089
Marketable equity securities:						
Perpetual preferred securities	(32)	409	(112)	700	(144)	1,109
Other marketable equity securities	(8)	101	-	8	(8)	109
Total marketable equity securities	(40)	510	(112)	708	(152)	1,218
Total	\$ (1,060)	44,578	(2,303)	13,729	(3,363)	58,307
December 31, 2010						
Securities of U.S. Treasury and federal agencies	\$ (15)	544	-	-	(15)	544
Securities of U.S. states and political subdivisions	(322)	6,242	(515)	2,720	(837)	8,962
Mortgage-backed securities:						
Federal agencies	(95)	8,103	(1)	60	(96)	8,163
Residential	(35)	1,023	(454)	4,440	(489)	5,463
Commercial	(9)	441	(626)	5,141	(635)	5,582
Total mortgage-backed securities	(139)	9,567	(1,081)	9,641	(1,220)	19,208
Corporate debt securities	(10)	477	(27)	157	(37)	634
Collateralized debt obligations	(13)	679	(216)	456	(229)	1,135
Other	(13)	1,985	(270)	757	(283)	2,742
Total debt securities	(512)	19,494	(2,109)	13,731	(2,621)	33,225
Marketable equity securities:						
Perpetual preferred securities	(41)	962	(48)	467	(89)	1,429
Other marketable equity securities	-	-	(1)	7	(1)	7
Total marketable equity securities	(41)	962	(49)	474	(90)	1,436

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Total	\$	(553)	20,456	(2,158)	14,205	(2,711)	34,661
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Table of Contents**Note 4: Securities Available for Sale (continued)**

We do not have the intent to sell any securities included in the previous table. For debt securities included in the table, we have concluded it is more likely than not that we will not be required to sell prior to recovery of the amortized cost basis. We have assessed each security for credit impairment. For debt securities, we evaluate, where necessary, whether credit impairment exists by comparing the present value of the expected cash flows to the securities' amortized cost basis. For equity securities, we consider numerous factors in determining whether impairment exists, including our intent and ability to hold the securities for a period of time sufficient to recover the cost basis of the securities.

For complete descriptions of the factors we consider when analyzing debt securities for impairment, see Note 5 in our 2010 Form 10-K. There have been no material changes to our methodologies for assessing impairment in the first nine months of 2011.

SECURITIES OF U.S. TREASURY AND FEDERAL AGENCIES AND FEDERAL AGENCY MORTGAGE-BACKED SECURITIES (MBS) The unrealized losses associated with U.S. Treasury and federal agency securities and federal agency MBS are primarily driven by changes in interest rates and not due to credit losses given the explicit or implicit guarantees provided by the U.S. government.

SECURITIES OF U.S. STATES AND POLITICAL SUBDIVISIONS The unrealized losses associated with securities of U.S. states and political subdivisions are primarily driven by changes in interest rates and not due to the credit quality of the securities. Substantially all of these investments are investment grade. The securities were generally underwritten in accordance with our own investment standards prior to the decision to purchase, without relying on a bond insurer's guarantee in making the investment decision. These investments will continue to be monitored as part of our ongoing impairment analysis, but are expected to perform, even if the rating agencies reduce the credit rating of the bond insurers. As a result, we expect to recover the entire amortized cost basis of these securities.

RESIDENTIAL AND COMMERCIAL MORTGAGE-BACKED SECURITIES (MBS) The unrealized losses associated with private residential MBS and commercial MBS are primarily driven by changes in projected collateral losses, credit spreads and interest rates. We assess for credit impairment using a cash flow model. The key assumptions include default rates, severities and prepayment rates. We estimate losses to a security by forecasting the underlying mortgage loans in each transaction. We use forecasted loan performance to project cash flows to the various tranches in the structure. We also consider cash flow forecasts and, as applicable, independent industry analyst reports and forecasts, sector credit ratings, and other independent market data. Based upon our assessment of the expected credit losses and the credit enhancement level of the securities, we expect to recover the entire amortized cost basis of these securities.

CORPORATE DEBT SECURITIES The unrealized losses associated with corporate debt securities are primarily related to

unsecured debt obligations issued by various corporations. We evaluate the financial performance of each issuer on a quarterly basis to determine that the issuer can make all contractual principal and interest payments. Based upon this assessment, we expect to recover the entire amortized cost basis of these securities.

COLLATERALIZED DEBT OBLIGATIONS (CDOs) The unrealized losses associated with CDOs relate to securities primarily backed by commercial, residential or other consumer collateral. The unrealized losses are primarily driven by changes in projected collateral losses, credit spreads and interest rates. We assess for credit impairment using a cash flow model. The key assumptions include default rates, severities and prepayment rates. We also consider cash flow forecasts and, as applicable, independent industry analyst reports and forecasts, sector credit ratings, and other independent market data. Based upon our assessment of the expected credit losses and the credit enhancement level of the securities, we expect to recover the entire amortized cost basis of these securities.

OTHER DEBT SECURITIES The unrealized losses associated with other debt securities primarily relate to other asset-backed securities. The losses are primarily driven by changes in projected collateral losses, credit spreads and interest rates. We assess for credit impairment using a cash flow model. The key assumptions include default rates, severities and prepayment rates. Based upon our assessment of the expected credit losses and the credit enhancement level of the securities, we expect to recover the entire amortized cost basis of these securities.

MARKETABLE EQUITY SECURITIES Our marketable equity securities include investments in perpetual preferred securities, which provide very attractive tax-equivalent yields. We evaluated these hybrid financial instruments with investment-grade ratings for impairment using an evaluation methodology similar to that used for debt securities. Perpetual preferred securities are not considered to be other-than-temporarily impaired if there is no evidence of credit deterioration or investment rating downgrades of any issuers to below

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investment grade, and we expect to continue to receive full contractual payments. We will continue to evaluate the prospects for these securities for recovery in their market value in accordance with our policy for estimating OTTI. We have recorded impairment write-downs on perpetual preferred securities where there was evidence of credit deterioration.

The fair values of our investment securities could decline in the future if the underlying performance of the collateral for the residential and commercial MBS or other securities deteriorate and our credit enhancement levels do not provide sufficient protection to our contractual principal and interest. As a result, there is a risk that significant OTTI may occur in the future.

The following table shows the gross unrealized losses and fair value of debt and perpetual preferred securities available for sale by those rated investment grade and those rated less than investment grade, according to their lowest credit rating by Standard & Poor's Rating Services (S&P) or Moody's Investors Service (Moody's). Credit ratings express opinions about the

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credit quality of a security. Securities rated investment grade, that is those rated BBB- or higher by S&P or Baa3 or higher by Moody's, are generally considered by the rating agencies and market participants to be low credit risk. Conversely, securities rated below investment grade, labeled as speculative grade by the rating agencies, are considered to be distinctively higher credit risk than investment grade securities. We have also included securities not rated by S&P or Moody's in the table below based on the internal credit grade of the securities (used

for credit risk management purposes) equivalent to the credit rating assigned by major credit agencies. The unrealized losses and fair value of unrated securities categorized as investment grade based on internal credit grades were \$182 million and \$3.8 billion, respectively, at September 30, 2011, and \$83 million and \$1.3 billion, respectively, at December 31, 2010. If an internal credit grade was not assigned, we categorized the security as non-investment grade.

(in millions)	Investment grade		Non-investment grade	
	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value
September 30, 2011				
Securities of U.S. Treasury and federal agencies	\$ (23)	9,311	-	-
Securities of U.S. states and political subdivisions	(780)	9,978	(105)	789
Mortgage-backed securities:				
Federal agencies	(10)	4,135	-	-
Residential	(35)	1,889	(305)	4,504
Commercial	(652)	8,942	(428)	902
Total mortgage-backed securities	(697)	14,966	(733)	5,406
Corporate debt securities	(130)	5,512	(152)	1,662
Collateralized debt obligations	(187)	4,775	(168)	300
Other	(179)	3,660	(57)	730
Total debt securities	(1,996)	48,202	(1,215)	8,887
Perpetual preferred securities	(118)	1,025	(26)	84
Total	\$ (2,114)	49,227	(1,241)	8,971
December 31, 2010				
Securities of U.S. Treasury and federal agencies	\$ (15)	544	-	-
Securities of U.S. states and political subdivisions	(722)	8,423	(115)	539
Mortgage-backed securities:				
Federal agencies	(96)	8,163	-	-
Residential	(23)	888	(466)	4,575
Commercial	(299)	4,679	(336)	903
Total mortgage-backed securities	(418)	13,730	(802)	5,478
Corporate debt securities	(22)	330	(15)	304
Collateralized debt obligations	(42)	613	(187)	522
Other	(180)	2,510	(103)	232

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Total debt securities	(1,399)	26,150	(1,222)	7,075
Perpetual preferred securities	(81)	1,327	(8)	102
Total	\$ (1,480)	27,477	(1,230)	7,177

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Table of Contents**Note 4: Securities Available for Sale (continued)****Contractual Maturities**

The following table shows the remaining contractual maturities and contractual yields of debt securities available for sale. The remaining contractual principal maturities for MBS do not consider prepayments. Remaining expected maturities will differ

from contractual maturities because borrowers may have the right to prepay obligations before the underlying mortgages mature.

(in millions)	Weighted-		Remaining contractual maturity							
	Total	average	Within one year		After one year through five years		After five years through ten years		After ten years	
	amount	yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
September 30, 2011										
Securities of U.S. Treasury and federal agencies	\$ 13,813	0.99 %	\$ 4	4.80 %	\$ 13,224	0.87 %	\$ 493	3.63 %	\$ 92	4.02 %
Securities of U.S. states and political subdivisions	26,970	5.19	658	2.86	7,121	2.45	2,098	5.43	17,093	6.39
Mortgage-backed securities:										
Federal agencies	84,716	4.65	2	6.37	74	5.79	1,607	3.22	83,033	4.68
Residential	18,218	4.66	-	-	1	5.80	698	1.81	17,519	4.77
Commercial	16,941	5.45	-	-	297	3.86	245	4.59	16,399	5.49
Total mortgage-backed securities	119,875	4.76	2	6.37	372	4.25	2,550	2.97	116,951	4.81
Corporate debt securities	15,385	5.07	645	5.53	8,141	3.75	4,575	6.82	2,024	6.28
Collateralized debt obligations	8,321	0.92	-	-	500	1.50	6,190	0.83	1,631	1.07
Other	19,219	1.92	785	1.49	12,065	1.76	3,275	2.41	3,094	2.12
Total debt securities at fair value	\$ 203,583	4.16 %	\$ 2,094	3.18 %	\$ 41,423	2.00 %	\$ 19,181	3.39 %	\$ 140,885	4.92 %

December 31, 2010

Securities of U.S. Treasury and federal agencies	\$ 1,604	2.54 %	\$ 9	5.07 %	\$ 641	1.72 %	\$ 852	2.94 %	\$ 102	4.15 %
Securities of U.S. states and political subdivisions	18,654	5.99	322	3.83	3,210	3.57	1,884	6.13	13,238	6.60
Mortgage-backed securities:										
Federal agencies	82,037	5.01	5	6.63	28	6.58	420	5.23	81,584	5.00
Residential	20,203	4.98	-	-	-	-	341	3.20	19,862	5.01
Commercial	13,554	5.39	-	-	1	1.38	215	5.28	13,338	5.39
Total mortgage-backed securities	115,794	5.05	5	6.63	29	6.38	976	4.53	114,784	5.05

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Corporate debt securities	10,279	5.94	545	7.82	3,853	6.01	4,817	5.62	1,064	6.21
Collateralized debt obligations	4,778	0.80	-	-	545	0.88	2,581	0.72	1,652	0.90
Other	16,356	2.53	1,588	2.89	7,887	3.00	4,367	2.01	2,514	1.72
Total debt securities at fair value	\$ 167,465	4.81 %	\$ 2,469	4.12 %	\$ 16,165	3.72 %	\$ 15,477	3.63 %	\$ 133,354	5.10 %

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Table of Contents**Realized Gains and Losses**

The following table shows the gross realized gains and losses on sales and OTTI write-downs related to the securities available-for-sale portfolio, which includes marketable equity securities, as well as net realized gains and losses on nonmarketable equity securities (see Note 6 Other Assets).

(in millions)	Quarter		Nine months	
	2011	ended Sept. 30, 2010	2011	ended Sept. 30, 2010
Gross realized gains	\$ 544	71	1,044	515
Gross realized losses	-	(3)	(49)	(21)
OTTI write-downs	(112)	(145)	(381)	(357)
Net realized gains from securities available for sale	432	(77)	614	137
Net realized gains from principal and private equity investments	212	94	813	269
Net realized gains from debt securities and equity investments	\$ 644	17	1,427	406

Table of Contents**Note 4: Securities Available for Sale (continued)****Other-Than-Temporary Impairment**

The following table shows the detail of total OTTI write-downs included in earnings for debt securities and marketable and nonmarketable equity securities.

(in millions)	Quarter ended Sept. 30,		Nine months ended Sept. 30,	
	2011	2010	2011	2010
OTTI write-downs included in earnings				
Debt securities:				
U.S. states and political subdivisions	\$ -	8	2	16
Mortgage-backed securities:				
Federal agencies	-	14	-	14
Residential	35	56	241	132
Commercial	52	50	75	105
Corporate debt securities	-	5	-	10
Collateralized debt obligations	1	1	1	12
Other debt securities	8	10	46	53
Total debt securities	96	144	365	342
Equity securities:				
Marketable equity securities:				
Perpetual preferred securities	-	1	-	15
Other marketable equity securities	16	-	16	-
Total marketable equity securities	16	1	16	15
Total securities available for sale	112	145	381	357
Nonmarketable equity securities	32	34	89	187
Total OTTI write-downs included in earnings	\$ 144	179	470	544

Other-Than-Temporarily Impaired Debt Securities

The following table shows the detail of OTTI write-downs on debt securities available for sale included in earnings and the related changes in OCI for the same securities.

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(in millions)	Quarter ended Sept. 30,		Nine months ended Sept. 30,	
	2011	2010	2011	2010
OTTI on debt securities				
Recorded as part of gross realized losses:				
Credit-related OTTI	\$ 96	129	364	324
Intent-to-sell OTTI	-	15	1	18
Total recorded as part of gross realized losses	96	144	365	342
Recorded directly to OCI for non-credit-related impairment:				
U.S. states and political subdivisions	-	1	(1)	(4)
Residential mortgage-backed securities	(13)	(160)	(181)	(258)
Commercial mortgage-backed securities	51	69	15	151
Corporate debt securities	-	(1)	-	(1)
Collateralized debt obligations	4	-	4	56
Other debt securities	(2)	(3)	(13)	(33)
Total recorded directly to OCI for increase (decrease) in non-credit-related impairment (1)	40	(94)	(176)	(89)
Total OTTI losses recorded on debt securities	\$ 136	50	189	253

- (1) Represents amounts recorded to OCI on debt securities in periods OTTI write-downs have occurred. Changes in fair value in subsequent periods on such securities, to the extent additional credit-related OTTI did not occur, are not reflected in this total. For the nine months ended September 30, 2011, the non-credit-related impairment recorded to OCI was a \$176 million reduction in total OTTI because the fair value of the security increased due to factors other than credit. This fair value increase (net of the \$364 million decrease related to credit) was not sufficient to recover the full amount of the unrealized loss on such securities and therefore required recognition of OTTI.

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The following table presents a rollforward of the credit loss component of OTTI recognized in earnings for debt securities we still own (referred to as credit-impaired debt securities). The credit loss component of the amortized cost represents the difference between the present value of expected future cash flows discounted using the security's current effective interest rate and the amortized cost basis of the security prior to considering credit losses. OTTI recognized in earnings for credit-impaired debt securities is presented as additions and is classified into one of two components based upon whether the current period is the first time the debt security was credit-

impaired (initial credit impairment) or if the debt security was previously credit-impaired (subsequent credit impairments). The credit loss component is reduced if we sell, intend to sell or believe we will be required to sell previously credit-impaired debt securities. Additionally, the credit loss component is reduced if we receive or expect to receive cash flows in excess of what we previously expected to receive over the remaining life of the credit-impaired debt security, the security matures or is fully written down.

Changes in the credit loss component of credit-impaired debt securities that we do not intend to sell were:

(in millions)	Quarter ended Sept. 30,		Nine months ended Sept. 30,	
	2011	2010	2011	2010
Credit loss component, beginning of period	\$ 1,251	1,049	1,043	1,187
Additions:				
Initial credit impairments	31	42	73	101
Subsequent credit impairments	65	87	291	223
Total additions	96	129	364	324
Reductions:				
For securities sold	(104)	(105)	(142)	(181)
For securities derecognized due to changes in consolidation status of variable interest entities	(2)	-	(2)	(242)
Due to change in intent to sell or requirement to sell	-	-	-	(2)
For recoveries of previous credit impairments (1)	(5)	(11)	(27)	(24)
Total reductions	(111)	(116)	(171)	(449)
Credit loss component, end of period	\$ 1,236	1,062	1,236	1,062

(1) Recoveries of previous credit impairments result from increases in expected cash flows subsequent to credit loss recognition. Such recoveries are reflected prospectively as interest yield adjustments using the effective interest method.

Table of Contents**Note 4: Securities Available for Sale (continued)**

For asset-backed securities (e.g., residential MBS), we estimated expected future cash flows of the security by estimating the expected future cash flows of the underlying collateral and applying those collateral cash flows, together with any credit enhancements such as subordinated interests owned by third parties, to the security. The expected future cash flows of the underlying collateral are determined using the remaining contractual cash flows adjusted for future expected credit losses (which consider current delinquencies and nonperforming assets

(NPAs), future expected default rates and collateral value by vintage and geographic region) and prepayments. The expected cash flows of the security are then discounted at the security's current effective interest rate to arrive at a present value amount. Total credit impairment losses on residential MBS that we do not intend to sell are shown in the table below. The table also presents a summary of the significant inputs considered in determining the measurement of the credit loss component recognized in earnings for residential MBS.

(\$ in millions)	Quarter ended Sept. 30, 2011	2010	Nine months ended Sept. 30, 2011	2010
Credit impairment losses on residential MBS				
Investment grade	\$ -	-	5	-
Non-investment grade	35	55	236	131
Total credit impairment losses on residential MBS	\$ 35	55	241	131
Significant inputs (non-agency non-investment grade MBS)				
Expected remaining life of loan losses (1):				
Range (2)	0-48 %	3-39	0-48	1-40
Credit impairment distribution (3):				
0 - 10% range	28	64	42	58
10 - 20% range	30	35	19	23
20 - 30% range	20	-	29	16
Greater than 30%	22	1	10	3
Weighted average (4)	14	9	11	9
Current subordination levels (5):				
Range (2)	0-25	0-23	0-25	0-25
Weighted average (4)	4	7	4	7
Prepayment speed (annual CPR (6)):				
Range (2)	3-19	3-27	3-19	3-27
Weighted average (4)	14	21	11	13

- (1) Represents future expected credit losses on underlying pool of loans expressed as a percentage of total current outstanding loan balance.
- (2) Represents the range of inputs/assumptions based upon the individual securities within each category.
- (3) Represents distribution of credit impairment losses recognized in earnings categorized based on range of expected remaining life of loan losses. For example 28% of credit impairment losses recognized in earnings for the quarter ended September 30, 2011, had expected remaining life of loan loss assumptions of 0 to 10%.
- (4) Calculated by weighting the relevant input/assumption for each individual security by current outstanding amortized cost basis of the security.

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- (5) Represents current level of credit protection (subordination) for the securities, expressed as a percentage of total current underlying loan balance.
- (6) Constant prepayment rate.

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Table of Contents**Note 5: Loans and Allowance for Credit Losses**

The following table presents total loans outstanding by portfolio segment and class of financing receivable. Outstanding balances are presented net of unearned income, net deferred loan fees, and unamortized discounts and premiums totaling a net reduction of \$9.3 billion and \$11.3 billion at September 30, 2011,

and December 31, 2010, respectively. Outstanding balances also include PCI loans net of any remaining purchase accounting adjustments. Information about PCI loans is presented separately in the **Purchased Credit-Impaired Loans** section of this Note.

(in millions)	Sept. 30, 2011	Dec. 31, 2010
Commercial:		
Commercial and industrial	\$ 164,510	151,284
Real estate mortgage	104,363	99,435
Real estate construction	19,719	25,333
Lease financing	12,852	13,094
Foreign (1)	38,390	32,912
Total commercial	339,834	322,058
Consumer:		
Real estate 1-4 family first mortgage	223,758	230,235
Real estate 1-4 family junior lien mortgage	88,264	96,149
Credit card	21,650	22,260
Other revolving credit and installment	86,600	86,565
Total consumer	420,272	435,209
Total loans	\$ 760,106	757,267

(1) Substantially all of our foreign loan portfolio is commercial loans. Loans are classified as foreign if the borrower's primary address is outside of the United States.

The following table summarizes the proceeds paid or received for purchases and sales of loans and transfers from (to) mortgages/loans held for sale at lower of cost or market. This loan activity primarily includes purchases or sales of commercial loan participation interests, whereby we receive or transfer a

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portion of a loan after origination. The table excludes PCI loans and loans recorded at fair value, including loans originated for sale because their loan activity normally does not impact the allowance for credit losses.

(in millions)	Commercial	Consumer	2011 Total	Commercial	Consumer	2010 Total
Quarter ended September 30,						
Purchases (1)	\$ 2,575	283	2,858	465	6	471
Sales	(1,648)	(379)	(2,027)	(1,207)	(23)	(1,230)
Transfers from/(to) MHFS/LHFS (1)	(35)	(19)	(54)	(86)	(118)	(204)
Nine months ended September 30,						
Purchases (1)	\$ 4,681	283	4,964	1,517	156	1,673
Sales	(4,114)	(693)	(4,807)	(3,782)	(318)	(4,100)
Transfers from/(to) MHFS/LHFS (1)	(205)	(69)	(274)	(143)	(83)	(226)

(1) The Purchases and Transfers (from)/to MHFS/LHFS categories exclude activity in government insured/guaranteed loans where Wells Fargo acts as servicer. On a net basis, this activity was \$2.7 billion and \$1.3 billion for the quarters ended September 30, 2011 and September 30, 2010, respectively, and \$5.7 billion and \$5.4 billion for nine months ended September 30, 2011 and September 30, 2010, respectively.

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Note 5: Loans and Allowance for Credit Losses (continued)

Allowance for Credit Losses (ACL)

The ACL is management's estimate of credit losses inherent in the loan portfolio, including unfunded credit commitments, at the balance sheet date. We have an established process to determine the adequacy of the allowance for credit losses that assesses the losses inherent in our portfolio and related unfunded credit commitments. While we attribute portions of the allowance to specific portfolio segments, the entire allowance is available to absorb credit losses inherent in the total loan portfolio and unfunded credit commitments.

Our process involves procedures to appropriately consider the unique risk characteristics of our commercial and consumer loan portfolio segments. For each portfolio segment, losses are estimated collectively for groups of loans with similar characteristics, individually for impaired loans or, for PCI loans, based on the changes in cash flows expected to be collected.

Our allowance levels are influenced by loan volumes, loan grade migration or delinquency status, historic loss experience influencing loss factors, and other conditions influencing loss expectations, such as economic conditions.

COMMERCIAL PORTFOLIO SEGMENT ACL METHODOLOGY Generally, commercial loans are assessed for estimated losses by grading each loan using various risk factors as identified through periodic reviews. We apply historic grade-specific loss factors to the aggregation of each funded grade pool. These historic loss factors are also used to estimate losses for unfunded credit commitments. In the development of our statistically derived loan grade loss factors, we observe historical losses over a relevant period for each loan grade. These loss estimates are adjusted as appropriate based on additional analysis of long-term average loss experience compared to previously forecasted losses, external loss data or other risks identified from current economic conditions and credit quality trends.

The allowance also includes an amount for the estimated impairment on nonaccrual commercial loans and commercial loans modified in a TDR, whether on accrual or nonaccrual status.

CONSUMER PORTFOLIO SEGMENT ACL METHODOLOGY For consumer loans, not identified as a TDR, we determine the allowance on a collective basis utilizing forecasted losses to represent our best estimate of inherent loss. We pool loans, generally by product types with similar risk characteristics, such as residential real estate mortgages and credit cards. As appropriate and to achieve greater accuracy, we may further stratify selected portfolios by sub-product, origination channel, vintage, loss type, geographic location and other predictive characteristics. Models designed for each pool are utilized to develop the loss estimates. We use assumptions for these pools in our forecast models, such as historic delinquency and default, loss severity, home price trends, unemployment trends, and other key economic variables that may influence the frequency and severity of losses in the pool.

In determining the appropriate allowance attributable to our residential mortgage portfolio, we incorporate the default rates and high severity of loss for junior lien mortgages behind delinquent first lien mortgages into our loss forecasting

calculations. In addition, the loss rates we use in determining our allowance include the impact of our established loan modification programs. When modifications occur or are probable to occur, our allowance considers the impact of these modifications, taking into consideration the associated credit cost, including re-defaults of modified loans and projected loss severity. Accordingly, the loss content associated with the effects of existing and probable loan modifications and junior lien mortgages behind delinquent first lien mortgages has been captured in our allowance methodology.

We separately estimate impairment for consumer loans that have been modified in a TDR, whether on accrual or nonaccrual status.

OTHER ACL MATTERS The allowance for credit losses for both portfolio segments includes an amount for imprecision or uncertainty that may change from period to period. This amount represents management's judgment of risks inherent in the processes and assumptions used in establishing the allowance. This imprecision considers economic environmental factors, modeling assumptions and performance, process risk, and other subjective factors, including industry trends and ongoing discussions with regulatory and government agencies regarding mortgage foreclosure-related matters.

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Impaired loans, which include nonaccrual commercial loans and any loans that have been modified in a TDR, have an estimated allowance calculated as the difference, if any, between the impaired value of the loan and the recorded investment in the loan. The impaired value of the loan is generally calculated as the present value of expected future cash flows from principal and interest which incorporates expected lifetime losses, discounted at the loan's effective interest rate. The allowance for a non-impaired loan is based solely on principal losses without consideration for timing of those losses. The allowance for an impaired loan that was modified in a TDR may be lower than the previously established allowance for that loan due to benefits received through modification, such as lower probability of default and/or severity of loss, and the impact of prior charge-offs or charge-offs at the time of the modification that may reduce or eliminate the need for an allowance.

Commercial and consumer PCI loans may require an allowance subsequent to their acquisition. This allowance requirement is due to probable decreases in expected principal and interest cash flows (other than due to decreases in interest rate indices and changes in prepayment assumptions).

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The allowance for credit losses consists of the allowance for loan losses and the allowance for unfunded credit commitments. Changes in the allowance for credit losses were:

(in millions)	Quarter ended Sept. 30,		Nine months ended Sept. 30,	
	2011	2010	2011	2010
Balance, beginning of period	\$ 21,262	25,085	23,463	25,031
Provision for credit losses	1,811	3,445	5,859	12,764
Interest income on certain impaired loans (1)	(84)	(67)	(246)	(203)
Loan charge-offs:				
Commercial:				
Commercial and industrial	(349)	(588)	(1,182)	(2,165)
Real estate mortgage	(119)	(236)	(483)	(881)
Real estate construction	(98)	(296)	(316)	(990)
Lease financing	(10)	(29)	(30)	(94)
Foreign	(25)	(49)	(121)	(148)
Total commercial	(601)	(1,198)	(2,132)	(4,278)
Consumer:				
Real estate 1-4 family first mortgage	(900)	(1,164)	(2,979)	(3,701)
Real estate 1-4 family junior lien mortgage	(893)	(1,140)	(2,907)	(3,875)
Credit card	(320)	(556)	(1,146)	(1,891)
Other revolving credit and installment	(421)	(572)	(1,312)	(1,864)
Total consumer	(2,534)	(3,432)	(8,344)	(11,331)
Total loan charge-offs	(3,135)	(4,630)	(10,476)	(15,609)
Loan recoveries:				
Commercial:				
Commercial and industrial	88	79	313	317
Real estate mortgage	23	18	107	32
Real estate construction	43	20	106	82
Lease financing	7	6	20	15
Foreign	17	10	38	31
Total commercial	178	133	584	477
Consumer:				
Real estate 1-4 family first mortgage	79	130	345	347
Real estate 1-4 family junior lien mortgage	51	55	162	157
Credit card	54	52	204	165
Other revolving credit and installment	162	165	522	549
Total consumer	346	402	1,233	1,218
Total loan recoveries	524	535	1,817	1,695
Net loan charge-offs (2)	(2,611)	(4,095)	(8,659)	(13,914)
Allowances related to business combinations/other (3)	(6)	4	(45)	694

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Balance, end of period	\$	20,372	24,372	20,372	24,372
Components:					
Allowance for loan losses	\$	20,039	23,939	20,039	23,939
Allowance for unfunded credit commitments		333	433	333	433
Allowance for credit losses (4)	\$	20,372	24,372	20,372	24,372
Net loan charge-offs (annualized) as a percentage of average total loans (2)		1.37%	2.14	1.54%	2.40
Allowance for loan losses as a percentage of total loans (4)		2.64	3.18	2.64	3.18
Allowance for credit losses as a percentage of total loans (4)		2.68	3.23	2.68	3.23

- (1) Certain impaired loans with an allowance calculated by discounting expected cash flows using the loan's effective interest rate over the remaining life of the loan recognize reductions in the allowance as interest income.
- (2) For PCI loans, charge-offs are only recorded to the extent that losses exceed the purchase accounting estimates.
- (3) Includes \$693 million for the nine months ended September 30, 2010 related to the adoption of consolidation accounting guidance on January 1, 2010.
- (4) The allowance for credit losses includes \$302 million and \$379 million at September 30, 2011 and 2010, respectively, related to PCI loans acquired from Wachovia. Loans acquired from Wachovia are included in total loans net of related purchase accounting net write-downs.

Table of Contents**Note 5: Loans and Allowance for Credit Losses (continued)**

The following table summarizes the activity in the allowance for credit losses by our commercial and consumer portfolio segments.

(in millions)	Commercial	Consumer	2011 Total	Commercial	Consumer	2010 Total
Quarter ended September 30,						
Balance, beginning of period	\$ 7,413	13,849	21,262	8,559	16,526	25,085
Provision for credit losses	(242)	2,053	1,811	1,122	2,323	3,445
Interest income on certain impaired loans	(39)	(45)	(84)	(32)	(35)	(67)
Loan charge-offs	(601)	(2,534)	(3,135)	(1,198)	(3,432)	(4,630)
Loan recoveries	178	346	524	133	402	535
Net loan charge-offs	(423)	(2,188)	(2,611)	(1,065)	(3,030)	(4,095)
Allowance related to business combinations/other	(6)	-	(6)	-	4	4
Balance, end of period	\$ 6,703	13,669	20,372	8,584	15,788	24,372
Nine months ended September 30,						
Balance, beginning of period	\$ 8,169	15,294	23,463	8,141	16,890	25,031
Provision for credit losses	203	5,656	5,859	4,343	8,421	12,764
Interest income on certain impaired loans	(123)	(123)	(246)	(108)	(95)	(203)
Loan charge-offs	(2,132)	(8,344)	(10,476)	(4,278)	(11,331)	(15,609)
Loan recoveries	584	1,233	1,817	477	1,218	1,695
Net loan charge-offs	(1,548)	(7,111)	(8,659)	(3,801)	(10,113)	(13,914)
Allowance related to business combinations/other	2	(47)	(45)	9	685	694
Balance, end of period	\$ 6,703	13,669	20,372	8,584	15,788	24,372

The following table disaggregates our allowance for credit losses and recorded investment in loans by impairment methodology.

(in millions)	Commercial	Consumer	Total	Commercial	Consumer	Total
September 30, 2011						
Collectively evaluated (1)	\$ 4,245	9,226	13,471	322,632	373,248	695,880

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Individually evaluated (2)		2,216	4,383	6,599	10,651	16,362	27,013
PCI (3)		242	60	302	6,551	30,662	37,213
Total	\$	6,703	13,669	20,372	339,834	420,272	760,106
December 31, 2010							
Collectively evaluated (1)	\$	5,424	11,539	16,963	302,392	387,707	690,099
Individually evaluated (2)		2,479	3,723	6,202	11,731	14,007	25,738
PCI (3)		266	32	298	7,935	33,495	41,430
Total	\$	8,169	15,294	23,463	322,058	435,209	757,267

- (1) Represents loans collectively evaluated for impairment in accordance with ASC 450-20, *Loss Contingencies* (formerly FAS 5), and pursuant to amendments by ASU 2010-20 regarding allowance for unimpaired loans.
- (2) Represents loans individually evaluated for impairment in accordance with ASC 310-10, *Receivables* (formerly FAS 114), and pursuant to amendments by ASU 2010-20 regarding allowance for impaired loans.
- (3) Represents the allowance and related loan carrying value determined in accordance with ASC 310-30, *Receivables - Loans and Debt Securities Acquired with Deteriorated Credit Quality* (formerly SOP 03-3) and pursuant to amendments by ASU 2010-20 regarding allowance for PCI loans.

Table of Contents**Credit Quality**

We monitor credit quality as indicated by evaluating various attributes and utilize such information in our evaluation of the adequacy of the allowance for credit losses. The following sections provide the credit quality indicators we most closely monitor. See the Purchased Credit-Impaired Loans section of this Note for credit quality information on our PCI portfolio.

The majority of credit quality indicators are based on September 30, 2011, information, with the exception of updated FICO and updated loan-to-value (LTV)/combined LTV (CLTV), which are obtained at least quarterly. Generally, these indicators are updated in the second month of each quarter, with updates no older than June 30, 2011.

COMMERCIAL CREDIT QUALITY INDICATORS In addition to monitoring commercial loan concentration risk, we manage a

consistent process for assessing commercial loan credit quality. Commercial loans are subject to individual risk assessment using our internal borrower and collateral quality ratings. Our ratings are aligned to Pass and Criticized categories. The Criticized category includes Special Mention, Substandard, and Doubtful categories which are defined by banking regulatory agencies.

The table below provides a breakdown of outstanding commercial loans by risk category. Both the CRE mortgage and construction criticized totals are relatively high as a result of the current conditions in the real estate market. Of the \$30.0 billion in criticized CRE loans, \$6.3 billion has been placed on nonaccrual status and written down to net realizable value. CRE loans have a high level of monitoring in place to manage these assets and mitigate any loss exposure.

(in millions)	Commercial and industrial	Real estate mortgage	Real estate construction	Lease financing	Foreign	Total
September 30, 2011						
By risk category:						
Pass	\$ 141,142	79,143	10,290	12,237	35,661	278,473
Criticized	22,885	22,412	7,587	615	1,311	54,810
Total commercial loans (excluding PCI)	164,027	101,555	17,877	12,852	36,972	333,283
Total commercial PCI loans (carrying value)	483	2,808	1,842	-	1,418	6,551
Total commercial loans	\$ 164,510	104,363	19,719	12,852	38,390	339,834
December 31, 2010						
By risk category:						
Pass	\$ 126,058	70,597	11,256	12,411	30,341	250,663
Criticized	24,508	25,983	11,128	683	1,158	63,460
Total commercial loans (excluding PCI)	150,566	96,580	22,384	13,094	31,499	314,123
Total commercial PCI loans (carrying value)	718	2,855	2,949	-	1,413	7,935
Total commercial loans	\$ 151,284	99,435	25,333	13,094	32,912	322,058

Table of Contents**Note 5: Loans and Allowance for Credit Losses (continued)**

In addition, we monitor past due status as part of our credit risk management practices for commercial loans. The following table provides past due information for commercial loans.

(in millions)	Commercial and industrial	Real estate mortgage	Real estate construction	Lease financing	Foreign	Total
September 30, 2011						
By delinquency status:						
Current-29 DPD and still accruing	\$ 160,882	95,686	15,420	12,723	36,718	321,429
30-89 DPD and still accruing	909	1,233	485	58	175	2,860
90+ DPD and still accruing	108	207	57	-	11	383
Nonaccrual loans	2,128	4,429	1,915	71	68	8,611
Total commercial loans (excluding PCI)	164,027	101,555	17,877	12,852	36,972	333,283
Total commercial PCI loans (carrying value)	483	2,808	1,842	-	1,418	6,551
Total commercial loans	\$ 164,510	104,363	19,719	12,852	38,390	339,834
December 31, 2010						
By delinquency status:						
Current-29 DPD and still accruing	\$ 146,135	90,233	19,005	12,927	31,350	299,650
30-89 DPD and still accruing	910	1,016	510	59	-	2,495
90+ DPD and still accruing	308	104	193	-	22	627
Nonaccrual loans	3,213	5,227	2,676	108	127	11,351
Total commercial loans (excluding PCI)	150,566	96,580	22,384	13,094	31,499	314,123
Total commercial PCI loans (carrying value)	718	2,855	2,949	-	1,413	7,935
Total commercial loans	\$ 151,284	99,435	25,333	13,094	32,912	322,058

CONSUMER CREDIT QUALITY INDICATORS We have various classes of consumer loans that present respective unique risks. Loan delinquency, FICO credit scores and LTV for loan types are common credit quality indicators that we monitor and utilize in our evaluation of the adequacy of the allowance for credit losses for the consumer portfolio segment.

The majority of our loss estimation techniques used for the allowance for credit losses rely on delinquency matrix models or delinquency roll rate models. Therefore, delinquency is an important indicator of credit quality and the establishment of our allowance for credit losses.

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The following table provides the outstanding balances of our consumer portfolio by delinquency status.

(in millions)	Real estate 1-4 family first mortgage	Real estate 1-4 family junior lien mortgage	Credit card	Other revolving credit and installment	Total
September 30, 2011					
By delinquency status:					
Current-29 DPD	\$ 159,937	85,273	20,957	69,708	335,875
30-59 DPD	4,136	799	213	852	6,000
60-89 DPD	2,017	502	153	274	2,946
90-119 DPD	1,220	386	130	132	1,868
120-179 DPD	1,677	546	197	37	2,457
180+ DPD	6,636	542	-	8	7,186
Government insured/guaranteed loans (1)	17,689	-	-	15,589	33,278
Total consumer loans (excluding PCI)	193,312	88,048	21,650	86,600	389,610
Total consumer PCI loans (carrying value)	30,446	216	-	-	30,662
Total consumer loans	\$ 223,758	88,264	21,650	86,600	420,272
December 31, 2010 (2)					
By delinquency status:					
Current-29 DPD	\$ 164,558	92,512	21,276	67,129	345,475
30-59 DPD	4,516	917	262	1,261	6,956
60-89 DPD	2,173	608	207	376	3,364
90-119 DPD	1,399	476	190	171	2,236
120-179 DPD	2,080	764	324	58	3,226
180+ DPD	6,750	622	1	117	7,490
Government insured/guaranteed loans (1)	15,514	-	-	17,453	32,967
Total consumer loans (excluding PCI)	196,990	95,899	22,260	86,565	401,714
Total consumer PCI loans (carrying value)	33,245	250	-	-	33,495
Total consumer loans	\$ 230,235	96,149	22,260	86,565	435,209

(1) Represents loans whose repayments are insured by the FHA or guaranteed by the VA and student loans whose repayments are predominantly guaranteed by agencies on behalf of the U.S. Department of Education under the Federal Family Education Loan Program (FFELP).

(2) Amounts at December 31, 2010, have been revised to conform to the current separate presentation of government insured/guaranteed loans.

Of \$11.5 billion of loans that are 90 days or more past due at September 30, 2011, \$1.5 billion was accruing, compared with \$13.0 billion and \$2.0 billion, respectively, at December 31, 2010.

Real estate 1-4 family first mortgage loans 180 days or more past due totaled \$6.6 billion, or 3.4% of total first mortgages (excluding PCI), at September 30, 2011, compared with \$6.8 billion, or 3.4%, at December 31, 2010. The aging of the delinquent real estate 1-4 family first mortgage loans is a result of the prolonged foreclosure process and our effort to help customers stay in their homes through various loan modification programs, as loans continue to age until these processes are complete.

The following table provides a breakdown of our consumer portfolio by updated FICO. We obtain FICO scores at loan origination and the scores are updated at least quarterly. FICO is not available for certain loan types and may not be obtained if we deem it unnecessary due to strong collateral and other borrower attributes, primarily securities-based margin loans of \$5.0 billion at September 30, 2011, and \$4.1 billion at December 31, 2010. The majority of our portfolio is underwritten with a FICO score of 680 and above.

Table of Contents**Note 5: Loans and Allowance for Credit Losses (continued)**

(in millions)	Real estate 1-4 family first mortgage	Real estate 1-4 family junior lien mortgage	Credit card	Other revolving credit and installment	Total
September 30, 2011					
By updated FICO:					
< 600	\$ 22,264	7,618	2,340	9,544	41,766
600-639	10,830	4,020	1,732	6,084	22,666
640-679-	15,477	6,930	3,234	9,211	34,852
680-719	23,772	12,133	4,498	10,464	50,867
720-759	27,656	17,459	4,550	9,769	59,434
760-799	47,603	25,052	3,328	10,822	86,805
800+	20,696	10,295	1,755	5,325	38,071
No FICO available	7,325	4,541	213	4,807	16,886
FICO not required	-	-	-	4,985	4,985
Government insured/guaranteed loans (1)	17,689	-	-	15,589	33,278
Total consumer loans (excluding PCI)	193,312	88,048	21,650	86,600	389,610
Total consumer PCI loans (carrying value)	30,446	216	-	-	30,662
Total consumer loans	\$ 223,758	88,264	21,650	86,600	420,272
December 31, 2010 (2)					
By updated FICO:					
< 600	\$ 26,013	9,126	2,872	10,806	48,817
600-639	11,105	4,457	1,826	5,965	23,353
640-679	16,202	7,678	3,305	8,344	35,529
680-719	25,549	13,759	4,522	9,480	53,310
720-759	29,443	20,334	4,441	8,808	63,026
760-799	47,250	27,222	3,215	9,357	87,044
800+	19,719	10,607	1,794	4,692	36,812
No FICO available	6,195	2,716	285	7,528	16,724
FICO not required	-	-	-	4,132	4,132
Government insured/guaranteed loans (1)	15,514	-	-	17,453	32,967
Total consumer loans (excluding PCI)	196,990	95,899	22,260	86,565	401,714
Total consumer PCI loans (carrying value)	33,245	250	-	-	33,495
Total consumer loans	\$ 230,235	96,149	22,260	86,565	435,209

(1) Represents loans whose repayments are insured by the FHA or guaranteed by the VA and student loans whose repayments are predominantly guaranteed by agencies on behalf of the U.S. Department of Education under FFELP.

(2) Amounts at December 31, 2010, have been revised to conform to the current separate presentation of government insured/guaranteed loans.

LTV refers to the ratio comparing the loan's unpaid principal balance to the property's collateral value. CLTV refers to the combination of first mortgage and junior lien mortgage (including unused line amounts for credit line products) ratios. LTVs and CLTVs are updated quarterly using a cascade approach which first uses values provided by automated valuation models (AVMs) for the property. If an AVM is not available, then the value is estimated using the original appraised value adjusted by the change in Home Price Index (HPI) for the property location. If an HPI is not available, the original appraised value is used. The HPI value is normally the only method considered for high value properties as the AVM values have proven less accurate for these properties.

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The following table shows the most updated LTV and CLTV distribution of the real estate 1-4 family first and junior lien mortgage loan portfolios. In recent years, the residential real estate markets have experienced significant declines in property values and several markets, particularly California and Florida have experienced declines that turned out to be more significant than the national decline. These trends are considered in the way that we monitor credit risk and establish our allowance for credit losses. LTV does not necessarily reflect the likelihood of performance of a given loan, but does provide an indication of collateral value. In the event of a default, any loss should be limited to the portion of the loan amount in excess of the net realizable value of the underlying real estate collateral value. Certain loans do not have an LTV or CLTV primarily due to industry data availability and portfolios acquired from or serviced by other institutions.

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(in millions)	September 30, 2011			December 31, 2010 (1)		
	Real estate 1-4 family first mortgage by LTV	Real estate 1-4 family junior lien mortgage by CLTV	Total	Real estate 1-4 family first mortgage by LTV	Real estate 1-4 family junior lien mortgage by CLTV	Total
By LTV/CLTV:						
0-60%	\$ 48,683	13,210	61,893	47,808	14,814	62,622
60.01-80%	47,440	16,571	64,011	42,542	17,744	60,286
80.01-100%	37,634	20,908	58,542	39,497	24,255	63,752
100.01-120% (2)	20,997	16,170	37,167	24,147	17,887	42,034
> 120% (2)	18,227	18,563	36,790	24,243	18,628	42,871
No LTV/CLTV available	2,642	2,626	5,268	3,239	2,571	5,810
Government insured/guaranteed loans (3)	17,689	-	17,689	15,514	-	15,514
Total consumer loans (excluding PCI)	193,312	88,048	281,360	196,990	95,899	292,889
Total consumer PCI loans (carrying value)	30,446	216	30,662	33,245	250	33,495
Total consumer loans	\$ 223,758	88,264	312,022	230,235	96,149	326,384

- (1) Amounts at December 31, 2010, have been revised to conform to the current separate presentation of government insured/guaranteed loans.
- (2) Reflects total loan balances with LTV/CLTV amounts in excess of 100%. In the event of default, the loss content would generally be limited to only the amount in excess of 100% LTV/CLTV.
- (3) Represents loans whose repayments are insured by the FHA or guaranteed by the VA.

NONACCRUAL LOANS The following table provides loans on nonaccrual status. PCI loans are excluded from this table due to the existence of the accretable yield.

(in millions)	Sept. 30, 2011	Dec. 31, 2010
Commercial:		
Commercial and industrial	\$ 2,128	3,213
Real estate mortgage	4,429	5,227
Real estate construction	1,915	2,676
Lease financing	71	108
Foreign	68	127
Total commercial (1)	8,611	11,351
Consumer:		
Real estate 1-4 family first mortgage (2)	11,024	12,289
Real estate 1-4 family junior lien mortgage	2,035	2,302
Other revolving credit and installment	230	300
Total consumer	13,289	14,891
Total nonaccrual loans (excluding PCI)	\$ 21,900	26,242

- (1) Includes LHFS of \$37 million at September 30, 2011, and \$3 million at December 31, 2010.
- (2) Includes MHFS of \$311 million at September 30, 2011, and \$426 million at December 31, 2010.

Table of Contents**Note 5: Loans and Allowance for Credit Losses (continued)**

LOANS 90 DAYS OR MORE PAST DUE AND STILL ACCRUING Certain loans 90 days or more past due as to interest or principal are still accruing, because they are (1) well-secured and in the process of collection or (2) real estate 1-4 family mortgage loans or consumer loans exempt under regulatory rules from being classified as nonaccrual until later delinquency, usually 120 days past due. PCI loans of \$8.9 billion at September 30, 2011, and \$11.6 billion at December 31, 2010, are excluded from this disclosure even though they are 90 days or more contractually past due. These PCI loans are considered to be accruing due to the existence of the accretable yield and not based on consideration given to contractual interest payments.

The following table shows non-PCI loans 90 days or more past due and still accruing by class for loans not government insured/guaranteed.

(in millions)	Sept. 30, 2011	Dec. 31, 2010
Total (excluding PCI):	\$ 19,639	18,488
Less: FHA insured/guaranteed by the VA (1)	16,498	14,733
Less: Student loans guaranteed under the FFELP (2)	1,212	1,106
Total, not government insured/guaranteed	\$ 1,929	2,649
By segment and class, not government insured/guaranteed:		
Commercial:		
Commercial and industrial	\$ 108	308
Real estate mortgage	207	104
Real estate construction	57	193
Foreign	11	22
Total commercial	383	627
Consumer:		
Real estate 1-4 family first mortgage (3)	819	941
Real estate 1-4 family junior lien mortgage (3)	255	366
Credit card	328	516
Other revolving credit and installment	144	199
Total consumer	1,546	2,022
Total, not government insured/guaranteed	\$ 1,929	2,649

(1) Represents loans whose repayments are insured by the FHA or guaranteed by the VA.

(2) Represents loans whose repayments are predominantly guaranteed by agencies on behalf of the U.S. Department of Education under the FFELP.

(3) Includes mortgage held for sale 90 days or more past due and still accruing.

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IMPAIRED LOANS The table below summarizes key information for impaired loans. Our impaired loans include loans on nonaccrual status in the commercial portfolio segment and loans modified in a troubled debt restructuring (TDR), whether on accrual or nonaccrual status. These impaired loans may have estimated loss which is included in the allowance for credit losses. Impaired loans exclude PCI loans. Upon our adoption of ASU No. 2011-02, we identified commercial loans that were not

previously included as impaired loans, which, at September 30, 2011, totaled \$685 million with an associated allowance for credit losses of \$54 million. The allowance for credit losses associated with these loans would have been measured under a collectively evaluated basis prior to adoption, but is now estimated on an individually evaluated basis. Our consumer loans were not impacted by the adoption of ASU No. 2011-02.

(in millions)	Unpaid principal balance	Impaired loans	Recorded investment Impaired loans with related allowance for credit losses	Related allowance for credit losses
September 30, 2011				
Commercial:				
Commercial and industrial	\$ 7,249	3,214	3,159	578
Real estate mortgage	7,638	4,988	4,704	1,152
Real estate construction	4,497	2,286	2,286	450
Lease financing	156	143	102	28
Foreign	196	20	20	8
Total commercial	19,736	10,651	10,271	2,216
Consumer:				
Real estate 1-4 family first mortgage	15,475	13,512	13,512	3,225
Real estate 1-4 family junior lien mortgage	2,125	1,975	1,975	761
Credit card	596	596	596	353
Other revolving credit and installment	282	279	279	44
Total consumer	18,478	16,362	16,362	4,383
Total impaired loans (excluding PCI)	\$ 38,214	27,013	26,633	6,599
December 31, 2010				
Commercial:				
Commercial and industrial	\$ 8,190	3,600	3,276	607
Real estate mortgage	7,439	5,239	5,163	1,282
Real estate construction	4,676	2,786	2,786	548
Lease financing	149	91	91	34
Foreign	215	15	15	8
Total commercial	20,669	11,731	11,331	2,479
Consumer:				
Real estate 1-4 family first mortgage	12,834	11,603	11,603	2,754
Real estate 1-4 family junior lien mortgage	1,759	1,626	1,626	578
Credit card	548	548	548	333
Other revolving credit and installment	231	230	230	58
Total consumer	15,372	14,007	14,007	3,723
Total impaired loans (excluding PCI)	\$ 36,041	25,738	25,338	6,202

Table of Contents**Note 5: Loans and Allowance for Credit Losses (continued)**

Commitments to lend additional funds on loans whose terms have been modified in a TDR amounted to \$3.8 billion at September 30, 2011, and \$1.2 billion at December 31, 2010. These commitments primarily relate to commercial and industrial loans, which, at the time of modification, had an amount of availability to the borrower that continues under the

modified terms of the TDR and totaled \$2.5 billion at September 30, 2011, and \$345 million at December 31, 2010.

The following table provides the average recorded investment in impaired loans and the amount of interest income recognized on impaired loans by portfolio segment and class.

(in millions)	Average recorded investment	Quarter ended September 30,				Nine months ended September 30,			
		2011 Recognized interest income	Average recorded investment	2010 Recognized interest income	Average recorded investment	2011 Recognized interest income	Average recorded investment	2010 Recognized interest income	
Commercial:									
Commercial and industrial	\$ 3,379	35	3,722	21	3,668	80	3,859	70	
Real estate mortgage	5,093	24	4,851	19	5,429	54	4,512	37	
Real estate construction	2,331	11	2,917	27	2,523	36	3,049	39	
Lease financing	150	-	17	-	169	-	38	-	
Foreign	21	-	31	-	19	-	57	-	
Total commercial	10,974	70	11,538	67	11,808	170	11,515	146	
Consumer:									
Real estate 1-4 family first mortgage	13,241	179	10,316	126	12,548	484	8,626	360	
Real estate 1-4 family junior lien mortgage	1,928	17	1,534	12	1,831	51	1,407	43	
Credit card	602	3	264	2	593	15	324	8	
Other revolving credit and installment	272	6	174	1	257	19	115	1	
Total consumer	16,043	205	12,288	141	15,229	569	10,472	412	
Total impaired loans	\$ 27,017	275	23,826	208	27,037	739	21,987	558	
Interest income:									
Cash basis of accounting		\$ 35		95		120		196	
Other (1)		240		113		619		362	
Total interest income		\$ 275		208		739		558	

- (1) Includes interest recognized on accruing TDRs, interest recognized related to certain impaired loans which have an allowance calculated using discounting, and amortization of purchase accounting adjustments related to certain impaired loans. See footnote 1 to the table of changes in the allowance for credit losses.

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TDRS When, for economic or legal reasons related to a borrower's financial difficulties, we grant a concession for other than an insignificant period of time to a borrower that we would not otherwise consider, the related loan is classified as a TDR. We do not consider any loans modified through a loan resolution

such as foreclosure or short sale to be a TDR. The following table summarizes how our loans were modified as TDRs in the current period, including the financial effects of the modification. The reported balances represent TDRs outstanding at the end of the period.

(in millions)	Principal (2)	Primary modification type (1)			Financial effects of modifications		
		Interest rate reduction	Other interest rate concessions (3)	Total	Charge-offs (4)	Weighted average interest rate reduction	Recorded investment related to interest rate reduction
Quarter ended September 30, 2011							
Commercial:							
Commercial and industrial	\$ 36	2	685	723	14	0.70 %	\$ 2
Real estate mortgage	13	34	419	466	14	1.18	35
Real estate construction	-	35	67	102	3	0.38	34
Lease financing	-	-	30	30	-	-	-
Foreign	-	-	-	-	-	-	-
Total commercial	49	71	1,201	1,321	31	0.78	71
Consumer:							
Real estate 1-4 family first mortgage	453	504	198	1,155	90	3.23	882
Real estate 1-4 family junior lien mortgage	19	109	48	176	4	4.50	125
Credit card	-	76	-	76	1	10.69	54
Other revolving credit and installment	19	28	1	48	4	-	43
Total consumer	491	717	247	1,455	99	3.88	1,104
Total	\$ 540	788	1,448	2,776	130	3.69 %	\$ 1,175
Nine months ended September 30, 2011							
Commercial:							
Commercial and industrial	\$ 123	59	2,040	2,222	47	3.27 %	\$ 64
Real estate mortgage	56	114	1,274	1,444	21	1.46	128
Real estate construction	29	55	296	380	26	0.63	66
Lease financing	-	-	57	57	-	-	-
Foreign	-	-	5	5	-	-	-
Total commercial	208	228	3,672	4,108	94	1.70	258
Consumer:							
Real estate 1-4 family first mortgage	1,324	1,560	745	3,629	223	3.32	2,705
Real estate 1-4 family junior lien mortgage	81	480	163	724	21	4.33	557
Credit card	-	263	-	263	2	10.77	187
Other revolving credit and installment	57	92	4	153	18	6.37	145
Total consumer	1,462	2,395	912	4,769	264	3.99	3,594
Total	\$ 1,670	2,623	4,584	8,877	358	3.83 %	\$ 3,852

(1) Amounts represent the recorded investment in loans after recognizing the effects of the TDR, if any. TDRs with multiple types of concessions are presented only once in the table in the first category type based on the order presented.

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- (2) Principal modifications include principal forgiveness at the time of the modification, contingent principal forgiveness granted over the life of the loan based on borrower performance, and principal that has been legally separated and deferred to the end of the loan, with a zero percent contractual interest rate.
- (3) Other interest rate concessions include loans modified to an interest rate that is not commensurate with the credit risk, even though the rate may have been increased. These modifications would include renewals, term extensions and other interest adjustments, but exclude modifications that also forgive principal and/or reduce the interest rate.
- (4) Charge-offs include write-downs of the investment in the loan in the period of modification. In some cases, the amount of charge off will differ from the modification terms if the loan has already been charged down based on our policies. Modifications resulted in forgiving principal (actual, contingent or deferred) of \$134 million during the quarter and \$407 million for the year-to-date period.

Table of Contents**Note 5: Loans and Allowance for Credit Losses (continued)**

The table below summarizes TDRs that have defaulted in the current period within 12 months of their modification date. We are reporting these defaulted TDRs based on a payment default

definition of 90 days past due for the commercial portfolio segment and 60 days past due for the consumer portfolio segment.

(in millions)	Recorded investment of defaults Quarter ended Sept. 30, 2011	Nine months ended Sept. 30, 2011
Commercial:		
Commercial and industrial	\$ 31	148
Real estate mortgage	105	260
Real estate construction	9	41
Total commercial	145	449
Consumer:		
Real estate 1-4 family first mortgage	277	867
Real estate 1-4 family junior lien mortgage	35	98
Credit card	29	131
Other revolving credit and installment	35	85
Total consumer	376	1,181
Total	\$ 521	1,630

The two previous tables present information for permanent modifications classified as TDRs. We require some borrowers experiencing financial difficulty to make trial payments for three to four months, according to terms of a planned permanent modification, to determine if they can perform according to those terms. These trial payment period arrangements are developed in accordance with our proprietary programs or the U.S. Treasury's Making Homes Affordable programs for real estate 1-4 family first lien (i.e. Home Affordable Modification Program - HAMP) and junior lien (i.e. Second Lien Modification Program - 2MP) mortgage loans. While loans are in trial payment programs their original terms are not considered modified and they continue to advance through delinquency status and accrue interest according to their original terms. At September 30, 2011, loans with a recorded investment of \$642 million were in trial payment programs, of which \$301 million were accruing loans and \$341 million were nonaccruing loans. No concession is granted during the trial payment period other than an insignificant delay in payments due under the original terms. Our recent experience is that most of the mortgages that enter a trial payment period program are successful in completing the program requirements and are then permanently modified and classified as TDRs at the end of the trial period. As previously discussed, our allowance process considers the impact of those modifications that are probable to occur including the associated credit cost and related re-default risk.

Table of Contents**Purchased Credit-Impaired Loans**

Substantially all of our PCI loans were acquired from Wachovia on December 31, 2008. The following table presents PCI loans net of any remaining purchase accounting adjustments.

(in millions)	Sept. 30, 2011	Dec. 31, 2010
Commercial:		
Commercial and industrial	\$ 483	718
Real estate mortgage	2,808	2,855
Real estate construction	1,842	2,949
Foreign	1,418	1,413
Total commercial	6,551	7,935
Consumer:		
Real estate 1-4 family first mortgage	30,446	33,245
Real estate 1-4 family junior lien mortgage	216	250
Other revolving credit and installment	-	-
Total consumer	30,662	33,495
Total PCI loans (carrying value)	\$ 37,213	41,430
Total PCI loans (unpaid principal balance)	\$ 56,610	64,331

ACCRETABLE YIELD The excess of cash flows expected to be collected over the carrying value of PCI loans is referred to as the accretable yield and is recognized in interest income using an effective yield method over the remaining life of the loan, or pools of loans. The accretable yield is affected by:

Changes in interest rate indices for variable rate PCI loans - Expected future cash flows are based on the variable rates in effect at the time of the regular evaluations of cash flows expected to be collected;

Changes in prepayment assumptions - Prepayments affect the estimated life of PCI loans which may change the amount of interest income, and possibly principal, expected to be collected; and

Changes in the expected principal and interest payments over the estimated life - Updates to expected cash flows are driven by the credit outlook and actions taken with borrowers. Changes in expected future cash flows from loan modifications are included in the regular evaluations of cash flows expected to be collected.

The change in the accretable yield related to PCI loans is presented in the following table.

Quarter ended Sept. 30,	Nine months ended Sept. 30,	Year ended Dec. 31,
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(in millions)	2011	2011	2010	2009
Total, beginning of period	\$ 14,871	16,714	14,559	10,447
Accretion into interest income (1)	(553)	(1,655)	(2,392)	(2,601)
Accretion into noninterest income due to sales (2)	(3)	(189)	(43)	(5)
Reclassification from nonaccretable difference for loans with improving credit-related cash flows	108	318	3,399	441
Changes in expected cash flows that do not affect nonaccretable difference (3)	2,473	1,708	1,191	6,277
Total, end of period	\$ 16,896	16,896	16,714	14,559

- (1) Includes accretable yield released as a result of settlements with borrowers, which is included in interest income.
- (2) Includes accretable yield released as a result of sales to third parties, which is included in noninterest income.
- (3) Represents changes in cash flows expected to be collected due to changes in interest rates on variable rate PCI loans, changes in prepayment assumptions and the impact of modifications.

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Note 5: Loans and Allowance for Credit Losses (continued)

PCI ALLOWANCE Based on our regular evaluation of estimates of cash flows expected to be collected, we may establish an allowance for a PCI loan or pool of loans, with a charge to

income through the provision for losses. The following table summarizes the changes in allowance for PCI loan losses.

(in millions)	Commercial	Pick-a-Pay	Other consumer	Total
Balance, December 31, 2008	\$ -	-	-	-
Provision for losses due to credit deterioration	850	-	3	853
Charge-offs	(520)	-	-	(520)
Balance, December 31, 2009	330	-	3	333
Provision for losses due to credit deterioration	712	-	59	771
Charge-offs	(776)	-	(30)	(806)
Balance, December 31, 2010	266	-	32	298
Provision for losses due to credit deterioration	132	-	44	176
Charge-offs	(156)	-	(16)	(172)
Balance, September 30, 2011	\$ 242	-	60	302

Balance, June 30, 2011	\$ 215	-	58	273
Provision for losses due to credit deterioration	77	-	6	83
Charge-offs	(50)	-	(4)	(54)
Balance, September 30, 2011	\$ 242	-	60	302

COMMERCIAL PCI CREDIT QUALITY INDICATORS The following table provides a breakdown of commercial PCI loans by risk category.

(in millions)	Commercial and industrial	Real estate mortgage	Real estate construction	Foreign	Total
September 30, 2011					
By risk category:					
Pass	\$ 242	808	254	853	2,157

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Criticized		241	2,000	1,588	565	4,394
Total commercial PCI loans	\$	483	2,808	1,842	1,418	6,551
December 31, 2010						
By risk category:						
Pass	\$	214	352	128	210	904
Criticized		504	2,503	2,821	1,203	7,031
Total commercial PCI loans	\$	718	2,855	2,949	1,413	7,935

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The following table provides past due information for commercial PCI loans.

(in millions)	Commercial and industrial	Real estate mortgage	Real estate construction	Foreign	Total
September 30, 2011					
By delinquency status:					
Current-29 DPD and still accruing	\$ 425	2,341	1,135	1,203	5,104
30-89 DPD and still accruing	19	208	116	-	343
90+ DPD and still accruing	39	259	591	215	1,104
Total commercial PCI loans	\$ 483	2,808	1,842	1,418	6,551
December 31, 2010					
By delinquency status:					
Current-29 DPD and still accruing	\$ 612	2,295	1,395	1,209	5,511
30-89 DPD and still accruing	22	113	178	-	313
90+ DPD and still accruing	84	447	1,376	204	2,111
Total commercial PCI loans	\$ 718	2,855	2,949	1,413	7,935

CONSUMER PCI CREDIT QUALITY INDICATORS Our consumer PCI loans were aggregated into several pools of loans at acquisition. Below, we have provided credit quality indicators based on the individual loans included in the pool, but we have

not allocated the remaining purchase accounting adjustments, which were established at a pool level. The following table provides the delinquency status of consumer PCI loans.

(in millions)	September 30, 2011			December 31, 2010		
	Real estate 1-4 family first mortgage	Real estate 1-4 family junior lien mortgage	Total	Real estate 1-4 family first mortgage	Real estate 1-4 family junior lien mortgage	Total
By delinquency status:						
Current-29 DPD	\$ 26,637	279	26,916	29,297	436	29,733
30-59 DPD	3,399	18	3,417	3,586	30	3,616
60-89 DPD	1,521	9	1,530	1,364	17	1,381
90-119 DPD	831	9	840	881	13	894
120-179 DPD	1,153	14	1,167	1,346	19	1,365
180+ DPD	5,971	151	6,122	7,214	220	7,434
Total consumer PCI loans	\$ 39,512	480	39,992	43,688	735	44,423

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Total consumer PCI loans (carrying value)	\$	30,446	216	30,662	33,245	250	33,495
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Table of Contents**Note 5: Loans and Allowance for Credit Losses (continued)**

The following table provides FICO scores for consumer PCI loans.

(in millions)	September 30, 2011			December 31, 2010		
	Real estate			Real estate	Real estate	
	1-4 family first mortgage	Real estate 1-4 family junior lien mortgage	Total	1-4 family first mortgage	1-4 family junior lien mortgage	Total
By FICO:						
< 600	\$ 18,103	221	18,324	22,334	363	22,697
600-639	7,513	84	7,597	7,563	109	7,672
640-679	6,607	83	6,690	6,185	96	6,281
680-719	3,824	45	3,869	3,949	60	4,009
720-759	1,939	13	1,952	2,057	17	2,074
760-799	972	5	977	1,087	7	1,094
800+	191	2	193	232	2	234
No FICO available	363	27	390	281	81	362
Total consumer PCI loans	\$ 39,512	480	39,992	43,688	735	44,423
Total consumer PCI loans (carrying value)	\$ 30,446	216	30,662	33,245	250	33,495

The following table shows the distribution of consumer PCI loans by LTV for real estate 1-4 family first mortgages and by CLTV for real estate 1-4 family junior lien mortgages.

(in millions)	September 30, 2011			December 31, 2010		
	Real estate	Real estate		Real estate	Real estate	
	1-4 family first mortgage by LTV	1-4 family junior lien mortgage by CLTV	Total	1-4 family first mortgage by LTV	1-4 family junior lien mortgage by CLTV	Total
By LTV/CLTV:						
0-60%	\$ 1,413	22	1,435	1,653	43	1,696
60.01-80%	4,282	50	4,332	5,513	42	5,555
80.01-100%	10,057	67	10,124	11,861	89	11,950
100.01-120% (1)	9,313	84	9,397	9,525	116	9,641
> 120% (1)	14,340	252	14,592	15,047	314	15,361
No LTV/CLTV available	107	5	112	89	131	220
Total consumer PCI loans	\$ 39,512	480	39,992	43,688	735	44,423
Total consumer PCI loans (carrying value)	\$ 30,446	216	30,662	33,245	250	33,495

(1)

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Reflects total loan balances with LTV/CLTV amounts in excess of 100%. In the event of default, the loss content would generally be limited to only the amount in excess of 100% LTV/CLTV.

Table of Contents**Note 6: Other Assets**

The components of other assets were:

(in millions)	Sept. 30, 2011	Dec. 31, 2010
Nonmarketable equity investments:		
Cost method:		
Private equity investments	\$ 3,272	3,240
Federal bank stock	4,724	5,254
Total cost method	7,996	8,494
Equity method	7,955	7,624
Principal investments (1)	265	305
Total nonmarketable equity investments	16,216	16,423
Corporate/bank-owned life insurance	20,072	19,845
Accounts receivable	23,869	23,763
Interest receivable	5,172	4,895
Core deposit intangibles	7,705	8,904
Customer relationship and other amortized intangibles	1,691	1,847
Foreclosed assets:		
Government insured/guaranteed (2)	1,336	1,479
Non-government insured/guaranteed	3,608	4,530
Operating lease assets	1,788	1,873
Due from customers on acceptances	350	229
Other	18,130	15,993
Total other assets	\$ 99,937	99,781

- (1) Principal investments are recorded at fair value with realized and unrealized gains (losses) included in net gains (losses) from equity investments in the income statement.
- (2) These are foreclosed real estate securing FHA insured and VA guaranteed loans. Both principal and interest for these loans secured by the foreclosed real estate are collectible because they are insured/guaranteed.

Income related to nonmarketable investments was:

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(in millions)	Quarter ended Sept. 30,		Nine months ended Sept. 30,	
	2011	2010	2011	2010
Net gains (losses) from:				
Private equity investments	\$ 204	90	773	244
Principal investments	8	4	40	25
All other nonmarketable equity investments	(19)	(86)	(200)	(124)
Net gains (losses) from nonmarketable equity investments	\$ 193	8	613	145

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Note 7: Securitizations and Variable Interest Entities

Involvement with SPEs

In the normal course of business, we enter into various types of on- and off-balance sheet transactions with special purpose entities (SPEs), which are corporations, trusts or partnerships that are established for a limited purpose. Historically, the majority of SPEs were formed in connection with securitization transactions. In a securitization transaction, assets from our balance sheet are transferred to an SPE, which then issues to investors various forms of interests in those assets and may also enter into derivative transactions. In a securitization transaction, we typically receive cash and/or other interests in an SPE as proceeds for the assets we transfer. Also, in certain transactions, we may retain the right to service the transferred receivables and to repurchase those receivables from the SPE if the outstanding balance of the receivables falls to a level where the cost exceeds the benefits of servicing such receivables. In addition, we may purchase the right to service loans in an SPE that were transferred to the SPE by a third party.

In connection with our securitization activities, we have various forms of ongoing involvement with SPEs, which may include:

- underwriting securities issued by SPEs and subsequently making markets in those securities;
- providing liquidity facilities to support short-term obligations of SPEs issued to third party investors;
- providing credit enhancement on securities issued by SPEs or market value guarantees of assets held by SPEs through the use of letters of credit, financial guarantees, credit default swaps and total return swaps;
- entering into other derivative contracts with SPEs;
- holding senior or subordinated interests in SPEs;
- acting as servicer or investment manager for SPEs; and
- providing administrative or trustee services to SPEs.

SPEs are generally considered variable interest entities (VIEs). A VIE is an entity that has either a total equity investment that is insufficient to finance its activities without additional subordinated financial support or whose equity investors lack the ability to control the entity's activities. A VIE is consolidated by its primary beneficiary, the party that has both the power to direct the activities that most significantly impact the VIE and a variable interest that could potentially be significant to the VIE. A variable interest is a contractual, ownership or other interest that changes with changes in the fair value of the VIE's net assets. To determine whether or not a variable interest we hold could potentially be significant to the VIE, we consider both qualitative and quantitative factors regarding the nature, size and form of our involvement with the VIE. We assess whether or not we are the primary beneficiary of a VIE on an on-going basis.

We have segregated our involvement with VIEs between those VIEs which we consolidate, those which we do not consolidate and transfers of financial assets that are accounted for as secured borrowings. Secured borrowings are transactions involving transfers of our financial assets to third parties that are accounted for as financings with the assets pledged as collateral. Accordingly, the transferred assets remain recognized on our balance sheet. Subsequent tables within this Note further segregate these transactions by structure type.

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The classifications of assets and liabilities in our balance sheet associated with our transactions with VIEs follow:

(in millions)	VIEs that we do not consolidate	VIEs that we consolidate	Transfers that we account for as secured borrowings	Total
September 30, 2011				
Cash	\$ -	138	12	150
Trading assets	4,726	140	30	4,896
Securities available for sale (1)	21,841	3,466	10,591	35,898
Mortgages held for sale	-	541	-	541
Loans	11,896	12,749	1,780	26,425
Mortgage servicing rights	11,697	-	-	11,697
Other assets	4,218	1,681	142	6,041
Total assets	54,378	18,715	12,555	85,648
Short-term borrowings	-	3,546 (3)	9,742	13,288
Accrued expenses and other liabilities	3,530	856 (3)	19	4,405
Long-term debt	-	5,504 (3)	1,649	7,153
Total liabilities	3,530	9,906	11,410	24,846
Noncontrolling interests	-	55	-	55
Net assets	\$ 50,848	8,754	1,145	60,747
December 31, 2010				
Cash	\$ -	200	398	598
Trading assets	5,351	143	32	5,526
Securities available for sale (1)	24,001	2,159	7,834	33,994
Mortgages held for sale (2)	-	634	-	634
Loans	12,401	16,708	1,613	30,722
Mortgage servicing rights	13,261	-	-	13,261
Other assets (2)	3,783	2,071	90	5,944
Total assets	58,797	21,915	9,967	90,679
Short-term borrowings	-	3,636 (3)	7,773	11,409
Accrued expenses and other liabilities (2)	3,514	743 (3)	14	4,271
Long-term debt	-	8,377 (3)	1,700	10,077
Total liabilities	3,514	12,756	9,487	25,757
Noncontrolling interests (2)	-	94	-	94

Net assets	\$	55,283	9,065	480	64,828
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- (1) Excludes certain debt securities related to loans serviced for the Federal National Mortgage Association (FNMA), Federal Home Loan Mortgage Corporation (FHLMC) and GNMA.
- (2) VIEs that we consolidate has been revised to correct previously reported amounts.
- (3) Includes the following VIE liabilities at September 30, 2011, and December 31, 2010, respectively, with recourse to the general credit of Wells Fargo: Short-term borrowings, \$3.5 billion and \$3.6 billion; Accrued expenses and other liabilities, \$694 million and \$645 million; and Long-term debt, \$29 million and \$53 million.

Transactions with Unconsolidated VIEs

Our transactions with VIEs include securitizations of consumer loans, CRE loans, student loans and auto loans; investment and financing activities involving CDOs backed by asset-backed and CRE securities, collateralized loan obligations (CLOs) backed by corporate loans, and other types of structured financing. We have various forms of involvement with VIEs, including holding senior or subordinated interests, entering into liquidity arrangements, credit default swaps and other derivative contracts. These involvements with unconsolidated VIEs are recorded on our balance sheet primarily in trading assets, securities available for sale, loans, MSRs, other assets and other liabilities, as appropriate.

The following tables provide a summary of unconsolidated VIEs with which we have significant continuing involvement, but we are not the primary beneficiary. We do not consider our continuing involvement in an unconsolidated VIE to be significant when it relates to third-party sponsored VIEs for which we were not the transferor or if we were the sponsor but do not have any other significant continuing involvement.

Significant continuing involvement includes transactions where we were the sponsor or transferor and have other significant forms of involvement. Sponsorship includes transactions with unconsolidated VIEs where we solely or materially participated in the initial design or structuring of the entity or marketing of the transaction to investors. When we transfer assets to a VIE and account for the transfer as a sale, we are considered the transferor. We consider investments in securities held outside of trading, loans, guarantees, liquidity

Table of Contents**Note 7: Securitizations and Variable Interest Entities (continued)**

agreements, written options and servicing of collateral to be other forms of involvement that may be significant. We have excluded certain transactions with unconsolidated VIEs from the balances presented in the table below where we have determined

that our continuing involvement is not significant due to the temporary nature and size of our variable interests, because we were not the transferor or because we were not involved in the design or operations of the unconsolidated VIEs.

(in millions)	Total	Debt and	Servicing	Derivatives	Other	Net
	VIE	equity			commitments	
	assets	interests (1)	assets		guarantees	assets
September 30, 2011						
	Carrying value - asset (liability)					
Residential mortgage loan securitizations:						
Conforming	\$ 1,118,777	5,029	10,648	-	(911)	14,766
Other/nonconforming	64,469	2,583	401	1	(2)	2,983
Commercial mortgage loan securitizations	182,703	6,906	612	334	-	7,852
Collateralized debt obligations:						
Debt securities	15,959	1,166	-	409	-	1,575
Loans (2)	9,842	9,594	-	-	-	9,594
Asset-based finance structures	9,429	6,823	-	(102)	-	6,721
Tax credit structures	18,776	3,963	-	-	(1,300)	2,663
Collateralized loan obligations	13,365	2,500	-	50	-	2,550
Investment funds	6,687	-	-	-	-	-
Other (3)	18,303	1,822	36	288	(2)	2,144
Total	\$ 1,458,310	40,386	11,697	980	(2,215)	50,848

	Maximum exposure to loss					
Residential mortgage loan securitizations:						
Conforming	\$	5,029	10,648	-	2,988	18,665
Other/nonconforming		2,583	401	1	275	3,260
Commercial mortgage loan securitizations		6,906	612	575	-	8,093
Collateralized debt obligations:						
Debt securities		1,166	-	2,568	2	3,736
Loans (2)		9,594	-	-	-	9,594
Asset-based finance structures		6,823	-	102	2,403	9,328
Tax credit structures		3,963	-	-	-	3,963
Collateralized loan obligations		2,500	-	50	521	3,071
Investment funds		-	-	-	48	48
Other (3)		1,822	36	849	150	2,857

Total	\$	40,386	11,697	4,145	6,387	62,615
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(continued on following page)

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(in millions)	Total	Debt and	Other				
	VIE	equity	Servicing	Derivatives	commitments	and	Net
	assets	interests (1)	assets	Derivatives	guarantees		assets
Carrying value - asset (liability)							
December 31, 2010							
Residential mortgage loan securitizations:							
Conforming	\$ 1,068,737	5,527	12,115	-	(928)		16,714
Other/nonconforming	76,304	2,997	495	6	(107)		3,391
Commercial mortgage loan securitizations	190,377	5,506	608	261	-		6,375
Collateralized debt obligations:							
Debt securities	20,046	1,436	-	844	-		2,280
Loans (2)	9,970	9,689	-	-	-		9,689
Asset-based finance structures	12,055	6,556	-	(118)	-		6,438
Tax credit structures	20,981	3,614	-	-	(1,129)		2,485
Collateralized loan obligations	13,196	2,804	-	56	-		2,860
Investment funds	10,522	1,416	-	-	-		1,416
Other (3)	20,031	3,221	43	377	(6)		3,635
Total	\$ 1,442,219	42,766	13,261	1,426	(2,170)		55,283

Maximum exposure to loss

Residential mortgage loan securitizations:							
Conforming		\$5,527	12,115	-	4,248		21,890
Other/nonconforming		2,997	495	6	233		3,731
Commercial mortgage loan securitizations		5,506	608	488	-		6,602
Collateralized debt obligations:							
Debt securities		1,436	-	2,850	7		4,293
Loans (2)		9,689	-	-	-		9,689
Asset-based finance structures		6,556	-	118	2,175		8,849
Tax credit structures		3,614	-	-	1		3,615
Collateralized loan obligations		2,804	-	56	519		3,379
Investment funds		1,416	-	-	87		1,503
Other (3)		3,221	43	916	162		4,342
Total		\$ 42,766	13,261	4,434	7,432		67,893

- (1) Includes total equity interests of \$439 million and \$316 million at September 30, 2011, and December 31, 2010, respectively. Also includes debt interests in the form of both loans and securities. Excludes certain debt securities held related to loans serviced for FNMA, FHLMC and GNMA.
- (2) Represents senior loans to trusts that are collateralized by asset-backed securities. The trusts invest primarily in senior tranches from a diversified pool of primarily U.S. asset securitizations, of which all are current, and over 90% were rated as investment grade by the primary rating agencies at September 30, 2011. These senior loans were acquired in the Wachovia business combination and are accounted for at amortized cost as initially determined under purchase accounting and are subject to the Company's allowance and credit charge-off policies.
- (3) Includes structured financing, student loan securitizations, auto loan securitizations and credit-linked note structures. Also contains investments in auction rate securities (ARS) issued by VIEs that we do not sponsor and, accordingly, are unable to obtain the total assets of the entity.

Table of Contents**Note 7: Securitizations and Variable Interest Entities (continued)**

In the two preceding tables, Total VIE assets represents the remaining principal balance of assets held by unconsolidated VIEs using the most current information available. For VIEs that obtain exposure to assets synthetically through derivative instruments, the remaining notional amount of the derivative is included in the asset balance. Carrying value is the amount in our consolidated balance sheet related to our involvement with the unconsolidated VIEs. Maximum exposure to loss from our involvement with off-balance sheet entities, which is a required disclosure under GAAP, is determined as the carrying value of our involvement with off-balance sheet (unconsolidated) VIEs plus the remaining undrawn liquidity and lending commitments, the notional amount of net written derivative contracts, and generally the notional amount of, or stressed loss estimate for, other commitments and guarantees. It represents estimated loss that would be incurred under severe, hypothetical circumstances, for which we believe the possibility is extremely remote, such as where the value of our interests and any associated collateral declines to zero, without any consideration of recovery or offset from any economic hedges. Accordingly, this required disclosure is not an indication of expected loss.

RESIDENTIAL MORTGAGE LOANS Residential mortgage loan securitizations are financed through the issuance of fixed- or floating-rate-asset-backed-securities, which are collateralized by the loans transferred to a VIE. We typically transfer loans we originated to these VIEs, account for the transfers as sales, retain the right to service the loans and may hold other beneficial interests issued by the VIEs. We also may be exposed to limited liability related to recourse agreements and repurchase agreements we make to our issuers and purchasers, which are included in other commitments and guarantees. In certain instances, we may service residential mortgage loan securitizations structured by third parties whose loans we did not originate or transfer. Our residential mortgage loan securitizations consist of conforming and nonconforming securitizations.

Conforming residential mortgage loan securitizations are those that are guaranteed by GSEs, including GNMA. We do not consolidate our conforming residential mortgage loan securitizations because we do not have power over the VIEs.

The loans sold to the VIEs in nonconforming residential mortgage loan securitizations are those that do not qualify for a GSE guarantee. We may hold variable interests issued by the VIEs, primarily in the form of senior securities. We do not consolidate the nonconforming residential mortgage loan securitizations included in the table because we either do not hold any variable interests, hold variable interests that we do not consider potentially significant or are not the primary servicer for a majority of the VIE assets.

Other commitments and guarantees include amounts related to loans sold that we may be required to repurchase, or otherwise indemnify or reimburse the investor or insurer for losses incurred, due to material breach of contractual representations and warranties. The maximum exposure to loss for material breach of contractual representations and warranties represents a stressed case estimate we utilize for

determining stressed case regulatory capital needs and is considered to be a remote scenario.

COMMERCIAL MORTGAGE LOAN SECURITIZATIONS Commercial mortgage loan securitizations are financed through the issuance of fixed- or floating-rate-asset-backed-securities, which are collateralized by the loans transferred to the VIE. In a typical securitization, we may transfer loans we originate to these VIEs, account for the transfers as sales, retain the right to service the loans and may hold other beneficial interests issued by the VIEs. In certain instances, we may service commercial mortgage loan securitizations structured by third parties whose loans we did not originate or transfer. We typically serve as primary or master servicer of these VIEs. The primary or master servicer in a commercial mortgage loan securitization typically cannot make the most significant decisions impacting the performance of the VIE and therefore does not have power over the VIE. We do not consolidate the commercial mortgage loan securitizations included in the disclosure because we either do not have power or do not have a variable interest that could potentially be significant to the VIE.

COLLATERALIZED DEBT OBLIGATIONS (CDOs) A CDO is a securitization where an SPE purchases a pool of assets consisting of asset-backed securities and issues multiple tranches of equity or notes to investors. In some transactions, a portion of the assets are obtained synthetically through the use of derivatives such as credit default swaps or total return swaps.

Prior to 2008, we engaged in the structuring of CDOs on behalf of third party asset managers who would select and manage the assets for the CDO. Typically, the asset manager has some discretion to manage the sale of assets of, or derivatives used by the CDO, which generally gives the asset manager the power over the CDO. We have not structured these types of transactions since the credit market disruption began in late 2007.

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In addition to our role as arranger we may have other forms of involvement with these transactions, including transactions established prior to 2008. Such involvement may include acting as liquidity provider, derivative counterparty, secondary market maker or investor. For certain transactions, we may also act as the collateral manager or servicer. We receive fees in connection with our role as collateral manager or servicer.

We assess whether we are the primary beneficiary of CDOs based on our role in the transaction in combination with the variable interests we hold. Subsequently, we monitor our ongoing involvement in these transactions to determine if the nature of our involvement has changed. We are not the primary beneficiary of these transactions in most cases because we do not act as the collateral manager or servicer, which generally denotes power. In cases where we are the collateral manager or servicer, we are not the primary beneficiary because we do not hold interests that could potentially be significant to the VIE.

During third quarter 2011, we incurred a \$377 million loss on trading derivatives related to certain CDOs. The loss was associated with the resolution of a legacy Wachovia position that settled in October 2011.

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COLLATERALIZED LOAN OBLIGATIONS (CLOs) A CLO is a securitization where an SPE purchases a pool of assets consisting of loans and issues multiple tranches of equity or notes to investors. Generally, CLOs are structured on behalf of a third party asset manager that typically selects and manages the assets for the term of the CLO. Typically, the asset manager has the power over the significant decisions of the VIE through its discretion to manage the assets of the CLO. We assess whether we are the primary beneficiary of CLOs based on our role in the transaction and the variable interests we hold. In most cases, we are not the primary beneficiary of these transactions because we do not have the power to manage the collateral in the VIE.

In addition to our role as arranger, we may have other forms of involvement with these transactions. Such involvement may include acting as underwriter, derivative counterparty, secondary market maker or investor. For certain transactions, we may also act as the servicer, for which we receive fees in connection with that role. We also earn fees for arranging these transactions and distributing the securities.

ASSET-BASED FINANCE STRUCTURES We engage in various forms of structured finance arrangements with VIEs that are collateralized by various asset classes including energy contracts, auto and other transportation leases, intellectual property, equipment and general corporate credit. We typically provide senior financing, and may act as an interest rate swap or commodity derivative counterparty when necessary. In most cases, we are not the primary beneficiary of these structures because we do not have power over the significant activities of the VIEs involved in these transactions.

For example, we have investments in asset-backed securities that are collateralized by auto leases or loans and cash reserves. These fixed-rate and variable-rate securities have been structured as single-tranche, fully amortizing, unrated bonds that are equivalent to investment-grade securities due to their significant overcollateralization. The securities are issued by VIEs that have been formed by third party auto financing institutions primarily because they require a source of liquidity to fund ongoing vehicle sales operations. The third party auto financing institutions manage the collateral in the VIEs, which is indicative of power in these transactions and we therefore do not consolidate these VIEs.

TAX CREDIT STRUCTURES We co-sponsor and make investments in affordable housing and sustainable energy projects that are designed to generate a return primarily through the realization of federal tax credits. In some instances, our investments in these structures may require that we fund future capital commitments at the discretion of the project sponsors. While the size of our investment in a single entity may at times exceed 50% of the outstanding equity interests, we do not consolidate these structures due to the project sponsor's ability to manage the projects, which is indicative of power in these transactions.

INVESTMENT FUNDS We do not consolidate the investment funds because we do not absorb the majority of the expected

future variability associated with the funds' assets, including variability associated with credit, interest rate and liquidity risks.

During third quarter 2011, we redeemed a \$1.4 billion interest in an unconsolidated investment fund managed by one of our majority owned subsidiaries, which resulted in a gain of \$271 million. Upon redemption we placed the assets received into new investment fund VIEs. We consolidate these new VIEs because we have discretion over the management of the assets and are the sole investor in these funds. At December 31, 2010, we had investments of \$1.4 billion and lending arrangements of \$14 million with this fund.

OTHER TRANSACTIONS WITH VIEs In August 2008, legacy Wachovia reached an agreement to purchase at par auction rate securities (ARS) that were sold to third-party investors by certain of its subsidiaries. ARS are debt instruments with long-term maturities, but which re-price more frequently, and preferred equities with no maturity. All remaining ARS issued by VIEs subject to the agreement were redeemed. At September 30, 2011, we held in our securities available-for-sale portfolio \$668 million of ARS issued by VIEs redeemed pursuant to this agreement, compared with \$1.6 billion at December 31, 2010.

On November 18, 2009, we reached agreements to purchase additional ARS from eligible investors who bought ARS through one of our broker-dealer subsidiaries. All remaining ARS issued by VIEs subject to the agreement were redeemed. As of September 30, 2011, we held in our securities available-for-sale portfolio \$625 million of ARS issued by VIEs redeemed pursuant to this agreement, compared with \$901 million at December 31, 2010.

We do not consolidate the VIEs that issued the ARS because we do not have power over the activities of the VIEs.

TRUST PREFERRED SECURITIES In addition to the involvements disclosed in the preceding table, through the issuance of trust preferred securities we had junior subordinated debt financing with a carrying value of \$13.5 billion at September 30, 2011, and \$19.3 billion at December 31, 2010, and \$2.5 billion of preferred stock at September 30, 2011. In these transactions, VIEs that we wholly own issue debt securities or preferred equity to third party investors. All of the proceeds of the issuance are invested in debt securities or preferred equity that we issue to the VIEs. The VIEs' operations and cash flows relate only to the issuance, administration and repayment of the securities held by

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third parties. We do not consolidate these VIEs because the sole assets of the VIEs are receivables from us. This is the case even though we own all of the voting equity shares of the VIEs, have fully guaranteed the obligations of the VIEs and may have the right to redeem the third party securities under certain circumstances. We report the debt securities issued to the VIEs as long-term junior subordinated debt and the preferred equity securities issued to the VIEs as preferred stock in our consolidated balance sheet.

In the first nine months of 2011, we called \$9.2 billion of trust preferred securities that will no longer count as Tier 1 capital under the Dodd-Frank Act and the Basel Committee recommendations known as the Basel III standards. Of the \$9.2

Table of Contents**Note 7: Securitizations and Variable Interest Entities (continued)**

billion of trust preferred securities, \$5.8 billion settled in October 2011.

Securitization Activity Related to Unconsolidated VIEs

We use VIEs to securitize consumer and CRE loans and other types of financial assets, including student loans and auto loans. We typically retain the servicing rights from these sales and may continue to hold other beneficial interests in the VIEs. We may also provide liquidity to investors in the beneficial interests and credit enhancements in the form of standby letters of credit. Through these securitizations we may be exposed to liability

under limited amounts of recourse as well as standard representations and warranties we make to purchasers and issuers.

We recognized net gains of \$39 million and \$105 million from transfers accounted for as sales of financial assets in securitizations in the third quarter and first nine months of 2011, respectively, and net gains of \$2 million and \$10 million, respectively, in the same periods of 2010. Additionally, we had the following cash flows with our securitization trusts that were involved in transfers accounted for as sales.

(in millions)	Mortgage loans	2011 Other financial assets	Mortgage loans	2010 Other financial assets
Quarter ended September 30,				
Sales proceeds from securitizations (1)	\$ 76,730	-	96,843	-
Servicing fees	1,104	3	1,090	8
Other interests held	390	73	448	104
Purchases of delinquent assets	3	-	11	-
Net servicing advances	29	-	16	-
Nine months ended September 30,				
Sales proceeds from securitizations (1)	\$ 247,944	-	260,600	-
Servicing fees	3,297	9	3,187	26
Other interests held	1,406	213	1,300	348
Purchases of delinquent assets	8	-	21	-
Net servicing advances	9	-	45	-

(1) Represents cash flow data for all loans securitized in the period presented.

Sales with continuing involvement during the third quarter and first nine months of 2011 and 2010 predominantly related to conforming residential mortgage securitizations. During the third quarter and first nine months of 2011 we transferred \$73.1 billion and \$245.4 billion, respectively, in fair value of conforming residential mortgages to unconsolidated VIEs and recorded the transfers as sales, compared with \$97.8 billion and \$263.5 billion, respectively, in the same periods of 2010. These transfers did not result in a gain or loss because the loans are

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already carried at fair value. In connection with these transfers, in the first nine months of 2011 we recorded a \$2.7 billion servicing asset, measured at fair value using a Level 3 measurement technique, and a \$74 million liability for repurchase reserves, compared with a \$3.0 billion servicing asset and a \$109 million liability in the first nine months of 2010.

We used the following key assumptions to measure mortgage servicing assets at the date of securitization:

	2011	2010
Quarter ended September 30,		
Prepayment speed (annual CPR (1))	13.6 %	15.4
Life (in years)	5.6	4.9
Discount rate	7.7 %	7.9
Nine months ended September 30,		
Prepayment speed (annual CPR (1))	12.5 %	13.8
Life (in years)	6.0	5.4
Discount rate	7.9 %	8.1

(1) Constant prepayment rate.

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Key economic assumptions and the sensitivity of the current fair value to immediate adverse changes in those assumptions at September 30, 2011, for residential and commercial mortgage servicing rights, and other interests held related primarily to residential mortgage loan securitizations are presented in the following table. In the following table Other interests held exclude securities retained in securitizations issued through GSEs such as FNMA, FHLMC and GNMA because we do not

believe the value of these securities would be materially affected by the adverse changes in assumptions noted in the table. Subordinated interests include only those bonds whose credit rating was below AAA by a major rating agency at issuance. Senior interests include only those bonds whose credit rating was AAA by a major rating agency at issuance. The information presented excludes trading positions held in inventory.

(in millions)	Mortgage servicing rights	Interest-only strips	Other interests held	
			Subordinated bonds	Senior bonds
Fair value of interests held at September 30, 2011	\$ 14,131	248	46	373
Expected weighted-average life (in years)	5.0	4.6	5.8	5.6
Prepayment speed assumption (annual CPR)	13.8 %	10.5	7.6	13.7
Decrease in fair value from:				
10% adverse change	\$ 924	7	9	2
25% adverse change	2,165	16	10	4
Discount rate assumption	7.1 %	15.7	8.2	6.3
Decrease in fair value from:				
100 basis point increase	\$ 597	6	10	15
200 basis point increase	1,144	12	12	29
Credit loss assumption			0.8 %	4.4
Decrease in fair value from:				
10% higher losses			\$ 9	2
25% higher losses			9	3
Fair value of interests held at December 31, 2010	\$ 16,279	226	47	441
Expected weighted-average life (in years)	5.2	5.2	8.3	4.5
Prepayment speed assumption (annual CPR)	12.6 %	11.4	4.8	18.1
Decrease in fair value from:				
10% adverse change	\$ 844	7	-	2
25% adverse change	1,992	16	-	6
Discount rate assumption	8.1 %	17.8	10.2	6.8
Decrease in fair value from:				
100 basis point increase	\$ 777	6	3	14
200 basis point increase	1,487	13	6	27
Credit loss assumption			0.7 %	3.7
Decrease in fair value from:				
10% higher losses			\$ -	1
25% higher losses			-	3

Table of Contents**Note 7: Securitizations and Variable Interest Entities** (continued)

The sensitivities in the preceding table are hypothetical and caution should be exercised when relying on this data. Changes in value based on variations in assumptions generally cannot be extrapolated because the relationship of the change in the assumption to the change in value may not be linear. Also, the effect of a variation in a particular assumption on the value of the other interests held is calculated independently without changing any other assumptions. In reality, changes in one factor may result in changes in others (for example, changes in prepayment speed estimates could result in changes in the credit losses), which might magnify or counteract the sensitivities.

The following table presents information about the principal balances of off-balance sheet securitized loans, including

residential mortgages sold to FNMA, FHLMC, GNMA and securitizations where servicing is our only form of continuing involvement. Delinquent loans include loans 90 days or more past due and still accruing interest as well as nonaccrual loans. In securitizations where servicing is our only form of continuing involvement, we would only experience a loss if required to repurchase a delinquent loan due to a breach in representations and warranties associated with our loan sale or servicing contracts. Net charge-offs exclude loans sold to FNMA, FHLMC and GNMA as we do not service or manage the underlying real estate upon foreclosure and, as such, do not have access to net charge-off information.

(in millions)	Sept. 30, 2011	Total loans Dec. 31, 2010	Delinquent loans		Net charge-offs Nine months ended Sept. 30,	
			Sept. 30, 2011	Dec. 31, 2010	2011	2010
Commercial:						
Commercial and industrial	\$ 1	1	-	-	-	-
Real estate mortgage	141,318	207,015	9,159	11,515	307	470
Total commercial	141,319	207,016	9,159	11,515	307	470
Consumer:						
Real estate 1-4 family first mortgage	1,158,628	1,090,755	23,756	25,067 (1)	1,216	1,060
Real estate 1-4 family junior lien mortgage	1	1	-	-	16	-
Other revolving credit and installment	2,317	2,454	122	102	-	-
Total consumer	1,160,946	1,093,210	23,878	25,169	1,232	1,060
Total off-balance sheet securitized loans	\$ 1,302,265	1,300,226	33,037	36,684	1,539	1,530

(1) Balances have been revised to conform with current period presentation.

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The following table presents a summary of transfers of financial assets accounted for as secured borrowings and involvements with consolidated VIEs. Consolidated assets are presented using GAAP measurement methods, which may include fair

value, credit impairment or other adjustments, and therefore in some instances will differ from Total VIE assets. On the consolidated balance sheet, we separately disclose the consolidated assets of certain VIEs that can only be used to settle the liabilities of those VIEs.

(in millions)	00000000 Total VIE assets	00000000 Consolidated assets	00000000 Third party liabilities	00000000 Noncontrolling interests	00000000 Carrying value Net assets
September 30, 2011					
Secured borrowings:					
Municipal tender option bond securitizations	\$ 13,202	10,662	(9,748)	-	914
Commercial real estate loans	1,352	1,352	(1,277)	-	75
Residential mortgage securitizations	607	541	(385)	-	156
Total secured borrowings	15,161	12,555	(11,410)	-	1,145
Consolidated VIEs:					
Nonconforming residential mortgage loan securitizations	12,044	10,901	(5,039)	-	5,862
Multi-seller commercial paper conduit	2,972	2,972	(3,077)	-	(105)
Auto loan securitizations	202	202	(184)	-	18
Structured asset finance	79	79	(19)	-	60
Investment funds	2,244	2,244	(52)	(12)	2,180
Other	2,381	2,317	(1,535)	(43)	739
Total consolidated VIEs	19,922	18,715	(9,906)	(55)	8,754
Total secured borrowings and consolidated VIEs	\$ 35,083	31,270	(21,316)	(55)	9,899
December 31, 2010					
Secured borrowings:					
Municipal tender option bond securitizations	\$ 10,687	7,874	(7,779)	-	95
Auto loan securitizations	154	154	-	-	154
Commercial real estate loans	1,321	1,321	(1,272)	-	49
Residential mortgage securitizations	700	618	(436)	-	182
Total secured borrowings	12,862	9,967	(9,487)	-	480
Consolidated VIEs:					
Nonconforming residential mortgage loan securitizations	14,518	13,529	(6,723)	-	6,806
Multi-seller commercial paper conduit	3,197	3,197	(3,279)	-	(82)
Auto loan securitizations	1,010	1,010	(955)	-	55
Structured asset finance	146	146	(21)	(11)	114
Investment funds	1,197	1,197	(54)	(14)	1,129
Other (1)	2,938	2,836	(1,724)	(69)	1,043
Total consolidated VIEs	23,006	21,915	(12,756)	(94)	9,065
Total secured borrowings and consolidated VIEs	\$ 35,868	31,882	(22,243)	(94)	9,545

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(1) Revised to correct previously reported amounts.

In addition to the transactions included in the table above, at September 30, 2011, we had issued approximately \$6.0 billion of private placement debt financing through a consolidated VIE. The issuance is classified as long-term debt in our consolidated financial statements. At September 30, 2011, we had pledged approximately \$6.4 billion in loans (principal and interest eligible to be capitalized), \$331 million in securities available for sale and \$50 million in cash and cash equivalents to collateralize the VIE's borrowings. Such assets were not transferred to the VIE and accordingly we have excluded the VIE from the previous table.

We have raised financing through the securitization of certain financial assets in transactions with VIEs accounted for as secured borrowings. We also consolidate VIEs where we are the primary beneficiary. In certain transactions other than the multi-seller commercial paper conduit, we provide contractual support in the form of limited recourse and liquidity to facilitate the remarketing of short-term securities issued to third party investors. Other than this limited contractual support, the assets of the VIEs are the sole source of repayment of the securities held by third parties. The liquidity support we provide to the multi-seller commercial paper conduit ensures timely repayment

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Note 7: Securitizations and Variable Interest Entities (continued)

of commercial paper issued by the conduit and is described further below.

NONCONFORMING RESIDENTIAL MORTGAGE LOAN SECURITIZATIONS We have consolidated certain of our nonconforming residential mortgage loan securitizations in accordance with consolidation accounting guidance. We have determined we are the primary beneficiary of these securitizations because we have the power to direct the most significant activities of the entity through our role as primary servicer and also hold variable interests that we have determined to be significant. The nature of our variable interests in these entities may include beneficial interests issued by the VIE, mortgage servicing rights and recourse or repurchase reserve liabilities. The beneficial interests issued by the VIE that we hold include either subordinate or senior securities held in an amount that we consider potentially significant.

MULTI-SELLER COMMERCIAL PAPER CONDUIT We administer a multi-seller asset-based commercial paper conduit that finances certain client transactions. This conduit is a bankruptcy remote entity that makes loans to, or purchases certificated interests, generally from SPEs, established by our clients (sellers) and which are secured by pools of financial assets. The conduit funds itself through the issuance of highly rated commercial paper to third party investors. The primary source of repayment of the commercial paper is the cash flows from the conduit's assets or the re-issuance of commercial paper upon maturity. The conduit's assets are structured with deal-specific credit enhancements generally in the form of overcollateralization provided by the seller, but may also include subordinated interests, cash reserve accounts, third party credit support facilities and excess spread capture. The timely repayment of the commercial paper is further supported by asset-specific liquidity facilities in the form of liquidity asset purchase agreements that we provide. Each facility is equal to 102% of the conduit's funding commitment to a client. The aggregate amount of liquidity must be equal to or greater than all the commercial paper issued by the conduit. At the discretion of the administrator, we may be required to purchase assets from the conduit at par value plus accrued interest or discount on the related commercial paper, including situations where the conduit is unable to issue commercial paper. Par value may be different from fair value.

We receive fees in connection with our role as administrator and liquidity provider. We may also receive fees related to the structuring of the conduit's transactions. In 2010, the conduit terminated its subordinated note to a third party investor and repaid all amounts due under the terms of the note agreement. We are the primary beneficiary of the conduit because we have power over the significant activities of the conduit and have a significant variable interest due to our liquidity arrangement.

INVESTMENT FUNDS We have consolidated certain of our investment funds where we manage the assets of the fund and our interests absorb a majority of the funds' variability. In third quarter 2011, we redeemed our interest in an unconsolidated investment fund and placed the assets received upon redemption

into new VIEs. We consolidate these VIEs because we have discretion over the management of the assets and are the sole investor in these funds.

Table of Contents**Note 8: Mortgage Banking Activities**

Mortgage banking activities, included in the Community Banking and Wholesale Banking operating segments, consist of residential and commercial mortgage originations and servicing.

We apply the fair value method to substantially all of our residential MSRs and apply the amortization method to all commercial and some residential MSRs. The changes in MSRs measured using the fair value method were:

(in millions)	Quarter ended Sept. 30,		Nine months ended Sept. 30,	
	2011	2010	2011	2010
Fair value, beginning of period	\$ 14,778	13,251	14,467	16,004
Adjustments from adoption of consolidation accounting guidance	-	-	-	(118)
Servicing from securitizations or asset transfers	744	1,043	2,746	3,040
Net additions	744	1,043	2,746	2,922
Changes in fair value:				
Due to changes in valuation model inputs or assumptions (1)	(2,640)	(1,132)	(3,216)	(4,570)
Other changes in fair value (2)	(510)	(676)	(1,625)	(1,870)
Total changes in fair value	(3,150)	(1,808)	(4,841)	(6,440)
Fair value, end of period	\$ 12,372	12,486	12,372	12,486

(1) Principally reflects changes in discount rates and prepayment speed assumptions, mostly due to changes in interest rates, and costs to service, including delinquency and foreclosure costs.

(2) Represents changes due to collection/realization of expected cash flows over time.

The changes in amortized MSRs were:

(in millions)	Quarter ended Sept. 30,		Nine months ended Sept. 30,	
	2011	2010	2011	2010
Balance, beginning of period	\$ 1,432	1,037	1,422	1,119
Adjustments from adoption of consolidation accounting guidance	-	-	-	(5)
Purchases	21	14	102	22
Servicing from securitizations or asset transfers	50	18	106	46
Amortization	(66)	(56)	(193)	(169)
Balance, end of period (1)	1,437	1,013	1,437	1,013
Valuation allowance:				

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Balance, beginning of period	(10)	-	(3)	-
Provision for MSR in excess of fair value	(30)	-	(37)	-
Balance, end of period (2)	(40)	-	(40)	-
Amortized MSRs, net	\$ 1,397	1,013	1,397	1,013
Fair value of amortized MSRs:				
Beginning of period	\$ 1,805	1,307	1,812	1,261
End of period (3)	1,759	1,349	1,759	1,349

- (1) Includes \$367 million in residential amortized MSRs at September 30, 2011. The September 30, 2010, balance is all commercial amortized MSRs. For the third quarter and first nine months of 2011, the residential MSR amortization was \$(13) million and \$(34) million, respectively.
- (2) Commercial amortized MSRs are evaluated for impairment purposes by the following risk strata: agency (GSEs) and non-agency. There was no valuation allowance recorded for the periods presented on the commercial amortized MSRs. Residential amortized MSRs are evaluated for impairment purposes by the following risk strata: Mortgages sold to GSEs (FHLMC and FNMA) and mortgages sold to GNMA, each by interest rate stratifications. A valuation allowance of \$40 million was recorded on the residential amortized MSRs at September 30, 2011.
- (3) Includes fair value of \$330 million in residential amortized MSRs and \$1,429 million in commercial amortized MSRs at September 30, 2011.

Table of Contents**Note 8: Mortgage Banking Activities (continued)**

We present the components of our managed servicing portfolio in the following table at unpaid principal balance for loans serviced and subserviced for others and at book value for owned loans serviced.

(in billions)	Sept. 30, 2011	Dec. 31, 2010
Residential mortgage servicing:		
Serviced for others	\$ 1,457	1,429
Owned loans serviced	349	371
Subservicing	8	9
Total residential servicing	1,814	1,809
Commercial mortgage servicing:		
Serviced for others	401	408
Owned loans serviced	104	99
Subservicing	14	13
Total commercial servicing	519	520
Total managed servicing portfolio	\$ 2,333	2,329
Total serviced for others	\$ 1,858	1,837
Ratio of MSRs to related loans serviced for others	0.74 %	0.86

The components of mortgage banking noninterest income were:

(in millions)	Quarter ended Sept. 30,		Nine months ended Sept. 30,	
	2011	2010	2011	2010
Servicing income, net:				
Servicing fees:				
Contractually specified servicing fees	\$ 1,153	1,160	3,473	3,421
Late charges	64	100	233	278
Ancillary fees	104	111	267	328
Unreimbursed direct servicing costs (1)	(292)	(179)	(705)	(559)

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Net servicing fees	1,029	1,192	3,268	3,468
Changes in fair value of MSRs carried at fair value:				
Due to changes in valuation model inputs or assumptions (2)	(2,640)	(1,132)	(3,216)	(4,570)
Other changes in fair value (3)	(510)	(676)	(1,625)	(1,870)
Total changes in fair value of MSRs carried at fair value	(3,150)	(1,808)	(4,841)	(6,440)
Amortization	(66)	(56)	(193)	(169)
Provision for MSRs in excess of fair value	(30)	-	(37)	-
Net derivative gains from economic hedges (4)	3,247	1,188	4,576	6,241
Total servicing income, net	1,030	516	2,773	3,100
Net gains on mortgage loan origination/sales activities	803	1,983	2,695	3,880
Total mortgage banking noninterest income	\$ 1,833	2,499	5,468	6,980
Market-related valuation changes to MSRs, net of hedge results (2) + (4)	\$ 607	56	1,360	1,671

- (1) Primarily associated with foreclosure expenses and other interest costs.
- (2) Principally reflects changes in discount rates and prepayment speed assumptions, mostly due to changes in interest rates and costs to service, including delinquency and foreclosure costs.
- (3) Represents changes due to collection/realization of expected cash flows over time.
- (4) Represents results from free-standing derivatives (economic hedges) used to hedge the risk of changes in fair value of MSRs. See Note 12 Free-Standing Derivatives for additional discussion and detail.

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The table below summarizes the changes in our liability for mortgage loan repurchase losses. This liability is in Accrued expenses and other liabilities in our consolidated financial statements and the provision for repurchase losses reduces net gains on mortgage loan origination/sales activities. Because the level of mortgage loan repurchase losses depends upon economic factors, investor demand strategies and other external conditions that may change over the life of the underlying loans, the level of the liability for mortgage loan repurchase losses is difficult to estimate and requires considerable management judgment. We maintain regular contact with the GSEs and other significant investors to monitor and address their repurchase demand practices and concerns. Because of the uncertainty in the various estimates underlying the mortgage repurchase liability, there is a range of losses in excess of the recorded mortgage repurchase liability that are reasonably possible. The estimate of the range of possible loss for representations and warranties does not represent a probable loss, and is based on currently available information, significant judgment, and a number of assumptions that are subject to change. The high end of this range of reasonably possible losses in excess of our recorded liability was \$1.9 billion at September 30, 2011, and was determined based upon modifying the assumptions utilized in our best estimate of probable loss to reflect what we believe to be the high end of reasonably possible adverse assumptions.

(in millions)	2011	Quarter ended Sept. 30, 2010	2011	Nine months ended Sept. 30, 2010
Balance, beginning of period	\$ 1,188	1,375	1,289	1,033
Provision for repurchase losses:				
Loan sales	19	29	74	109
Change in estimate primarily due to credit deterioration	371	341	807	1,045
Total additions	390	370	881	1,154
Losses	(384)	(414)	(976)	(856)
Balance, end of period	\$ 1,194	1,331	1,194	1,331

Table of Contents**Note 9: Intangible Assets**

The gross carrying value of intangible assets and accumulated amortization was:

(in millions)	Gross carrying value	September 30, 2011		Gross carrying value	December 31, 2010	
		Accumulated amortization	Net carrying value		Accumulated amortization	Net carrying value
Amortized intangible assets (1):						
MSRs (2)	\$ 2,301	(904)	1,397	2,131	(712)	1,419
Core deposit intangibles	15,079	(7,374)	7,705	15,133	(6,229)	8,904
Customer relationship and other intangibles	3,136	(1,445)	1,691	3,077	(1,230)	1,847
Total amortized intangible assets	\$ 20,516	(9,723)	10,793	20,341	(8,171)	12,170
Unamortized intangible assets:						
MSRs (carried at fair value) (2)	\$ 12,372			14,467		
Goodwill	25,038			24,770		
Trademark	14			14		

(1) Excludes fully amortized intangible assets.

(2) See Note 8 for additional information on MSRs.

We based our projections of amortization expense shown below on existing asset balances at September 30, 2011. Future amortization expense may vary from these projections.

The following table provides the current year and estimated future amortization expense for amortized intangible assets.

(in millions)	Amortized MSRs	Core deposit intangibles	Customer relationship and other intangibles	Total
Nine months ended September 30, 2011 (actual)	\$ 193	1,200	219	1,612
Estimate for the remainder of 2011	\$ 78	393	74	545
Estimate for year ended December 31,				
2012	270	1,396	281	1,947
2013	214	1,241	259	1,714
2014	181	1,113	243	1,537
2015	162	1,022	220	1,404
2016	124	919	206	1,249

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For our goodwill impairment analysis, we allocate all of the goodwill to the individual operating segments. We identify reporting units that are one level below an operating segment (referred to as a component), and distinguish these reporting units based on how the segments and components are managed, taking into consideration the economic characteristics, nature of

the products and customers of the components. We allocate goodwill to reporting units based on relative fair value, using certain performance metrics. See Note 17 for further information on management reporting.

The following table shows the allocation of goodwill to our operating segments for purposes of goodwill impairment testing.

(in millions)	Community Banking	Wholesale Banking	Wealth, Brokerage and Retirement	Consolidated Company
December 31, 2009	\$ 17,974	6,465	373	24,812
Goodwill from business combinations	-	19	-	19
September 30, 2010	\$ 17,974	6,484	373	24,831
December 31, 2010	\$ 17,922	6,475	373	24,770
Reduction in goodwill related to divested businesses	-	(6)	-	(6)
Goodwill from business combinations	-	274	-	274
September 30, 2011	\$ 17,922	6,743	373	25,038

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Guarantees are contracts that contingently require us to make payments to a guaranteed party based on an event or a change in an underlying asset, liability, rate or index. Guarantees are generally in the form of standby letters of credit, securities lending and other indemnifications, liquidity agreements,

written put options, recourse obligations, residual value guarantees, and contingent consideration. The following table shows carrying value, maximum exposure to loss on our guarantees and the amount with a higher risk of performance.

	September 30, 2011			December 31, 2010		
	Carrying value	Maximum exposure to loss	Non- investment grade	Carrying value	Maximum exposure to loss	Non- investment grade
(in millions)						
Standby letters of credit	\$ 98	40,139	19,463	142	42,159	19,596
Securities lending and other indemnifications	18	3,653	839	45	13,645	3,993
Liquidity agreements (1)	-	2	2	-	49	1
Written put options (1)(2)	1,560	7,639	2,463	747	8,134	2,615
Loans and MHFS sold with recourse	116	5,726	3,931	119	5,474	3,564
Residual value guarantees	8	197	-	8	197	-
Contingent consideration	30	116	115	23	118	116
Other guarantees	5	481	3	-	73	-
Total guarantees	\$ 1,835	57,953	26,816	1,084	69,849	29,885

(1) Certain of these agreements included in this table are related to off-balance sheet entities and, accordingly, are also disclosed in Note 7.

(2) Written put options, which are in the form of derivatives, are also included in the derivative disclosures in Note 12.

Maximum exposure to loss and Non-investment grade are required disclosures under GAAP. Non-investment grade represents those guarantees on which we have a higher risk of being required to perform under the terms of the guarantee. If the underlying assets under the guarantee are non-investment grade (that is, an external rating that is below investment grade or an internal credit default grade that is equivalent to a below investment grade external rating), we consider the risk of performance to be high. Internal credit default grades are determined based upon the same credit policies that we use to evaluate the risk of payment or performance when making loans and other extensions of credit. These credit policies are further described in Note 5.

Maximum exposure to loss represents the estimated loss that would be incurred under an assumed hypothetical circumstance, despite what we believe is its extremely remote possibility, where the value of our interests and any associated collateral declines to zero, without any consideration of recovery or offset from any economic hedges. Accordingly, this required disclosure is not an indication of expected loss. We believe the carrying value, which is either fair value for derivative related products or the allowance for lending related commitments, is more representative of our exposure to loss than maximum exposure to loss.

STANDBY LETTERS OF CREDIT We issue standby letters of credit, which include performance and financial guarantees, for customers in connection with contracts between our customers and third parties. Standby letters of credit are agreements where we are obligated to make payment to a third party on behalf of a customer in the event the customer fails to meet their contractual obligations. We consider the credit risk in standby letters of credit and commercial and similar letters of credit in determining the allowance for credit losses.

SECURITIES LENDING AND OTHER INDEMNIFICATIONS As a securities lending agent, we lend securities from participating institutional clients' portfolios to third-party borrowers. We indemnify our clients against default by the borrower in returning these lent

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securities. This indemnity is supported by collateral received from the borrowers. Collateral is generally in the form of cash or highly liquid securities that are marked to market daily. There was \$3.8 billion at September 30, 2011, and \$14.0 billion at December 31, 2010, in collateral supporting loaned securities with values of \$3.7 billion and \$13.6 billion, respectively.

We enter into other types of indemnification agreements in the ordinary course of business under which we agree to indemnify third parties against any damages, losses and expenses incurred in connection with legal and other proceedings arising from relationships or transactions with us. These relationships or transactions include those arising from service as a director or officer of the Company, underwriting agreements relating to our securities, acquisition agreements and various other business transactions or arrangements. Because the extent of our obligations under these agreements depends entirely upon the occurrence of future events, we are unable to determine our potential future liability under these agreements. We do, however, record a liability for residential mortgage loans that we may have to repurchase pursuant to various representations and warranties. See Note 8 for additional information on the liability for mortgage loan repurchase losses.

LIQUIDITY AGREEMENTS We provide liquidity facilities on all commercial paper issued by the conduit we administer. We also provide liquidity to certain off-balance sheet entities that hold securitized fixed-rate municipal bonds and consumer or

Table of Contents**Note 10: Guarantees, Pledged Assets and Collateral (continued)**

commercial assets that are partially funded with the issuance of money market and other short-term notes. See Note 7 for additional information on these arrangements.

WRITTEN PUT OPTIONS Written put options are contracts that give the counterparty the right to sell to us an underlying instrument held by the counterparty at a specified price, and include options, floors, caps and credit default swaps. These written put option contracts generally permit net settlement. While these derivative transactions expose us to risk in the event the option is exercised, we manage this risk by entering into offsetting trades or by taking short positions in the underlying instrument. We offset substantially all put options written to customers with purchased options. Additionally, for certain of these contracts, we require the counterparty to pledge the underlying instrument as collateral for the transaction. Our ultimate obligation under written put options is based on future market conditions and is only quantifiable at settlement. See Note 7 for additional information regarding transactions with VIEs and Note 12 for additional information regarding written derivative contracts.

LOANS AND MHFS SOLD WITH RECOURSE In certain loan sales or securitizations, we provide recourse whereby we are required to indemnify the buyer for any loss on the loan up to par value plus accrued interest. We provide recourse, predominantly to the GSEs, on loans sold under various programs and arrangements. Primarily all of these programs and arrangements require that we share in the loans' credit exposure for their remaining life by providing recourse to the GSE in the event of borrower default, up to 33.33% of actual losses incurred on a pro-rata basis. Under the remaining recourse programs and arrangements, if certain events occur within a specified period of time from transfer date, we have to provide limited recourse to the buyer to indemnify them for losses incurred for the remaining life of the loans. The maximum exposure to loss reported in the accompanying table represents the outstanding principal balance of the loans sold or securitized that are subject to recourse provisions or the maximum losses per the contractual agreements. However, we believe, the likelihood of loss of the entire balance due to these recourse agreements is remote and amounts paid can be recovered in whole or in part from the sale of collateral. In third quarter 2011, we repurchased \$11 million of loans associated with these agreements. We also provide representation and warranty guarantees on loans sold under the various recourse programs and arrangements. Our loss exposure relative to these guarantees is separately considered and provided for, as necessary, in determination of our liability for loan repurchases due to breaches of representations and warranties. See Note 8 for additional information on the liability for mortgage loan repurchase losses.

RESIDUAL VALUE GUARANTEES We have provided residual value guarantees as part of certain leasing transactions of corporate assets. At September 30, 2011, the only remaining residual value guarantee is related to a leasing transaction on certain corporate buildings. The lessors in these leases are

generally large financial institutions or their leasing subsidiaries. These guarantees protect the lessor from loss on sale of the related asset at the end of the lease term. To the extent that a sale of the leased assets results in proceeds less than a stated percent (generally 80% to 89%) of the asset's cost, we would be required to reimburse the lessor under our guarantee.

CONTINGENT CONSIDERATION In connection with certain brokerage, asset management, insurance agency and other acquisitions we have made, the terms of the acquisition agreements provide for deferred payments or additional consideration, based on certain performance targets.

We have entered into various contingent performance guarantees through credit risk participation arrangements. Under these agreements, if a customer defaults on its obligation to perform under certain credit agreements with third parties, we will be required to make payments to the third parties.

Pledged Assets and Collateral

As part of our liquidity management strategy, we pledge assets to secure trust and public deposits, borrowings from the FHLB and FRB and for other purposes as required or permitted by law. The following table provides pledged loans and securities available for sale where the secured party does not have the right to sell or repledge the collateral. At September 30, 2011, and December 31, 2010, we did not pledge any loans or securities available for sale where the secured party has the right to sell or repledge the collateral. The table excludes pledged assets related to VIEs, which can only be used to settle the liabilities of those entities. See Note 7 for additional information on consolidated VIE assets.

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	00000000	00000000
(in millions)	Sept. 30, 2011	Dec. 31, 2010
Securities available for sale	\$ 80,354	94,212
Loans	314,707	312,602
Total	\$ 395,061	406,814

We also pledge certain financial instruments that we own to collateralize repurchase agreements and other securities financings. The types of collateral we pledge include securities issued by federal agencies, government-sponsored entities (GSEs), and domestic and foreign companies. We pledged \$25.5 billion at September 30, 2011, and \$27.3 billion at December 31, 2010, under agreements that permit the secured parties to sell or repledge the collateral. Pledged collateral where the secured party cannot sell or repledge was \$3.8 billion and \$5.9 billion at the same period ends, respectively.

We receive collateral from other entities under resale agreements and securities borrowings. We received \$21.2 billion at September 30, 2011, and \$22.5 billion at December 31, 2010, for which we have the right to sell or repledge the collateral. These amounts include securities we have sold or repledged to others with a fair value of \$19.6 billion at September 30, 2011, and \$14.6 billion at December 31, 2010.

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Note 11: Legal Actions

The following supplements our discussion of certain matters previously reported in Part I, Item 3 (Legal Proceedings) of our Annual Report on Form 10-K for the year ended December 31, 2010 and in Part II, Item 1 (Legal Proceedings) of our Quarterly Reports on Form 10-Q for the periods ended March 31, 2011 and June 30, 2011.

ELAVON LITIGATION The parties have agreed to settle the case. Payment will occur upon final documentation of the settlement. The settlement was accounted for in prior periods and will not have an adverse effect on the Company's consolidated financial position.

ERISA LITIGATION The U.S. District Court for the District of Minnesota granted final approval of the \$17.5 million settlement in *Figas v. Wells Fargo & Company, et al.*, on August 9, 2011.

The U. S. District Court for the Western District of North Carolina granted final approval of the \$12.4 million settlement in *In re Wachovia Corporation ERISA Litigation* on October 24, 2011.

ILLINOIS ATTORNEY GENERAL LITIGATION On October 26, 2011 the Illinois Court issued an order granting, in part, and denying, in part, Wells Fargo's motion to dismiss. The Court dismissed Wells Fargo & Company as a party and dismissed Count III of the complaint, which alleged violations of the Illinois Fair Lending Act. The Court denied the remainder of the motion to dismiss.

IN RE WELLS FARGO MORTGAGE-BACKED CERTIFICATES LITIGATION On May 27, 2011, Wells Fargo and the plaintiffs agreed to settle the matter captioned *In re Wells Fargo Mortgage-Backed Securities Litigation* for \$125 million. On July 26, 2011, the Court entered an order preliminarily approving the settlement. The hearing on final approval of the settlement took place on October 27, 2011, and we await the Court's ruling. Some class members have opted out of the settlement, with the most significant being the Federal National Mortgage Association (Fannie Mae), the Federal Home Loan Mortgage Corporation (Freddie Mac) and American International Group, Inc.

On April 20, 2011, a case captioned *Federal Home Loan of Boston v. Ally Financial, Inc., et al.*, was filed in the Superior Court of the Commonwealth of Massachusetts for the County of Suffolk. The case names, among a large number of parties, Wells Fargo & Company, Wells Fargo Asset Securitization Corporation and Wells Fargo Bank, National Association as parties and contains allegations substantially similar to the cases filed by the other Federal Home Loan Banks.

On April 28, 2011, a case captioned *The Union Central Life Insurance Company, et al. v. Credit Suisse First Boston Securities Corp., et al.*, was filed in the U.S. District Court for the Southern District of New York. Among other defendants, it names Wells Fargo Asset Securitization Corporation and Wells Fargo Bank, National Association. The case asserts various state law fraud claims and claims for violations of sections 10(b) and

20(a) of the Securities Exchange Act of 1934 on behalf of three insurance companies, relating to offerings of mortgage-backed securities from 2005 through 2007.

In addition, there are other cases involving other issuers of mortgage-backed certificates where Wells Fargo may have indemnity obligations because the pools of mortgages backing the certificates contain mortgages originated by Wells Fargo.

LE-NATURE S, INC. The Le-Nature's cases have settled for the total sum of \$95 million. The settlement was accounted for in prior periods and payment did not have an adverse effect on Wells Fargo's consolidated financial position.

MEDICAL CAPITAL CORPORATION LITIGATION Wells Fargo Bank, N.A. served as indenture trustee for debt issued by affiliates of Medical Capital Corporation, which was placed in receivership at the request of the Securities and Exchange Commission in August 2009. Since September 2009, Wells Fargo has been named as a defendant in various class and mass actions brought by holders of Medical Capital Corporation's debt, alleging that Wells Fargo breached contractual and other legal obligations owed to them and seeking unspecified damages.

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The actions have been consolidated in the United States District Court for the Central District of California. On July 26, 2011, the District Court certified a class consisting of holders of notes issued by affiliates of Medical Capital Corporation and, on October 18, 2011, the Ninth Circuit Court of Appeals denied a petition seeking to appeal the class certification order.

MUNICIPAL DERIVATIVES BID PRACTICES INVESTIGATION The plaintiffs and Wells Fargo agreed to settle the *In re Municipal Derivatives Antitrust Litigation* on October 21, 2011. The settlement is subject to court approval and, if approved, will result in Wells Fargo paying an amount equal to the greater of \$37 million or 65% of the restitution amount of a future settlement, if any, with the various state Attorneys General of their investigation of Wachovia.

OUTLOOK The Company establishes a liability for contingent litigation losses when it determines that a potential loss is both probable and estimable. In addition, for significant matters, the Company determines a range of potential loss that is reasonably possible. The high end of the range of reasonably possible potential litigation losses in excess of the Company's liability for probable and estimable losses was \$1.6 billion as of September 30, 2011. For these matters and others where an unfavorable outcome is reasonably possible but not probable, there may be a range of possible losses in excess of the established liability that cannot be estimated. Based on information currently available, advice of counsel, available insurance coverage and established reserves, Wells Fargo believes that the eventual outcome of the actions against Wells Fargo and/or its subsidiaries, including the matters described above, will not, individually or in the aggregate, have a material adverse effect on Wells Fargo's consolidated financial position.

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Note 11: Legal Actions (continued)

However, in the event of unexpected future developments, it is possible that the ultimate resolution of those matters, if unfavorable, may be material to Wells Fargo's results of operations for any particular period.

Note 12: Derivatives

We use derivatives to manage exposure to market risk, interest rate risk, credit risk and foreign currency risk, to generate profits from proprietary trading and to assist customers with their risk management objectives. Derivative transactions are measured in terms of the notional amount, but this amount is not recorded on the balance sheet and is not, when viewed in isolation, a meaningful measure of the risk profile of the instruments. The notional amount is generally not exchanged, but is used only as the basis on which interest and other payments are determined.

Our asset/liability management approach to interest rate, foreign currency and certain other risks includes the use of derivatives. Such derivatives are typically designated as fair value or cash flow hedges, or economic hedge derivatives for those that do not qualify for hedge accounting. This helps minimize significant, unplanned fluctuations in earnings, fair values of assets and liabilities, and cash flows caused by interest rate, foreign currency and other market value volatility. This approach involves modifying the repricing characteristics of certain assets and liabilities so that changes in interest rates, foreign currency and other exposures do not have a significantly adverse effect on the net interest margin, cash flows and earnings. As a result of fluctuations in these exposures, hedged assets and liabilities will gain or lose market value. In a fair value or economic hedge, the effect of this unrealized gain or loss will generally be offset by the gain or loss on the derivatives linked to the hedged assets and liabilities. In a cash flow hedge, where we manage the variability of cash payments due to interest rate fluctuations by the effective use of derivatives linked to hedged assets and liabilities, the unrealized gain or loss on the derivatives or the hedged asset or liability is generally not reflected in earnings.

We also offer various derivatives, including interest rate, commodity, equity, credit and foreign exchange contracts, to our customers but usually offset our exposure from such contracts by purchasing other financial contracts. The customer accommodations and any offsetting financial contracts are treated as free-standing derivatives. Free-standing derivatives also include derivatives we enter into for risk management that do not otherwise qualify for hedge accounting, including economic hedge derivatives. To a lesser extent, we take positions based on market expectations or to benefit from price differentials between financial instruments and markets. Additionally, free-standing derivatives include embedded derivatives that are required to be accounted for separately from their host contracts.

The following table presents the total notional or contractual amounts and fair values for derivatives designated as qualifying hedge contracts, which are used as asset/liability management hedges, and free-standing derivatives (economic hedges) not designated as hedging instruments that are recorded on the balance sheet in other assets or other liabilities. Customer accommodation, trading and other free-standing derivatives are recorded on the balance sheet at fair value in trading assets or other liabilities.

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(in millions)	Notional or contractual amount	September 30, 2011		Notional or contractual amount	December 31, 2010	
		Asset derivatives	Liability derivatives		Asset derivatives	Liability derivatives
Qualifying hedge contracts						
Interest rate contracts (1)	\$ 92,233	8,760	2,739	110,314	7,126	1,614
Foreign exchange contracts	21,953	1,405	694	25,904	1,527	727
Total derivatives designated as qualifying hedging instruments		10,165	3,433		8,653	2,341
Derivatives not designated as hedging instruments						
Free-standing derivatives (economic hedges):						
Interest rate contracts (2)	384,256	2,194	1,888	408,563	2,898	2,625
Equity contracts	-	-	-	176	-	46
Foreign exchange contracts	6,356	318	7	5,528	23	53
Credit contracts - protection purchased	127	4	-	396	80	-
Other derivatives	2,496	-	130	2,538	-	35
Subtotal		2,516	2,025		3,001	2,759
Customer accommodation, trading and other free-standing derivatives:						
Interest rate contracts	2,969,432	82,329	84,414	2,809,387	58,225	59,329
Commodity contracts	87,328	4,871	4,318	83,114	4,133	3,918
Equity contracts	69,697	3,424	3,047	73,278	3,272	3,450
Foreign exchange contracts	166,581	3,917	3,392	110,889	2,800	2,682
Credit contracts - protection sold	42,664	278	6,289	47,699	605	5,826
Credit contracts - protection purchased	40,576	4,713	251	44,776	4,661	588
Other derivatives	-	-	-	190	8	-
Subtotal		99,532	101,711		73,704	75,793
Total derivatives not designated as hedging instruments		102,048	103,736		76,705	78,552
Total derivatives before netting		112,213	107,169		85,358	80,893
Netting (3)		(83,622)	(92,208)		(63,469)	(70,009)
Total	\$	28,591	14,961		21,889	10,884

- (1) Notional amounts presented exclude \$18.6 billion at September 30, 2011, and \$20.9 billion at December 31, 2010, of basis swaps that are combined with receive fixed-rate/pay floating-rate swaps and designated as one hedging instrument.
- (2) Includes free-standing derivatives (economic hedges) used to hedge the risk of changes in the fair value of residential MSRs, MHFS and other interests held.
- (3) Represents netting of derivative asset and liability balances, and related cash collateral, with the same counterparty subject to master netting arrangements. The amount of cash collateral netted against derivative assets and liabilities was \$7.0 billion and \$15.6 billion, respectively, at September 30, 2011, and \$5.5 billion and \$12.1 billion, respectively, at December 31, 2010.

Table of Contents**Note 12: Derivatives (continued)****Fair Value Hedges**

We use interest rate swaps to convert certain of our fixed-rate long-term debt and CDs to floating rates to hedge our exposure to interest rate risk. We also enter into cross-currency swaps, cross-currency interest rate swaps and forward contracts to hedge our exposure to foreign currency risk and interest rate risk associated with the issuance of non-U.S. dollar denominated long-term debt. In addition, we use interest rate swaps and forward contracts to hedge against changes in fair value of certain investments in available-for-sale debt securities due to changes in interest rates, foreign currency rates, or both. We also use interest rate swaps to hedge against changes in fair value for certain mortgages held for sale. The entire derivative gain or loss is included in the assessment of hedge effectiveness for all fair value hedge relationships, except for those involving foreign-currency denominated securities available for sale and long-term debt hedged with foreign currency forward derivatives for which

the component of the derivative gain or loss related to the changes in the difference between the spot and forward price is excluded from the assessment of hedge effectiveness.

We use statistical regression analysis to assess hedge effectiveness, both at inception of the hedging relationship and on an ongoing basis. The regression analysis involves regressing the periodic change in fair value of the hedging instrument against the periodic changes in fair value of the asset or liability being hedged due to changes in the hedged risk(s). The assessment includes an evaluation of the quantitative measures of the regression results used to validate the conclusion of high effectiveness.

The following table shows the net gains (losses) recognized in the income statement related to derivatives in fair value hedging relationships.

(in millions)	Interest rate contracts hedging:		Foreign exchange contracts hedging:		Total net gains (losses) on fair value hedges	
	Securities available for sale	Mortgages held for sale	Long-term debt	Securities available for sale Long-term debt		
Quarter ended September 30, 2011						
Gains (losses) recorded in net interest income	\$ (123)	-	413	(4)	104	390
Gains (losses) recorded in noninterest income						
Recognized on derivatives	(1,163)	(20)	2,651	44	(1,118)	394
Recognized on hedged item	1,166	17	(2,477)	(45)	1,151	(188)
Recognized on fair value hedges (ineffective portion) (1)	\$ 3	(3)	174	(1)	33	206
Quarter ended September 30, 2010						
Gains (losses) recorded in net interest income	\$ (93)	-	550	-	98	555
Gains (losses) recorded in noninterest income						
Recognized on derivatives	(443)	-	1,168	111	2,090	2,926
Recognized on hedged item	462	-	(1,110)	(112)	(2,133)	(2,893)
Recognized on fair value hedges (ineffective portion) (1)	\$ 19	-	58	(1)	(43)	33
Nine months ended September 30, 2011						
Gains (losses) recorded in net interest income	\$ (336)	-	1,264	(8)	299	1,219

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Gains (losses) recorded in noninterest income						
Recognized on derivatives	(1,274)	(20)	2,742	90	477	2,015
Recognized on hedged item	1,208	17	(2,564)	(96)	(478)	(1,913)
Recognized on fair value hedges (ineffective portion) (1)	\$ (66)	(3)	178	(6)	(1)	102
Nine months ended September 30, 2010						
Gains (losses) recorded in net interest income	\$ (281)	-	1,608	(2)	282	1,607
Gains (losses) recorded in noninterest income						
Recognized on derivatives	(1,211)	-	3,444	300	(815)	1,718
Recognized on hedged item	1,247	-	(3,253)	(301)	799	(1,508)
Recognized on fair value hedges (ineffective portion) (1)	\$ 36	-	191	(1)	(16)	210

- (1) The third quarter and first nine months of 2011 included \$20 million and \$50 million, respectively, and the third quarter and first nine months of 2010 included \$(1) million and nil, respectively, of gains (losses) on forward derivatives hedging foreign currency securities available for sale and long-term debt, representing the portion of derivatives gains (losses) excluded from the assessment of hedge effectiveness (time value).

Table of Contents**Cash Flow Hedges**

We hedge floating-rate debt against future interest rate increases by using interest rate swaps, caps, floors and futures to limit variability of cash flows due to changes in the benchmark interest rate. We also use interest rate swaps and floors to hedge the variability in interest payments received on certain floating-rate commercial loans, due to changes in the benchmark interest rate. Gains and losses on derivatives that are reclassified from cumulative OCI to current period earnings are included in the line item in which the hedged item's effect on earnings is recorded. All parts of gain or loss on these derivatives are included in the assessment of hedge effectiveness. We assess hedge effectiveness using regression analysis, both at inception of the hedging relationship and on an ongoing basis. The regression analysis involves regressing the periodic

changes in cash flows of the hedging instrument against the periodic changes in cash flows of the forecasted transaction being hedged due to changes in the hedged risk(s). The assessment includes an evaluation of the quantitative measures of the regression results used to validate the conclusion of high effectiveness.

Based upon current interest rates, we estimate that \$330 million (pre-tax) of deferred net gains on derivatives in OCI at September 30, 2011, will be reclassified as earnings during the next twelve months. Future changes to interest rates may significantly change actual amounts reclassified to earnings. We are hedging our exposure to the variability of future cash flows for all forecasted transactions for a maximum of 7 years for both hedges of floating-rate debt and floating-rate commercial loans.

The following table shows the net gains (losses) recognized related to derivatives in cash flow hedging relationships.

(in millions)	Quarter ended Sept. 30,		Nine months ended Sept. 30,	
	2011	2010	2011	2010
Gains (losses) (after tax) recognized in OCI on derivatives	\$ (63)	241	(146)	590
Gains (pre tax) reclassified from cumulative OCI into net interest income	141	266	454	594
Gains (losses) (pre tax) recognized in noninterest income on derivatives (1)	(4)	(4)	(6)	2

(1) None of the change in value of the derivatives was excluded from the assessment of hedge effectiveness.

Free-Standing Derivatives

We use free-standing derivatives (economic hedges), in addition to debt securities available for sale, to hedge the risk of changes in the fair value of residential MSRMs measured at fair value, certain residential MHFS, derivative loan commitments and other interests held. The resulting gain or loss on these economic hedges is reflected in other income.

The derivatives used to hedge these MSRMs measured at fair value, which include swaps, swaptions, constant maturity mortgages, forwards, Eurodollar and Treasury futures and options contracts, resulted in net derivative gains of \$3.2 billion and \$4.6 billion, respectively, in the third quarter and first nine months of 2011 and net derivative gains of \$1.2 billion and \$6.2 billion, respectively, in the same periods of 2010, which are included in mortgage banking noninterest income. The aggregate fair value of these derivatives was a net asset of \$1.5 billion at September 30, 2011, and a net liability of \$943 million at December 31, 2010. Changes in fair value of debt securities available for sale (unrealized gains and losses) are not included in servicing income, but are reported in cumulative OCI (net of tax) or, upon sale, are reported in net gains (losses) on debt securities available for sale.

Interest rate lock commitments for residential mortgage loans that we intend to sell are considered free-standing derivatives. Our interest rate exposure on these derivative loan commitments, as well as substantially all residential MHFS, is hedged with free-standing derivatives (economic hedges) such as swaps, forwards and options, Eurodollar futures and options, and Treasury futures, forwards and options contracts.

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The commitments, free-standing derivatives and residential MHFS are carried at fair value with changes in fair value included in mortgage banking noninterest income. For the fair value

measurement of interest rate lock commitments we include, at inception and during the life of the loan commitment, the expected net future cash flows related to the associated servicing of the loan. Fair value changes subsequent to inception are based on changes in fair value of the underlying loan resulting from the exercise of the commitment and changes in the probability that the loan will not fund within the terms of the commitment (referred to as a fall-out factor). The value of the underlying loan is affected primarily by changes in interest rates and the passage of time. However, changes in investor demand can also cause changes in the value of the underlying loan value that cannot be hedged. The aggregate fair value of derivative loan commitments in the balance sheet was a net asset of \$266 million at September 30, 2011, and a net liability of \$271 million at December 31, 2010, and is included in the caption Interest rate contracts under Customer accommodation, trading and other free-standing derivatives in the first table in this Note.

We also enter into various derivatives primarily to provide derivative products to customers. To a lesser extent, we take positions based on market expectations or to benefit from price differentials between financial instruments and markets. These derivatives are not linked to specific assets and liabilities in the balance sheet or to forecasted transactions in an accounting hedge relationship and, therefore, do not qualify for hedge accounting. We also enter into free-standing derivatives for risk management that do not otherwise qualify for hedge accounting. They are carried at fair value with changes in fair value recorded as other noninterest income.

Free-standing derivatives also include embedded derivatives that are required to be accounted for separately from their host contract. We periodically issue hybrid long-term notes and CDs where the performance of the hybrid instrument notes is linked

Table of Contents**Note 12: Derivatives (continued)**

to an equity, commodity or currency index, or basket of such indices. These notes contain explicit terms that affect some or all of the cash flows or the value of the note in a manner similar to a derivative instrument and therefore are considered to contain an embedded derivative instrument. The indices on which the performance of the hybrid instrument is calculated are not clearly and closely related to the host debt instrument. The embedded derivative is separated from the host contract and accounted for as a free-standing derivative. Additionally, we may

invest in hybrid instruments that contain embedded derivatives, such as credit derivatives, that are not clearly and closely related to the host contract. In such instances, we either elect fair value option for the hybrid instrument or separate the embedded derivative from the host contract and account for the host contract and derivative separately.

The following table shows the net gains recognized in the income statement related to derivatives not designated as hedging instruments.

(in millions)	Quarter ended Sept. 30,		Nine months ended Sept. 30,	
	2011	2010	2011	2010
Gains (losses) recognized on free-standing derivatives (economic hedges):				
Interest rate contracts (1)				
Recognized in noninterest income:				
Mortgage banking	\$ 277	(267)	528	1,158
Other	(133)	(46)	(153)	(82)
Foreign exchange contracts (2)	267	(82)	(102)	63
Equity contracts (2)	-	-	(5)	-
Credit contracts (2)	(5)	(24)	(13)	(149)
Subtotal	406	(419)	255	990
Gains (losses) recognized on customer accommodation, trading and other free-standing derivatives:				
Interest rate contracts (3)				
Recognized in noninterest income:				
Mortgage banking	1,645	1,512	2,804	4,059
Other	(95)	(322)	195	(157)
Commodity contracts (4)	(25)	56	76	89
Equity contracts (4)	378	(141)	855	308
Foreign exchange contracts (4)	219	98	526	364
Credit contracts (4)	(382)	(20)	(338)	(508)
Other (4)	(4)	18	(5)	(1)
Subtotal	1,736	1,201	4,113	4,154
Net gains recognized related to derivatives not designated as hedging instruments	\$ 2,142	782	4,368	5,144

- (1) Predominantly mortgage banking noninterest income including gains (losses) on the derivatives used as economic hedges of MSR's measured at fair value, interest rate lock commitments and mortgages held for sale.
- (2) Predominantly included in other noninterest income.
- (3) Predominantly mortgage banking noninterest income including gains (losses) on interest rate lock commitments.
- (4) Predominantly included in net gains from trading activities in noninterest income.

Credit Derivatives

We use credit derivatives to manage exposure to credit risk related to lending and investing activity and to assist customers with their risk management objectives. This may include protection sold to offset purchased protection in structured product transactions, as well as liquidity agreements written to special purpose vehicles. The maximum exposure of sold credit derivatives is managed through posted collateral, purchased credit derivatives and similar products in order to achieve our desired credit risk profile. This credit risk management provides an ability to recover a significant portion of any amounts that would be paid under the sold credit derivatives. We would be required to perform under the noted credit derivatives in the event of default by the referenced obligors. Events of default include events such as bankruptcy, capital restructuring or lack of principal and/or interest payment. In certain cases, other triggers may exist, such as the credit downgrade of the referenced obligors or the inability of the special purpose vehicle for which we have provided liquidity to obtain funding.

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The following table provides details of sold and purchased credit derivatives.

(in millions)	Fair value liability	Protection sold (A)	Protection sold - non-investment grade	Protection purchased with identical underlyings (B)	Notional amount		Range of maturities
					Net protection sold (A) - (B)	Other protection purchased	
September 30, 2011							
Credit default swaps on:							
Corporate bonds	\$ 1,317	26,552	15,123	14,498	12,054	10,087	2011-2021
Structured products	3,922	5,377	4,958	4,701	676	2,112	2016-2056
Credit protection on:							
Default swap index	92	3,262	863	2,449	813	681	2011-2017
Commercial mortgage-backed securities index	869	1,797	498	235	1,562	1,326	2049-2052
Asset-backed securities index	77	88	88	8	80	121	2037-2046
Loan deliverable credit default swaps	2	479	461	365	114	261	2012-2016
Other	10	5,109	4,526	133	4,976	3,595	2011-2056
Total credit derivatives	\$ 6,289	42,664	26,517	22,389	20,275	18,183	
December 31, 2010							
Credit default swaps on:							
Corporate bonds	\$ 810	30,445	16,360	17,978	12,467	9,440	2011-2020
Structured products	4,145	5,825	5,246	4,948	877	2,482	2016-2056
Credit protection on:							
Default swap index	12	2,700	909	2,167	533	1,106	2011-2017
Commercial mortgage-backed securities index	717	1,977	612	924	1,053	779	2049-2052
Asset-backed securities index	128	144	144	46	98	142	2037-2046
Loan deliverable credit default swaps	2	481	456	391	90	261	2011-2014
Other	12	6,127	5,348	41	6,086	2,745	2011-2056
Total credit derivatives	\$ 5,826	47,699	29,075	26,495	21,204	16,955	

Protection sold represents the estimated maximum exposure to loss that would be incurred under an assumed hypothetical circumstance, where the value of our interests and any associated collateral declines to zero, without any consideration of recovery or offset from any economic hedges. We believe this hypothetical circumstance to be an extremely remote possibility and accordingly, this required disclosure is not an indication of expected loss. The amounts under non-investment grade represent the notional amounts of those credit derivatives on which we have a higher risk of being required to perform under the terms of the credit derivative and are a function of the underlying assets.

We consider the risk of performance to be high if the underlying assets under the credit derivative have an external rating that is below investment grade or an internal credit default grade that is equivalent thereto. We believe the net protection sold, which is representative of the net notional amount of protection sold and purchased with identical underlyings, in combination with other protection purchased, is more representative of our exposure to loss than either non-investment grade or protection sold. Other protection purchased represents additional protection, which may offset the exposure to loss for protection sold, that was not purchased with an identical underlying of the protection sold.

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Note 12: Derivatives (continued)

Credit-Risk Contingent Features

Certain of our derivative contracts contain provisions whereby if the credit rating of our debt, based on certain major credit rating agencies indicated in the relevant contracts, were to fall below investment grade, the counterparty could demand additional collateral or require termination or replacement of derivative instruments in a net liability position. The aggregate fair value of all derivative instruments with such credit-risk-related contingent features that are in a net liability position was \$13.0 billion at September 30, 2011, and \$12.6 billion at December 31, 2010, respectively, for which we posted \$12.1 billion and \$12.0 billion, respectively, in collateral in the normal course of business. If the credit-risk-related contingent features underlying these agreements had been triggered on September 30, 2011, or December 31, 2010, we would have been required to post additional collateral of \$945 million or \$1.0 billion, respectively, or potentially settle the contract in an amount equal to its fair value.

Counterparty Credit Risk

By using derivatives, we are exposed to counterparty credit risk if counterparties to the derivative contracts do not perform as expected. If a counterparty fails to perform, our counterparty credit risk is equal to the amount reported as a derivative asset on our balance sheet. The amounts reported as a derivative asset are derivative contracts in a gain position, and to the extent subject to master netting arrangements, net of derivatives in a loss position with the same counterparty and cash collateral received. We minimize counterparty credit risk through credit approvals, limits, monitoring procedures, executing master netting arrangements and obtaining collateral, where appropriate. To the extent the master netting arrangements and other criteria meet the applicable requirements, derivatives balances and related cash collateral amounts are shown net in the balance sheet. Counterparty credit risk related to derivatives is considered in determining fair value and our assessment of hedge effectiveness.

Table of Contents**Note 13: Fair Values of Assets and Liabilities**

We use fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Trading assets, securities available for sale, derivatives, substantially all prime residential MHFS, certain commercial LHFS, fair value MSRs, principal investments and securities sold but not yet purchased (short sale liabilities) are recorded at fair value on a recurring basis. We generally do not record our issued debt at fair value. Additionally, from time to time, we may be required to record at fair value other assets on a nonrecurring basis, such as certain residential and commercial MHFS, certain LHFS, loans held for investment and certain other assets. These nonrecurring fair value adjustments typically involve application of lower-of-cost-or-market accounting or write-downs of individual assets.

Fair Value Hierarchy

We group our assets and liabilities measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

Level 1 Valuation is based upon quoted prices for identical instruments traded in active markets.

Level 2 Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3 Valuation is generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

In the determination of the classification of financial instruments in Level 2 or Level 3 of the fair value hierarchy, we consider all available information, including observable market data, indications of market liquidity and orderliness, and our understanding of the valuation techniques and significant inputs used. For securities in inactive markets, we use a predetermined percentage to evaluate the impact of fair value adjustments derived from weighting both external and internal indications of value to determine if the instrument is classified as Level 2 or Level 3. Based upon the specific facts and circumstances of each instrument or instrument category, judgments are made regarding the significance of the Level 3 inputs to the instrument's fair value measurement in its entirety. If Level 3 inputs are considered significant, the instrument is classified as Level 3.

Determination of Fair Value

We base our fair values on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. We maximize the use of observable inputs and minimize

the use of unobservable inputs when developing fair value measurements.

In instances where there is limited or no observable market data, fair value measurements for assets and liabilities are based primarily upon our own estimates or combination of our own estimates and independent vendor or broker pricing, and the measurements are often calculated based on current pricing for products we offer or issue, the economic and competitive environment, the characteristics of the asset or liability and other such factors. As with any valuation technique used to estimate fair value, changes in underlying assumptions used, including discount rates and estimates of future cash flows, could significantly affect the results of current or future values. Accordingly, these fair value estimates may not be realized in an actual sale or immediate settlement of the asset or liability.

We incorporate lack of liquidity into our fair value measurement based on the type of asset or liability measured and the valuation methodology used. For example, for certain residential MHFS and certain securities where the significant inputs have become unobservable due to illiquid markets and vendor or broker pricing is not used, we use a discounted cash flow technique to measure fair value. This technique incorporates forecasting of expected cash flows (adjusted for credit loss assumptions and estimated prepayment speeds) discounted at an appropriate market discount rate to reflect the lack of liquidity in the market that a market participant would consider. For other securities where vendor or broker pricing is used, we use either unadjusted broker quotes or vendor prices or vendor or broker prices adjusted by weighting them with internal discounted cash flow techniques to measure fair value. These unadjusted vendor or broker prices inherently reflect any lack of liquidity in the

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market as the fair value measurement represents an exit price from a market participant viewpoint.

For complete descriptions of the valuation methodologies used for assets and liabilities recorded at fair value and for estimating fair value for financial instruments not recorded at fair value, see Note 16 in our 2010 Form 10-K. There have been no material changes to our valuation methodologies in 2011.

Table of Contents**Note 13: Fair Values of Assets and Liabilities (continued)**

Fair Value Measurements from Independent Brokers or Independent Third Party Pricing Services For certain assets and liabilities, we obtain fair value measurements from independent brokers or independent third party pricing services and record the unadjusted fair value in our

financial statements. The detail by level is shown in the table below. Fair value measurements obtained from independent brokers or independent third party pricing services that we have adjusted to determine the fair value recorded in our financial statements are not included in the following table.

(in millions)	Independent brokers			Third party pricing services		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
September 30, 2011						
Trading assets (excluding derivatives)	\$ -	512	12	14	1,392	-
Securities available for sale:						
Securities of U.S. Treasury and federal agencies	-	-	-	265	12,744	-
Securities of U.S. states and political subdivisions	-	16	-	-	19,047	-
Mortgage-backed securities	-	104	43	-	106,493	199
Other debt securities	-	548	7,681	-	21,757	583
Total debt securities	-	668	7,724	265	160,041	782
Total marketable equity securities	-	-	-	663	3,633	19
Total securities available for sale	-	668	7,724	928	163,674	801
Derivatives (trading and other assets)	-	22	26	-	847	-
Loans held for sale	-	-	-	-	1	-
Derivatives (liabilities)	-	14	66	733	2,604	1
Other liabilities	-	41	-	-	220	-
December 31, 2010						
Trading assets (excluding derivatives)	\$ -	1,211	6	21	2,123	-
Securities available for sale:						
Securities of U.S. Treasury and federal agencies	-	-	-	936	263	-
Securities of U.S. states and political subdivisions	-	15	-	-	14,055	-
Mortgage-backed securities	-	3	50	-	102,206	169
Other debt securities	-	201	4,133	-	14,376	606
Total debt securities	-	219	4,183	936	130,900	775
Total marketable equity securities	-	-	-	201	727	16
Total securities available for sale	-	219	4,183	1,137	131,627	791
Derivatives (trading and other assets)	-	15	44	-	740	8
Loans held for sale	-	-	-	-	1	-
Derivatives (liabilities)	-	-	46	-	841	-
Other liabilities	-	20	-	-	393	-

Table of Contents**Assets and Liabilities Recorded at Fair Value on a Recurring Basis**

The tables below present the balances of assets and liabilities measured at fair value on a recurring basis.

(in millions)	Level 1	Level 2	Level 3	Netting	Total
September 30, 2011					
Trading assets (excluding derivatives)					
Securities of U.S. Treasury and federal agencies	\$ 3,831	3,786	-	-	7,617
Securities of U.S. states and political subdivisions	-	2,673	181	-	2,854
Collateralized debt obligations (1)	-	-	1,617	-	1,617
Corporate debt securities	-	8,024	96	-	8,120
Mortgage-backed securities	-	11,187	124	-	11,311
Asset-backed securities	-	1,129	198	-	1,327
Equity securities	1,868	142	4	-	2,014
Total trading securities	5,699	26,941	2,220	-	34,860
Other trading assets	1,043	813	126	-	1,982
Total trading assets (excluding derivatives)	6,742	27,754	2,346	-	36,842
Securities of U.S. Treasury and federal agencies	928	12,885	-	-	13,813
Securities of U.S. states and political subdivisions	-	19,492	7,478	-	26,970
Mortgage-backed securities:					
Federal agencies	-	84,716	-	-	84,716
Residential	-	18,142	76	-	18,218
Commercial	-	16,698	243	-	16,941
Total mortgage-backed securities	-	119,556	319	-	119,875
Corporate debt securities	364	14,675	346	-	15,385
Collateralized debt obligations (2)	-	-	8,321	-	8,321
Asset-backed securities:					
Auto loans and leases	-	113	6,590	-	6,703
Home equity loans	-	689	230	-	919
Other asset-backed securities	-	8,601	2,854	-	11,455
Total asset-backed securities	-	9,403	9,674	-	19,077
Other debt securities	-	142	-	-	142
Total debt securities	1,292	176,153	26,138	-	203,583
Marketable equity securities:					
Perpetual preferred securities (3)	634	661	1,372	-	2,667
Other marketable equity securities	811	83	32	-	926
Total marketable equity securities	1,445	744	1,404	-	3,593
Total securities available for sale	2,737	176,897	27,542	-	207,176
Mortgages held for sale	-	35,429	3,416	-	38,845
Loans held for sale	-	495	-	-	495
Loans	-	-	-	-	-
Mortgage servicing rights (residential)	-	-	12,372	-	12,372
Derivative assets:					
Interest rate contracts	1	92,213	1,069	-	93,283
Commodity contracts	-	4,840	31	-	4,871
Equity contracts	527	2,583	314	-	3,424
Foreign exchange contracts	180	5,441	19	-	5,640
Credit contracts	-	2,626	2,369	-	4,995
Other derivative contracts	-	-	-	-	-
Netting	-	-	-	(83,622) (4)	(83,622)
Total derivative assets (5)	708	107,703	3,802	(83,622)	28,591
Other assets	96	196	274	-	566
Total assets recorded at fair value	\$ 10,283	348,474	49,752	(83,622)	324,887
Derivative liabilities:					

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Interest rate contracts	\$ (7)	(88,521)	(513)	-	(89,041)
Commodity contracts	-	(4,277)	(41)	-	(4,318)
Equity contracts	(277)	(2,427)	(343)	-	(3,047)
Foreign exchange contracts	(150)	(3,932)	(11)	-	(4,093)
Credit contracts	-	(2,547)	(3,993)	-	(6,540)
Other derivative contracts	-	-	(130)	-	(130)
Netting	-	-	-	92,208 (4)	92,208
Total derivative liabilities (6)	(434)	(101,704)	(5,031)	92,208	(14,961)
Short sale liabilities:					
Securities of U.S. Treasury and federal agencies	(4,673)	(1,030)	-	-	(5,703)
Corporate debt securities	-	(4,224)	-	-	(4,224)
Equity securities	(997)	(230)	-	-	(1,227)
Other securities	-	(724)	(8)	-	(732)
Total short sale liabilities	(5,670)	(6,208)	(8)	-	(11,886)
Other liabilities	-	(97)	(44)	-	(141)
Total liabilities recorded at fair value	\$ (6,104)	(108,009)	(5,083)	92,208	(26,988)

- (1) Includes collateralized loan obligations of \$535 million that are classified as trading assets.
- (2) Includes collateralized loan obligations of \$7.7 billion that are classified as securities available for sale.
- (3) Perpetual preferred securities include ARS and corporate preferred securities. See Note 7 for additional information.
- (4) Derivatives are reported net of cash collateral received and paid and, to the extent that the criteria of the accounting guidance covering the offsetting of amounts related to certain contracts are met, positions with the same counterparty are netted as part of a legally enforceable master netting agreement.
- (5) Derivative assets include contracts qualifying for hedge accounting, economic hedges, and derivatives included in trading assets.
- (6) Derivative liabilities include contracts qualifying for hedge accounting, economic hedges, and derivatives included in trading liabilities.
- (continued on following page)*

Table of Contents**Note 13: Fair Values of Assets and Liabilities (continued)***(continued on previous page)*

(in millions)	Level 1	Level 2	Level 3	Netting	Total
December 31, 2010					
Trading assets (excluding derivatives)					
Securities of U.S. Treasury and federal agencies	\$ 1,340	3,335	-	-	4,675
Securities of U.S. states and political subdivisions	-	1,893	5	-	1,898
Collateralized debt obligations (1)	-	-	1,915	-	1,915
Corporate debt securities	-	10,164	166	-	10,330
Mortgage-backed securities	-	9,137	117	-	9,254
Asset-backed securities	-	1,811	366	-	2,177
Equity securities	2,143	625	34	-	2,802
Total trading securities	3,483	26,965	2,603	-	33,051
Other trading assets	816	987	136	-	1,939
Total trading assets (excluding derivatives)	4,299	27,952	2,739	-	34,990
Securities of U.S. Treasury and federal agencies	938	666	-	-	1,604
Securities of U.S. states and political subdivisions	-	14,090	4,564	-	18,654
Mortgage-backed securities:					
Federal agencies	-	82,037	-	-	82,037
Residential	-	20,183	20	-	20,203
Commercial	-	13,337	217	-	13,554
Total mortgage-backed securities	-	115,557	237	-	115,794
Corporate debt securities	-	9,846	433	-	10,279
Collateralized debt obligations (2)	-	-	4,778	-	4,778
Asset-backed securities:					
Auto loans and leases	-	223	6,133	-	6,356
Home equity loans	-	998	112	-	1,110
Other asset-backed securities	-	5,285	3,150	-	8,435
Total asset-backed securities	-	6,506	9,395	-	15,901
Other debt securities	-	370	85	-	455
Total debt securities	938	147,035	19,492	-	167,465
Marketable equity securities:					
Perpetual preferred securities (3)	721	677	2,434	-	3,832
Other marketable equity securities	1,224	101	32	-	1,357
Total marketable equity securities	1,945	778	2,466	-	5,189
Total securities available for sale	2,883	147,813	21,958	-	172,654
Mortgages held for sale	-	44,226	3,305	-	47,531
Loans held for sale	-	873	-	-	873
Loans	-	-	309	-	309
Mortgage servicing rights (residential)	-	-	14,467	-	14,467
Derivative assets:					
Interest rate contracts	-	67,380	869	-	68,249
Commodity contracts	-	4,133	-	-	4,133
Equity contracts	511	2,040	721	-	3,272
Foreign exchange contracts	42	4,257	51	-	4,350
Credit contracts	-	2,148	3,198	-	5,346
Other derivative contracts	8	-	-	-	8
Netting	-	-	-	(63,469)(4)	(63,469)
Total derivative assets (5)	561	79,958	4,839	(63,469)	21,889
Other assets	38	45	314	-	397
Total assets recorded at fair value	\$ 7,781	300,867	47,931	(63,469)	293,110
Derivative liabilities:					
Interest rate contracts	\$ (7)	(62,769)	(792)	-	(63,568)
Commodity contracts	-	(3,917)	(1)	-	(3,918)
Equity contracts	(259)	(2,291)	(946)	-	(3,496)
Foreign exchange contracts	(69)	(3,351)	(42)	-	(3,462)
Credit contracts	-	(2,199)	(4,215)	-	(6,414)

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Other derivative contracts	-	-	(35)	-	(35)
Netting	-	-	-	70,009(4)	70,009
Total derivative liabilities (6)	(335)	(74,527)	(6,031)	70,009	(10,884)
Short sale liabilities:					
Securities of U.S. Treasury and federal agencies	(2,827)	(1,129)	-	-	(3,956)
Corporate debt securities	-	(3,798)	-	-	(3,798)
Equity securities	(1,701)	(178)	-	-	(1,879)
Other securities	-	(347)	-	-	(347)
Total short sale liabilities	(4,528)	(5,452)	-	-	(9,980)
Other liabilities	-	(36)	(344)	-	(380)
Total liabilities recorded at fair value	\$ (4,863)	(80,015)	(6,375)	70,009	(21,244)

- (1) Includes collateralized loan obligations of \$671 million that are classified as trading assets.
- (2) Includes collateralized loan obligations of \$4.2 billion that are classified as securities available for sale.
- (3) Perpetual preferred securities include ARS and corporate preferred securities. See Note 7 for additional information.
- (4) Derivatives are reported net of cash collateral received and paid and, to the extent that the criteria of the accounting guidance covering the offsetting of amounts related to certain contracts are met, positions with the same counterparty are netted as part of a legally enforceable master netting agreement.
- (5) Derivative assets include contracts qualifying for hedge accounting, economic hedges, and derivatives included in trading assets.
- (6) Derivative liabilities include contracts qualifying for hedge accounting, economic hedges, and derivatives included in trading liabilities.

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The changes in Level 3 assets and liabilities measured at fair value on a recurring basis for the quarter ended September 30, 2011, are summarized as follows:

(in millions)	Balance, beginning of period	Net income	Total net gains (losses) included in Other compre- hensive income	Purchases, sales, issuances and settlements, net	Transfers into Level 3	Transfers out of Level 3	Balance, end of period at period end (1)	Net unrealized gains (losses) included in net income related to assets and liabilities held (1)
Quarter ended September 30, 2011								
Trading assets								
(excluding derivatives):								
Securities of U.S. states and political subdivisions								
	\$ 135	1	-	45	-	-	181	-
Collateralized debt obligations	1,801	(16)	-	(168)	-	-	1,617	(41)
Corporate debt securities	103	3	-	(10)	-	-	96	1
Mortgage-backed securities	223	1	-	(100)	-	-	124	(2)
Asset-backed securities	181	35	-	(18)	-	-	198	29
Equity securities	4	(3)	-	3	-	-	4	(2)
Total trading securities	2,447	21	-	(248)	-	-	2,220	(15)
Other trading assets	144	(16)	-	-	-	(2)	126	(9)
Total trading assets (excluding derivatives)	2,591	5	-	(248)	-	(2)	2,346	(24)(2)
Securities available for sale:								
Securities of U.S. states and political subdivisions								
	6,695	3	28	752	-	-	7,478	1
Mortgage-backed securities:								
Residential	6	(4)	(1)	(3)	80	(2)	76	(5)
Commercial	282	(20)	(8)	(11)	-	-	243	(15)
Total mortgage-backed securities	288	(24)	(9)	(14)	80	(2)	319	(20)
Corporate debt securities	517	110	(140)	(175)	35	(1)	346	-
Collateralized debt obligations	7,232	81	(310)	1,318	-	-	8,321	-
Asset-backed securities:								
Auto loans and leases	3,900	1	19	2,670	-	-	6,590	-
Home equity loans	76	-	(5)	(1)	160	-	230	(7)
Other asset-backed securities	2,629	7	(61)	231	48	-	2,854	-
Total asset-backed securities	6,605	8	(47)	2,900	208	-	9,674	(7)
Total debt securities	21,337	178	(478)	4,781	323	(3)	26,138	(26)(3)
Marketable equity securities:								
Perpetual preferred securities								
	1,545	25	(21)	(179)	2	-	1,372	-
Other marketable equity securities	36	-	(2)	(2)	-	-	32	-
Total marketable equity securities	1,581	25	(23)	(181)	2	-	1,404	-(4)
Total securities available for sale	22,918	203	(501)	4,600	325	(3)	27,542	(26)
Mortgages held for sale	3,360	68	-	(74)	139	(77)	3,416	68(5)
Loans	-	-	-	-	-	-	-	-
Mortgage servicing rights	14,778	(3,150)	-	744	-	-	12,372	(2,640)(5)
Net derivative assets and liabilities:								
Interest rate contracts	240	1,764	-	(1,448)	-	-	556	268
Commodity contracts	(2)	2	-	(10)	-	-	(10)	1
Equity contracts	(186)	159	-	(2)	(2)	2	(29)	93
Foreign exchange contracts	25	(23)	-	5	1	-	8	(4)
Credit contracts	(1,105)	(479)	-	(40)	-	-	(1,624)	(524)
Other derivative contracts	(33)	(96)	-	(1)	-	-	(130)	-
Total derivative contracts	(1,061)	1,327	-	(1,496)	(1)	2	(1,229)	(166)(6)
Other assets	300	4	-	(30)	-	-	274	(16)(2)
Short sale liabilities	-	(1)	-	(7)	-	-	(8)	-
Other liabilities (excluding derivatives)	(37)	-	-	(7)	-	-	(44)	-

- (1) Represents only net gains (losses) that are due to changes in economic conditions and management's estimates of fair value and excludes changes due to the collection/realization of cash flows over time.
- (2) Included in trading activities and other noninterest income in the income statement.
- (3) Included in debt securities available for sale in the income statement.
- (4) Included in equity investments in the income statement.
- (5) Included in mortgage banking in the income statement.
- (6) Included in mortgage banking, trading activities and other noninterest income in the income statement.

(continued on following page)

Table of Contents**Note 13: Fair Values of Assets and Liabilities (continued)***(continued on previous page)*

The following table presents gross purchases, sales, issuances and settlements related to the changes in Level 3 assets and liabilities measured at fair value on a recurring basis for the quarter ended September 30, 2011.

(in millions)	Purchases	Sales	Issuances	Settlements	Net
Quarter ended September 30, 2011					
Trading assets					
(excluding derivatives):					
Securities of U.S. states and political subdivisions	\$ 124	(79)	-	-	45
Collateralized debt obligations	409	(577)	-	-	(168)
Corporate debt securities	30	(38)	-	(2)	(10)
Mortgage-backed securities	87	(186)	-	(1)	(100)
Asset-backed securities	121	(110)	-	(29)	(18)
Equity securities	3	-	-	-	3
Total trading securities	774	(990)	-	(32)	(248)
Other trading assets	-	-	-	-	-
Total trading assets	774	(990)	-	(32)	(248)
(excluding derivatives)	774	(990)	-	(32)	(248)
Securities available for sale:					
Securities of U.S. states and political subdivisions	1,325	(5)	462	(1,030)	752
Mortgage-backed securities:					
Residential	-	-	-	(3)	(3)
Commercial	-	-	-	(11)	(11)
Total mortgage-backed securities	-	-	-	(14)	(14)
Corporate debt securities	1	(167)	-	(9)	(175)
Collateralized debt obligations	1,588	-	-	(270)	1,318
Asset-backed securities:					
Auto loans and leases	3,610	-	107	(1,047)	2,670
Home equity loans	-	-	-	(1)	(1)
Other asset-backed securities	392	(230)	435	(366)	231
Total asset-backed securities	4,002	(230)	542	(1,414)	2,900
Total debt securities	6,916	(402)	1,004	(2,737)	4,781
Marketable equity securities:					
Perpetual preferred securities	-	(13)	-	(166)	(179)
Other marketable equity securities	-	-	-	(2)	(2)
Total marketable equity securities	-	(13)	-	(168)	(181)
Total securities available for sale	6,916	(415)	1,004	(2,905)	4,600
Mortgages held for sale	106	-	-	(180)	(74)
Loans	-	-	-	-	-
Mortgage servicing rights	-	-	744	-	744
Net derivative assets and liabilities:					
Interest rate contracts	-	-	-	(1,448)	(1,448)
Commodity contracts	7	(17)	-	-	(10)
Equity contracts	12	(4)	-	(10)	(2)
Foreign exchange contracts	1	(1)	-	5	5
Credit contracts	1	-	-	(41)	(40)
Other derivative contracts	-	-	-	(1)	(1)
Total derivative contracts	21	(22)	-	(1,495)	(1,496)

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Other assets	19	(5)	-	(44)	(30)
Short sale liabilities	(9)	1	-	1	(7)
Other liabilities (excluding derivatives)	(8)	1	-	-	(7)

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The changes in Level 3 assets and liabilities measured at fair value on a recurring basis for the nine months ended September 30, 2011, are summarized as follows:

(in millions)	Balance, beginning of period	Total net gains (losses) included in					Balance, end of period	Net unrealized gains (losses) included in net income related to assets and liabilities held
		Net income	Other compre- hensive income	issuances and settlements, net	Transfers into Level 3	Transfers out of Level 3		
Nine months ended September 30, 2011								
Trading assets								
(excluding derivatives):								
Securities of U.S. states and political subdivisions	\$ 5	6	-	132	38	-	181	-
Collateralized debt obligations	1,915	(13)	-	(273)	-	(12)	1,617	(78)
Corporate debt securities	166	2	-	(72)	-	-	96	3
Mortgage-backed securities	117	6	-	1	7	(7)	124	(2)
Asset-backed securities	366	71	-	(118)	-	(121)	198	68
Equity securities	34	(3)	-	(28)	1	-	4	(5)
Total trading securities	2,603	69	-	(358)	46	(140)	2,220	(14)
Other trading assets	136	(9)	-	1	-	(2)	126	18
Total trading assets (excluding derivatives)	2,739	60	-	(357)	46	(142)	2,346	4 (2)
Securities available for sale:								
Securities of U.S. states and political subdivisions	4,564	8	77	2,829	-	-	7,478	(5)
Mortgage-backed securities:								
Residential	20	(7)	-	(2)	87	(22)	76	(10)
Commercial	217	(24)	50	4	-	(4)	243	(17)
Total mortgage-backed securities	237	(31)	50	2	87	(26)	319	(27)
Corporate debt securities	433	149	(102)	(174)	41	(1)	346	-
Collateralized debt obligations	4,778	218	(169)	3,486	8	-	8,321	-
Asset-backed securities:								
Auto loans and leases	6,133	3	(16)	470	-	-	6,590	-
Home equity loans	112	(3)	(9)	(3)	199	(66)	230	(17)
Other asset-backed securities	3,150	5	(13)	134	97	(519)	2,854	-
Total asset-backed securities	9,395	5	(38)	601	296	(585)	9,674	(17)
Other debt securities	85	-	-	(85)	-	-	-	-
Total debt securities	19,492	349	(182)	6,659	432	(612)	26,138	(49)(3)
Marketable equity securities:								
Perpetual preferred securities	2,434	164	(23)	(1,205)	2	-	1,372	-
Other marketable equity securities	32	-	(1)	1	-	-	32	-
Total marketable equity securities	2,466	164	(24)	(1,204)	2	-	1,404	-(4)

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Total securities available for sale	21,958	513	(206)	5,455	434	(612)	27,542	(49)
Mortgages held for sale	3,305	77	-	(28)	288	(226)	3,416	80 (5)
Loans	309	13	-	(322)	-	-	-	-
Mortgage servicing rights	14,467	(4,841)	-	2,746	-	-	12,372	(3,216)(5)
Net derivative assets and liabilities:								
Interest rate contracts	77	3,054	-	(2,577)	1	1	556	110
Commodity contracts	(1)	2	-	(9)	(3)	1	(10)	1
Equity contracts	(225)	205	-	9	(6)	(12)	(29)	136
Foreign exchange contracts	9	4	-	(6)	1	-	8	(6)
Credit contracts	(1,017)	(437)	-	(168)	-	(2)	(1,624)	(533)
Other derivative contracts	(35)	(95)	-	-	-	-	(130)	-
Total derivative contracts	(1,192)	2,733	-	(2,751)	(7)	(12)	(1,229)	(292)(6)
Other assets	314	12	-	(52)	-	-	274	(6)(2)
Short sale liabilities	-	-	-	(8)	-	-	(8)	1
Other liabilities (excluding derivatives)	(344)	(9)	-	309	-	-	(44)	-

(1) Represents only net gains (losses) that are due to changes in economic conditions and management's estimates of fair value and excludes changes due to the collection/realization of cash flows over time.

(2) Included in trading activities and other noninterest income in the income statement.

(3) Included in debt securities available for sale in the income statement.

(4) Included in equity investments in the income statement.

(5) Included in mortgage banking in the income statement.

(6) Included in mortgage banking, trading activities and other noninterest income in the income statement.

(continued on following page)

Table of Contents**Note 13: Fair Values of Assets and Liabilities (continued)***(continued from previous page)*

The following table presents gross purchases, sales, issuances and settlements related to the changes in Level 3 assets and liabilities measured at fair value on a recurring basis for the nine months ended September 30, 2011.

(in millions)	Purchases	Sales	Issuances	Settlements	Net
Nine months ended September 30, 2011					
Trading assets					
(excluding derivatives):					
Securities of U.S. states and political subdivisions	\$ 310	(177)	-	(1)	132
Collateralized debt obligations	933	(1,165)	-	(41)	(273)
Corporate debt securities	61	(134)	-	1	(72)
Mortgage-backed securities	656	(650)	-	(5)	1
Asset-backed securities	493	(571)	-	(40)	(118)
Equity securities	9	(25)	-	(12)	(28)
Total trading securities	2,462	(2,722)	-	(98)	(358)
Other trading assets	2	-	-	(1)	1
Total trading assets (excluding derivatives)	2,464	(2,722)	-	(99)	(357)
Securities available for sale:					
Securities of U.S. states and political subdivisions	2,958	(4)	1,339	(1,464)	2,829
Mortgage-backed securities:					
Residential	4	-	-	(6)	(2)
Commercial	21	-	-	(17)	4
Total mortgage-backed securities	25	-	-	(23)	2
Corporate debt securities	97	(202)	-	(69)	(174)
Collateralized debt obligations	4,323	(20)	-	(817)	3,486
Asset-backed securities:					
Auto loans and leases	4,599	-	270	(4,399)	470
Home equity loans	-	-	-	(3)	(3)
Other asset-backed securities	1,360	(384)	807	(1,649)	134
Total asset-backed securities	5,959	(384)	1,077	(6,051)	601
Other debt securities	-	(85)	-	-	(85)
Total debt securities	13,362	(695)	2,416	(8,424)	6,659
Marketable equity securities:					
Perpetual preferred securities	1	(13)	-	(1,193)	(1,205)
Other marketable equity securities	3	-	-	(2)	1
Total marketable equity securities	4	(13)	-	(1,195)	(1,204)
Total securities available for sale	13,366	(708)	2,416	(9,619)	5,455
Mortgages held for sale	472	-	-	(500)	(28)

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Loans	-	(309)	-	(13)	(322)
Mortgage servicing rights	-	-	2,746	-	2,746
Net derivative assets and liabilities:					
Interest rate contracts	6	-	-	(2,583)	(2,577)
Commodity contracts	7	(17)	-	1	(9)
Equity contracts	82	(178)	-	105	9
Foreign exchange contracts	4	(4)	-	(6)	(6)
Credit contracts	4	(2)	-	(170)	(168)
Other derivative contracts	-	-	-	-	-
Total derivative contracts	103	(201)	-	(2,653)	(2,751)
Other assets	8	(5)	-	(55)	(52)
Short sale liabilities	(124)	115	-	1	(8)
Other liabilities (excluding derivatives)	(9)	1	-	317	309

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The changes in Level 3 assets and liabilities measured at fair value on a recurring basis for the quarter ended September 30, 2010, are summarized as follows:

(in millions)	Total net gains (losses) included in						Balance, end of period	Net unrealized gains (losses) included in net income related to assets and liabilities held at period end (1)
	Balance, beginning of period	Net income	Other compre- hensive income	Purchases, sales, issuances and settlements, net	Transfers into Level 3	Transfers out of Level 3		
Quarter ended September 30, 2010								
Trading assets (excluding derivatives):								
Securities of U.S. states and political subdivisions								
	\$ 12	(4)	-	(2)	-	-	6	1
Collateralized debt obligations	1,767	21	-	57	-	-	1,845	(12)
Corporate debt securities	165	8	-	8	-	-	181	2
Mortgage-backed securities	111	(3)	-	266	-	-	374	
Asset-backed securities	219	57	-	169	-	-	445	50
Equity securities	52	(1)	-	(22)	-	-	29	(1)
Total trading securities	2,326	78	-	476	-	-	2,880	40
Other trading assets	149	(18)	-	3	-	-	134	2
Total trading assets (excluding derivatives)	2,475	60	-	479	-	-	3,014	42 (2)
Securities available for sale:								
Securities of U.S. states and political subdivisions								
	2,736	5	45	899	74	-	3,759	-
Mortgage-backed securities:								
Residential	353	14	(3)	(30)	8	(119)	223	(1)
Commercial	897	(2)	21	(13)	40	(724)	219	(1)
Total mortgage-backed securities	1,250	12	18	(43)	48	(843)	442	(2)
Corporate debt securities	380	3	28	(22)	93	(3)	479	-
Collateralized debt obligations	4,031	64	41	390	-	-	4,526	(1)
Asset-backed securities:								
Auto loans and leases	7,104	2	(51)	1,199	-	-	8,254	-
Home equity loans	194	-	24	49	-	(32)	235	-
Other asset-backed securities	3,341	(5)	(19)	22	115	(25)	3,429	(5)
Total asset-backed securities	10,639	(3)	(46)	1,270	115	(57)	11,918	(5)
Other debt securities	88	(5)	10	-	-	-	93	-
Total debt securities	19,124	76	96	2,494	330	(903)	21,217	(8) (3)
Marketable equity securities:								
Perpetual preferred securities	2,629	20	(7)	(172)	77	(13)	2,534	-
Other marketable equity securities	16	-	-	1	4	(2)	19	-
Total marketable equity securities	2,645	20	(7)	(171)	81	(15)	2,553	-(4)
Total securities available for sale								
	21,769	96	89	2,323	411	(918)	23,770	(8)
Mortgages held for sale	3,260	(2)	-	2	91	(82)	3,269	(3) (5)
Loans	367	16	-	(30)	-	-	353	16 (5)
Mortgage servicing rights	13,251	(1,807)	-	1,042	-	-	12,486	(1,132) (5)

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Net derivative assets and liabilities:								
Interest rate contracts	643	1,610	-	(1,761)	159	-	651	244
Equity contracts	(232)	40	-	7	34	25	(126)	(1)
Foreign exchange contracts	(2)	(7)	-	9	-	(3)	(3)	(11)
Credit contracts	(993)	4	-	(27)	-	-	(1,016)	-
Other derivative contracts	(103)	13	-	(12)	-	-	(102)	(16)
Total derivative contracts	(687)	1,660	-	(1,784)	193	22	(596)	216 (6)
Other assets	360	3	-	(18)	-	-	345	(8) (2)
Short sale liabilities								
(corporate debt securities)	(4)	(1)	-	5	-	-	-	(1)
Other liabilities (excluding derivatives) (7)	(388)	(18)	-	27	-	-	(379)	(15)

- (1) Represents only net gains (losses) that are due to changes in economic conditions and management's estimates of fair value and excludes changes due to the collection/realization of cash flows over time.
- (2) Included in trading activities and other noninterest income in the income statement.
- (3) Included in debt securities available for sale in the income statement.
- (4) Included in equity investments in the income statement.
- (5) Included in mortgage banking in the income statement.
- (6) Included in mortgage banking, trading activities and other noninterest income in the income statement.
- (7) Balances have been revised to conform with current period presentation.

Table of Contents**Note 13: Fair Values of Assets and Liabilities (continued)**

The changes in Level 3 assets and liabilities measured at fair value on a recurring basis for the nine months ended September 30, 2010, are summarized as follows:

(in millions)	Balance, beginning of period	Total net gains (losses) included in Net income	Other compre- hensive income	Purchases, sales, issuances and settlements, net	Transfers into Level 3	Transfers out of Level 3	Balance, end of period	Net unrealized gains (losses) included in net income related to assets and liabilities held at period end (1)
Nine months ended September 30, 2010								
Trading assets								
(excluding derivatives):								
Securities of U.S. states and political subdivisions	\$ 5	3	-	(11)	9	-	6	3
Collateralized debt obligations	1,133	403	-	309	-	-	1,845	7
Corporate debt securities	223	21	-	70	9	(142)	181	24
Mortgage-backed securities	146	6	-	345	-	(123)	374	-
Asset-backed securities	497	82	-	(64)	1	(71)	445	63
Equity securities	36	1	-	(10)	2	-	29	(1)
Total trading securities	2,040	516	-	639	21	(336)	2,880	96
Other trading assets	271	(54)	-	(2)	-	(81)	134	(13)
Total trading assets	2,311	462	-	637	21	(417)	3,014	83(2)
Securities available for sale:								
Securities of U.S. states and political subdivisions	818	9	139	2,697	102	(6)	3,759	3
Mortgage-backed securities:								
Residential	1,084	7	(18)	(44)	274	(1,080)	223	(7)
Commercial	1,799	(19)	394	(20)	227	(2,162)	219	(5)
Total mortgage-backed securities	2,883	(12)	376	(64)	501	(3,242)	442	(12)
Corporate debt securities	367	7	70	(72)	259	(152)	479	-
Collateralized debt obligations	3,725	143	3	867	-	(212)	4,526	(11)
Asset-backed securities:								
Auto loans and leases	8,525	2	(174)	(278)	179	-	8,254	(5)
Home equity loans	1,677	-	36	47	113	(1,638)	235	-
Other asset-backed securities	2,308	43	(101)	1,425	794	(1,040)	3,429	(8)
Total asset-backed securities	12,510	45	(239)	1,194	1,086	(2,678)	11,918	(13)
Other debt securities	77	(5)	9	12	-	-	93	-
Total debt securities	20,380	187	358	4,634	1,948	(6,290)	21,217	(33)(3)
Marketable equity securities:								
Perpetual preferred securities	2,305	86	(33)	125	77	(26)	2,534	-
Other marketable equity securities	88	-	-	(37)	4	(36)	19	-
Total marketable equity securities	2,393	86	(33)	88	81	(62)	2,553	-(4)
Total securities available for sale	22,773	273	325	4,722	2,029	(6,352)	23,770	(33)
Mortgages held for sale	3,523	(17)	-	(249)	294	(282)	3,269	(19)(5)
Loans	-	68	-	(81)	366	-	353	68(5)
Mortgage servicing rights	16,004	(6,440)	-	3,040	-	(118)	12,486	(4,570)(5)
Net derivative assets and liabilities:								
Interest rate contracts	(114)	4,283	-	(3,677)	159	-	651	279

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Equity contracts	(344)	33	-	149	36	-	(126)	12
Foreign exchange contracts	(1)	(10)	-	11	-	(3)	(3)	-
Credit contracts	(330)	(688)	-	(4)	6	-	(1,016)	(606)
Other derivative contracts	(43)	(52)	-	(7)	-	-	(102)	-
Total derivative contracts	(832)	3,566	-	(3,528)	201	(3)	(596)	(315)(6)
Other assets	1,373	28	-	(67)	-	(989)	345	(20)(2)
Short sale liabilities								
(corporate debt securities)	(26)	(2)	-	(37)	-	65	-	-
Other liabilities (excluding derivatives) (7)	(10)	(72)	-	62	(359)	-	(379)	(70)

- (1) Represents only net gains (losses) that are due to changes in economic conditions and management's estimates of fair value and excludes changes due to the collection/realization of cash flows over time.
- (2) Included in trading activities and other noninterest income in the income statement.
- (3) Included in debt securities available for sale in the income statement.
- (4) Included in equity investments in the income statement.
- (5) Included in mortgage banking in the income statement.
- (6) Included in mortgage banking, trading activities and other noninterest income in the income statement.
- (7) Balances have been revised to conform with current period presentation.

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Changes in Fair Value Levels

We monitor the availability of observable market data to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. The amounts reported as transfers represent the fair value as of the beginning of the quarter in which the transfer occurred.

We evaluate the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total assets, total liabilities or total earnings. For the first nine months of 2011, there were no significant transfers between Levels 1 and 2. We transferred \$612 million of debt securities available for sale from Level 3 to Level 2 due to an increase in the volume of trading activity for certain securities, which resulted in increased occurrences of observable market prices. We also transferred \$434 million of securities available for sale from Level 2 to level 3 primarily due to a decrease in liquidity for certain asset-backed securities.

Significant changes to Level 3 assets for the first nine months of 2010, are described as follows:

- We adopted new consolidation accounting guidance, which impacted Level 3 balances for certain financial instruments. Reductions in Level 3 balances, which represent derecognition of existing investments in newly consolidated VIEs, are reflected as transfers out for the following categories: trading assets, \$276 million; securities available for sale, \$1.9 billion; and mortgage servicing rights, \$118 million. Increases in Level 3 balances, which represent newly consolidated VIE assets, are reflected as transfers in for the following categories: securities available for sale, \$829 million; loans, \$366 million; and long-term debt, \$359 million.
- We transferred \$4.5 billion of debt securities available for sale from Level 3 to Level 2 due to an increase in the volume of trading activity for certain mortgage-backed and other asset-backed securities, which resulted in increased occurrences of observable market prices. We also transferred \$1.2 billion of securities available for sale from Level 2 to Level 3, primarily due to a decrease in liquidity for certain asset-backed securities.

Table of Contents**Note 13: Fair Values of Assets and Liabilities (continued)****Assets and Liabilities Recorded at Fair Value on a Nonrecurring Basis**

We may be required, from time to time, to measure certain assets at fair value on a nonrecurring basis in accordance with GAAP. These adjustments to fair value usually result from application of LOCOM accounting or write-downs of individual

assets. For assets measured at fair value on a nonrecurring basis in the first nine months of 2011, and year ended December 31, 2010, that were still held in the balance sheet at each respective period end, the following table provides the fair value hierarchy and the carrying value of the related individual assets or portfolios at period end.

(in millions)	September 30, 2011				December 31, 2010			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Mortgages held for sale (1)	\$	1,314	1,092	2,406		2,000	891	2,891
Loans held for sale		117		117		352		352
Loans:								
Commercial		1,282	14	1,296		2,480	67	2,547
Consumer		3,811	6	3,817		5,870	18	5,888
Total loans (2)		5,093	20	5,113		8,350	85	8,435
Mortgage servicing rights (amortized)		1	305	306			104	104
Other assets (3)		520	78	598		765	82	847

(1) Predominantly real estate 1-4 family first mortgage loans measured at LOCOM.

(2) Represents carrying value of loans for which adjustments are based on the appraised value of the collateral.

(3) Includes the fair value of foreclosed real estate and other collateral owned that were measured at fair value subsequent to their initial classification as foreclosed assets.

The following table presents the increase (decrease) in value of certain assets that are measured at fair value on a nonrecurring basis for which a fair value adjustment has been included in the income statement.

(in millions)	Nine months ended Sept. 30,	
	2011	2010
Mortgages held for sale	\$ 55	19
Loans held for sale	(1)	13
Loans:		
Commercial	(874)	(2,852)
Consumer (1)	(3,934)	(6,711)
Total loans	(4,808)	(9,563)
Mortgage servicing rights (amortized)	(37)	
Other assets (2)	(209)	(177)
Total	\$ (5,000)	(9,708)

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- (1) Represents write-downs of loans based on the appraised value of the collateral. Prior period amount has been revised to conform with current period presentation.
- (2) Includes the losses on foreclosed real estate and other collateral owned that were measured at fair value subsequent to their initial classification as foreclosed assets.

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The following table summarizes our investments in various types of funds, which are included in trading assets, securities available for sale and other assets. We use the funds' net asset

values (NAVs) per share as a practical expedient to measure fair value on recurring and nonrecurring bases. The fair values presented in the table are based upon the funds' NAVs or an equivalent measure.

(in millions)	Fair value	Unfunded commitments	Redemption frequency	Redemption notice period
September 30, 2011				
Offshore funds	\$ 281	-	Daily - Annually	1 - 180 days
Funds of funds	4	-	Monthly - Quarterly	10 - 90 days
Hedge funds	21	-	Monthly - Annually	35 - 95 days
Private equity funds	1,043	264	N/A	N/A
Venture capital funds	84	30	N/A	N/A
Total	\$ 1,433	294		
December 31, 2010				
Offshore funds	\$ 1,665	-	Daily - Annually	1 - 180 days
Funds of funds	63	-	Monthly - Quarterly	10 - 90 days
Hedge funds	23	-	Monthly - Annually	30 - 120 days
Private equity funds	1,830	669	N/A	N/A
Venture capital funds	88	36	N/A	N/A
Total	\$ 3,669	705		

N/A - Not applicable

Offshore funds primarily invest in investment grade European fixed-income securities. Redemption restrictions are in place for investments with a fair value of \$66 million and \$74 million at September 30, 2011, and December 31, 2010, respectively, due to lock-up provisions that will remain in effect until November 2013.

Private equity funds invest in equity and debt securities issued by private and publicly-held companies in connection with leveraged buyouts, recapitalizations and expansion opportunities. Substantially all of these investments do not allow redemptions. Alternatively, we receive distributions as the underlying assets of the funds liquidate, which we expect to occur over the next nine years.

Venture capital funds invest in domestic and foreign companies in a variety of industries, including information technology, financial services and healthcare. These investments can never be redeemed with the funds. Instead, we receive distributions as the underlying assets of the fund liquidate, which we expect to occur over the next six years.

Table of Contents**Note 13: Fair Values of Assets and Liabilities (continued)****Fair Value Option**

We measure MHFS at fair value for prime MHFS originations for which an active secondary market and readily available market prices exist to reliably support fair value pricing models used for these loans. Loan origination fees on these loans are recorded when earned, and related direct loan origination costs are recognized when incurred. We also measure at fair value certain of our other interests held related to residential loan sales and securitizations. We believe fair value measurement for prime MHFS and other interests held, which we hedge with free-standing derivatives (economic hedges) along with our MSRs measured at fair value, reduces certain timing differences and better matches changes in the value of these assets with changes in the value of derivatives used as economic hedges for these assets.

Upon the acquisition of Wachovia, we elected to measure at fair value certain portfolios of LHFS that we intend to hold for trading purposes and that may be economically hedged with

derivative instruments. In addition, we elected to measure at fair value certain letters of credit that are hedged with derivative instruments to better reflect the economics of the transactions. These letters of credit are included in trading account assets or liabilities.

Upon the adoption of new consolidation guidance on January 1, 2010, we elected to measure at fair value the eligible assets (loans) and liabilities (long-term debt) of certain nonconforming mortgage loan securitization VIEs. We elected the fair value option for such newly consolidated VIEs to continue fair value accounting as our interests prior to consolidation were predominantly carried at fair value with changes in fair value recognized in earnings.

The following table reflects the differences between fair value carrying amount of certain assets and liabilities for which we have elected the fair value option and the contractual aggregate unpaid principal amount at maturity.

(in millions)	Fair value carrying amount	Aggregate unpaid principal	September 30, 2011	Fair value carrying amount	Aggregate unpaid principal	Dec. 31, 2010
			Fair value carrying amount less aggregate unpaid principal			Fair value carrying amount less aggregate unpaid principal
Mortgages held for sale:						
Total loans	\$ 38,845	37,768	1,077 (1)	47,531	47,818	(287)(1)
Nonaccrual loans	265	555	(290)	325	662	(337)
Loans 90 days or more past due and still accruing	38	49	(11)	38	47	(9)
Loans held for sale:						
Total loans	495	530	(35)	873	897	(24)
Nonaccrual loans	1	3	(2)	1	7	(6)
Loans:						
Total loans	-	-	-(2)	309	348	(39)
Nonaccrual loans	-	-	-	13	16	(3)
Loans 90 days or more past due and still accruing	-	-	-	2	2	-
Long-term debt	-	-	-(2)	306	353	(47)

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- (1) The difference between fair value carrying amount and aggregate unpaid principal includes changes in fair value recorded at and subsequent to funding, gains and losses on the related loan commitment prior to funding, and premiums on acquired loans.
- (2) The quarter-end balance sheet amounts have been reduced to zero due to deconsolidations of nonconforming residential mortgage loan securitizations in second quarter 2011. There was related income in 2011 prior to the deconsolidations.

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The assets accounted for under the fair value option are initially measured at fair value. Gains and losses from initial measurement and subsequent changes in fair value are recognized in earnings. The changes in fair value related to

initial measurement and subsequent changes in fair value included in earnings for these assets measured at fair value are shown, by income statement line item, below.

(in millions)	Mortgage banking noninterest income Net gains (losses) on mortgage loan origination/ sales activities	2011 Other noninterest income	Mortgage banking noninterest income Net gains (losses) on mortgage loan origination/ sales activities	2010 Other noninterest income
Quarter ended September 30,				
Mortgages held for sale	\$ 2,252	-	1,986	-
Loans held for sale	-	(2)	-	11
Loans	-	-	16	-
Long-term debt	-	-	(15)	-
Other interest held	-	(49)	-	22
Nine months ended September 30,				
Mortgages held for sale	\$ 4,109	-	5,217	-
Loans held for sale	-	19	-	28
Loans	13	-	68	-
Long-term debt	(11)	-	(60)	-
Other interests held	-	(25)	-	(24)

The following table shows the estimated gains and losses from earnings attributable to instrument-specific credit risk related to assets accounted for under the fair value option.

(in millions)	Quarter ended Sept. 30, 2011	2010	Nine months ended Sept. 30, 2011	2010
Gains (losses) attributable to instrument-specific credit risk:				
Mortgages held for sale	\$ (37)	(15)	(108)	(62)
Loans held for sale	(2)	11	19	28
Total	\$ (39)	(4)	(89)	(34)

For performing loans, instrument-specific credit risk gains or losses were derived principally by determining the change in fair value of the loans due to changes in the observable or implied credit spread. Credit spread is the market yield on the loans less the relevant risk-free benchmark interest rate. In recent years spreads have been significantly affected by the lack of liquidity in the secondary market for mortgage loans. For nonperforming loans, we attribute all changes in fair value to instrument-specific credit risk.

Table of Contents**Note 13: Fair Values of Assets and Liabilities (continued)****Disclosures about Fair Value of Financial Instruments**

The table below is a summary of fair value estimates for financial instruments, excluding short-term financial assets and liabilities because carrying amounts approximate fair value, and excluding financial instruments recorded at fair value on a recurring basis. The carrying amounts in the following table are recorded in the balance sheet under the indicated captions.

We have not included assets and liabilities that are not financial instruments in our disclosure, such as the value of the long-term relationships with our deposit, credit card and trust customers, amortized MSR's, premises and equipment, goodwill and other intangibles, deferred taxes and other liabilities. The total of the fair value calculations presented does not represent, and should not be construed to represent, the underlying value of the Company.

(in millions)	September 30, 2011		December 31, 2010	
	Carrying amount	Estimated fair value	Carrying amount	Estimated fair value
Financial assets				
Mortgages held for sale (1)	\$ 3,859	3,859	4,232	4,234
Loans held for sale (2)	248	256	417	441
Loans, net (3)	727,305	719,397	721,016	710,147
Nonmarketable equity investments (cost method)	7,996	8,480	8,494	8,814
Financial liabilities				
Deposits	895,428	897,195	847,942	849,642
Long-term debt (3)(4)	133,085	132,402	156,651	159,996

(1) Balance excludes MHFS for which the fair value option was elected.

(2) Balance excludes LHFS for which the fair value option was elected.

(3) Loans exclude lease financing with a carrying amount of \$12.9 billion at September 30, 2011, and \$13.1 billion at December 31, 2010.

(4) The carrying amount and fair value exclude obligations under capital leases of \$129 million at September 30, 2011, and \$26 million at December 31, 2010.

Loan commitments, standby letters of credit and commercial and similar letters of credit are not included in the table above. A reasonable estimate of the fair value of these instruments is the carrying value of deferred fees plus the related allowance. This amounted to \$541 million at September 30, 2011, and \$673 million at December 31, 2010.

Table of Contents**Note 14: Preferred Stock**

We are authorized to issue 20 million shares of preferred stock and 4 million shares of preference stock, both without par value. Preferred shares outstanding rank senior to common shares both as to dividends and liquidation preference but have no general voting rights. We have not issued any preference shares under this authorization. If issued, preference shares would be limited to one vote per share. Our total issued and outstanding

preferred stock includes Dividend Equalization Preferred (DEP) shares and Series I, J, K and L, which are presented in the following tables, and Employee Stock Ownership Plan (ESOP) Cumulative Convertible Preferred Stock, which are presented in the table on the following page.

	<u>September 30, 2011 and December 31, 2010</u>	
	Liquidation preference per share	Shares authorized and designated
DEP Shares		
Dividend Equalization Preferred Shares	\$ 10	97,000
Series A		
Non-Cumulative Perpetual Preferred Stock	100,000	25,001
Series B		
Non-Cumulative Perpetual Preferred Stock	100,000	17,501
Series G		
7.25% Class A Preferred Stock	15,000	50,000
Series H		
Floating Class A Preferred Stock	20,000	50,000
Series I		
5.80% Fixed to Floating Class A Preferred Stock	100,000	25,010
Series J		
8.00% Non-Cumulative Perpetual Class A Preferred Stock	1,000	2,300,000
Series K		
7.98% Fixed-to-Floating Non-Cumulative Perpetual Class A Preferred Stock	1,000	3,500,000
Series L		
	1,000	4,025,000

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7.50% Non-Cumulative Perpetual
Convertible Class A Preferred
Stock

Total	10,089,512
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Table of Contents**Note 14: Preferred Stock (continued)**

(in millions, except shares)	Shares issued and outstanding	Par value	September 30, 2011		Shares issued and outstanding	Par value	December 31, 2010	
			Carrying value	Discount			Carrying value	Discount
DEP Shares								
Dividend Equalization Preferred Shares	96,546	\$ -	-	-	96,546	\$ -	-	-
Series I (1)								
5.80% Fixed to Floating Class A Preferred Stock	25,010	2,501	2,501	-	-	-	-	-
Series J (1)								
8.00% Non-Cumulative Perpetual Class A								
Preferred Stock	2,150,375	2,150	1,995	155	2,150,375	2,150	1,995	155
Series K (1)								
7.98% Fixed-to-Floating Non-Cumulative								
Perpetual Class A Preferred Stock	3,352,000	3,352	2,876	476	3,352,000	3,352	2,876	476
Series L (1)								
7.50% Non-Cumulative Perpetual								
Convertible Class A Preferred Stock	3,968,000	3,968	3,200	768	3,968,000	3,968	3,200	768
Total	9,591,931	\$ 11,971	10,572	1,399	9,566,921	\$ 9,470	8,071	1,399

(1) Preferred shares qualify as Tier 1 capital.

In March 2011, the Company issued preferred stock for Series I (25,010 shares with a par value of \$2.5 billion) to an unconsolidated wholly-owned trust related to our income trust securities.

Prior to the October 2011 redemption of \$5.8 billion of trust preferred securities, we had a commitment to issue preferred stock for Series A (\$2.5 billion) and Series B (\$1.8 billion) to unconsolidated wholly-owned trusts. The issuance dates were dependent on the sale of our income trust securities held by these trusts to third party investors. Effective with the redemption, we no longer have the commitment. See Note 7 for additional information on our trust preferred securities. We do not have a commitment to issue Series G or H preferred stock.

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ESOP CUMULATIVE CONVERTIBLE PREFERRED STOCK All shares of our ESOP Cumulative Convertible Preferred Stock (ESOP Preferred Stock) were issued to a trustee acting on behalf of the Wells Fargo & Company 401(k) Plan (the 401(k) Plan). Dividends on the ESOP Preferred Stock are cumulative from the date of initial issuance and are payable quarterly at annual rates based upon the year of issuance. Each share of ESOP Preferred Stock released from the unallocated reserve of the 401(k) Plan is converted into shares of our common stock based on the stated

value of the ESOP Preferred Stock and the then current market price of our common stock. The ESOP Preferred Stock is also convertible at the option of the holder at any time, unless previously redeemed. We have the option to redeem the ESOP Preferred Stock at any time, in whole or in part, at a redemption price per share equal to the higher of (a) \$1,000 per share plus accrued and unpaid dividends or (b) the fair market value, as defined in the Certificates of Designation for the ESOP Preferred Stock.

(in millions, except shares)	Shares issued and outstanding		Carrying value		Adjustable dividend rate	
	Sept. 30, 2011	Dec. 31, 2010	Sept. 30, 2011	Dec. 31, 2010	Minimum	Maximum
ESOP Preferred Stock						
\$1,000 liquidation preference per share						
2011	415,959	-	\$ 416	-	9.00 %	10.00
2010	262,361	287,161	262	287	9.50	10.50
2008	99,154	104,854	99	105	10.50	11.50
2007	79,414	82,994	80	83	10.75	11.75
2006	56,112	58,632	56	59	10.75	11.75
2005	39,092	40,892	39	41	9.75	10.75
2004	25,615	26,815	26	27	8.50	9.50
2003	12,981	13,591	13	13	8.50	9.50
2002	3,283	3,443	3	3	10.50	11.50
Total ESOP Preferred Stock (1)	993,971	618,382	\$ 994	618		
Unearned ESOP shares (2)			\$ (1,071)	(663)		

- (1) At September 30, 2011, and December 31, 2010, additional paid-in capital included \$77 million and \$45 million, respectively, related to preferred stock.
- (2) We recorded a corresponding charge to unearned ESOP shares in connection with the issuance of the ESOP Preferred Stock. The unearned ESOP shares are reduced as shares of the ESOP Preferred Stock are committed to be released.

Table of Contents**Note 15: Employee Benefits**

We sponsor a noncontributory qualified defined benefit retirement plan, the Wells Fargo & Company Cash Balance Plan (Cash Balance Plan), which covers eligible employees of

Wells Fargo; the benefits earned under the Cash Balance Plan were frozen effective July 1, 2009.

The net periodic benefit cost was:

(in millions)	2011			2010		
	Pension benefits Qualified	Non-qualified	Other benefits	Pension benefits Qualified	Non-qualified	Other benefits
Quarter ended September 30,						
Service cost	\$ 1	-	3	1	-	4
Interest cost	130	9	18	139	10	19
Expected return on plan assets	(190)	-	(10)	(180)	-	(7)
Amortization of net actuarial loss	21	1	-	27	-	-
Amortization of prior service credit	-	-	-	-	-	(1)
Settlement	1	-	-	-	-	-
Curtailment gain (loss)	-	-	-	2	-	(3)
Net periodic benefit cost (income)	\$ (37)	10	11	(11)	10	12
Nine months ended September 30,						
Service cost	\$ 4	-	10	4	-	10
Interest cost	390	26	54	416	28	58
Expected return on plan assets	(569)	-	(31)	(538)	-	(21)
Amortization of net actuarial loss	64	5	-	79	2	-
Amortization of prior service credit	-	-	(2)	-	-	(3)
Settlement	4	-	-	-	-	-
Curtailment gain (loss)	-	-	-	2	-	(3)
Net periodic benefit cost (income)	\$ (107)	31	31	(37)	30	41

Table of Contents**Note 16: Earnings Per Common Share**

The table below shows earnings per common share and diluted earnings per common share and reconciles the numerator and denominator of both earnings per common share calculations.

(in millions, except per share amounts)	Quarter ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
Wells Fargo net income	\$ 4,055	3,339	11,762	8,948
Less: Preferred stock dividends and other (1)	216	189	625	548
Wells Fargo net income applicable to common stock (numerator)	\$ 3,839	3,150	11,137	8,400
Earnings per common share				
Average common shares outstanding (denominator)	5,275.5	5,240.1	5,280.2	5,216.9
Per share	\$ 0.73	0.60	2.11	1.61
Diluted earnings per common share				
Average common shares outstanding	5,275.5	5,240.1	5,280.2	5,216.9
Add: Stock Options	20.9	23.7	25.6	29.1
Restricted share rights	22.8	9.4	19.8	6.9
Diluted average common shares outstanding (denominator)	5,319.2	5,273.2	5,325.6	5,252.9
Per share	\$ 0.72	0.60	2.09	1.60

(1) Includes preferred stock dividends of \$220 million and \$184 million for third quarter 2011 and 2010 and \$624 million and \$553 million for the first nine months of 2011 and 2010, respectively.

The following table presents the outstanding options and warrants to purchase shares of common stock that were anti-dilutive (the exercise price was higher than the

weighted-average market price), and therefore not included in the calculation of diluted earnings per common share.

(in millions)	Quarter ended September 30,		Weighted-average shares Nine months ended September 30,	
	2011	2010	2011	2010
Options	197.0	211.8	175.6	212.8
Warrants	39.4	39.9	39.4	75.1

Table of Contents**Note 17: Operating Segments**

We have three operating segments for management reporting: Community Banking; Wholesale Banking; and Wealth, Brokerage and Retirement. The results for these operating segments are based on our management accounting process, for which there is no comprehensive, authoritative guidance equivalent to GAAP for financial accounting. The management accounting process measures the performance of the operating segments based on our management structure and is not necessarily comparable with similar information for other financial services companies. We define our operating segments by product type and customer segment. If the management structure and/or the allocation process changes, allocations, transfers and assignments may change. In first quarter 2010, we conformed certain funding and allocation methodologies of legacy Wachovia to those of Wells Fargo; in addition, integration expense related to mergers other than the Wachovia merger is now included in segment results. In fourth quarter 2010, we aligned certain lending businesses into Wholesale Banking from Community Banking to reflect our previously announced restructuring of Wells Fargo Financial. In first quarter 2011, we realigned a private equity business into Wholesale Banking from Community Banking. The prior periods have been revised to reflect these changes.

Community Banking offers a complete line of diversified financial products and services to consumers and small businesses with annual sales generally up to \$20 million in which the owner generally is the financial decision maker. Community Banking also offers investment management and other services to retail customers and securities brokerage through affiliates. These products and services include the *Wells Fargo Advantage Funds*SM, a family of mutual funds. Loan products include lines of credit, auto floor plan lines, equity lines and loans, equipment and transportation loans, education loans, origination and purchase of residential mortgage loans and servicing of mortgage loans and credit cards. Other credit products and financial services available to small businesses and their owners include equipment leases, real estate and other commercial financing, Small Business Administration financing, venture capital financing, cash management, payroll services, retirement plans, Health Savings Accounts, credit cards, and merchant payment processing. Community Banking also purchases sales finance contracts from retail merchants throughout the United States and directly from auto dealers in Puerto Rico. Consumer and business deposit products include checking accounts, savings deposits, market rate accounts, Individual Retirement Accounts, time deposits and debit cards.

Community Banking serves customers through a complete range of channels, including traditional banking stores, in-store banking centers, business centers, ATMs, Online and Mobile Banking, and *Wells Fargo Customer Connection*, a 24-hours a day, seven days a week telephone service.

Wholesale Banking provides financial solutions to businesses across the United States with annual sales generally in excess of \$20 million and to financial institutions globally. Wholesale

Banking provides a complete line of commercial, corporate, capital markets, cash management and real estate banking products and services. These include traditional commercial loans and lines of credit, letters of credit, asset-based lending, equipment leasing, international trade facilities, trade financing, collection services, foreign exchange services, treasury management, investment management, institutional fixed-income sales, interest rate, commodity and equity risk management, online/electronic products such as the *Commercial Electronic Office*[®] (*CEO*[®]) portal, insurance, corporate trust fiduciary and agency services, and investment banking services. Wholesale Banking manages customer investments through institutional separate accounts and mutual funds, including the Wells Fargo Advantage Funds and Wells Capital Management. Wholesale Banking also supports the CRE market with products and services such as construction loans for commercial and residential development, land acquisition and development loans, secured and unsecured lines of credit, interim financing arrangements for completed structures, rehabilitation loans, affordable housing loans and letters of credit, permanent loans for securitization, CRE loan servicing and real estate and mortgage brokerage services.

Wealth, Brokerage and Retirement provides a full range of financial advisory services to clients using a planning approach to meet each client's needs. Wealth Management provides affluent and high net worth clients with a complete range of wealth management solutions, including financial planning, private banking, credit, investment management and trust. Family Wealth meets the unique needs of ultra high net worth customers. Brokerage serves customers' advisory, brokerage and financial needs as part of one of the largest full-service brokerage firms in the United States. Retirement is a national leader in providing institutional retirement and trust services (including 401(k) and pension plan record keeping) for businesses, retail retirement solutions for individuals, and reinsurance services for the life insurance industry.

Other includes corporate items (such as integration expenses related to the Wachovia merger) not specific to a business segment and elimination of certain items that are included in more than one business segment.

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(income/expense in millions, average balances in billions)	Community Banking		Wholesale Banking		Wealth, Brokerage and Retirement		Other (1)		Consolidated Company	
	2011	2010	2011	2010	2011	2010	2011	2010	2011	2010
Quarter ended September 30,										
Net interest income (2)	\$ 7,264	7,818	2,910	2,927	714	683	(346)	(330)	10,542	11,098
Provision (reversal of provision) for credit losses	1,978	3,155	(178)	280	48	77	(37)	(67)	1,811	3,445
Noninterest income	5,232	5,629	2,240	2,461	2,173	2,229	(559)	(543)	9,086	9,776
Noninterest expense	6,901	7,333	2,689	2,719	2,368	2,420	(281)	(219)	11,677	12,253
Income (loss) before income tax expense (benefit)	3,617	2,959	2,639	2,389	471	415	(587)	(587)	6,140	5,176
Income tax expense (benefit)	1,217	951	826	866	178	157	(223)	(223)	1,998	1,751
Net income (loss) before noncontrolling interests	2,400	2,008	1,813	1,523	293	258	(364)	(364)	4,142	3,425
Less: Net income from noncontrolling interests	85	73	-	11	2	2	-	-	87	86
Net income (loss) (3)	\$ 2,315	1,935	1,813	1,512	291	256	(364)	(364)	4,055	3,339
Average loans	\$ 491.0	522.2	253.4	227.3	43.1	42.6	(33.0)	(32.6)	754.5	759.5
Average assets	754.4	770.0	438.0	371.8	155.1	138.2	(66.1)	(59.6)	1,281.4	1,220.4
Average core deposits	556.3	537.1	209.3	170.8	133.4	120.7	(62.2)	(56.6)	836.8	772.0
Nine months ended September 30,										
Net interest income (2)	\$ 22,166	24,134	8,633	8,509	2,101	2,031	(1,029)	(980)	31,871	33,694
Provision (reversal of provision) for credit losses	5,970	11,022	(141)	1,725	150	221	(120)	(204)	5,859	12,764
Noninterest income	15,534	16,883	7,608	8,076	7,022	6,658	(1,692)	(1,595)	28,472	30,022
Noninterest expense	21,924	22,216	8,255	8,277	7,414	7,160	(708)	(537)	36,885	37,116
Income (loss) before income tax expense (benefit)	9,806	7,779	8,127	6,583	1,559	1,308	(1,893)	(1,834)	17,599	13,836
Income tax expense (benefit)	2,990	2,511	2,710	2,357	590	495	(719)	(697)	5,571	4,666
Net income (loss) before noncontrolling interests	6,816	5,268	5,417	4,226	969	813	(1,174)	(1,137)	12,028	9,170
Less: Net income from noncontrolling interests	239	202	21	15	6	5	-	-	266	222
Net income (loss) (3)	\$ 6,577	5,066	5,396	4,211	963	808	(1,174)	(1,137)	11,762	8,948
Average loans	\$ 499.6	535.5	243.8	230.8	43.1	43.0	(33.2)	(33.0)	753.3	776.3
Average assets	755.6	772.6	417.9	370.3	149.8	139.0	(65.3)	(58.4)	1,258.0	1,223.5
Average core deposits	552.2	533.7	195.0	164.9	128.3	121.1	(61.6)	(55.4)	813.9	764.3

- (1) Includes Wachovia integration expenses and the elimination of items that are included in both Community Banking and Wealth, Brokerage and Retirement, largely representing services and products for wealth management customers provided in Community Banking stores.
- (2) Net interest income is the difference between interest earned on assets and the cost of liabilities to fund those assets. Interest earned includes actual interest earned on segment assets and, if the segment has excess liabilities, interest credits for providing funding to other segments. The cost of liabilities includes interest expense on segment liabilities and, if the segment does not have enough liabilities to fund its assets, a funding charge based on the cost of excess liabilities from another segment.
- (3) Represents segment net income (loss) for Community Banking; Wholesale Banking; and Wealth, Brokerage and Retirement segments and Wells Fargo net income for the consolidated company.

Table of Contents**Note 18: Condensed Consolidating Financial Statements**

Following are the condensed consolidating financial statements of the Parent and Wells Fargo Financial, Inc. and its owned subsidiaries (WFFI).

Condensed Consolidating Statement of Income

(in millions)	Parent	WFFI	Other consolidating subsidiaries	Eliminations	Consolidated Company
Quarter ended September 30, 2011					
Dividends from subsidiaries:					
Bank	\$ 3,481	-	-	(3,481)	-
Nonbank	34	-	-	(34)	-
Interest income from loans	-	528	8,735	(39)	9,224
Interest income from subsidiaries	195	-	-	(195)	-
Other interest income	59	28	2,867	-	2,954
Total interest income	3,769	556	11,602	(3,749)	12,178
Deposits	-	-	559	-	559
Short-term borrowings	22	15	93	(110)	20
Long-term debt	621	130	353	(124)	980
Other interest expense	3	-	74	-	77
Total interest expense	646	145	1,079	(234)	1,636
Net interest income	3,123	411	10,523	(3,515)	10,542
Provision for credit losses	-	557	1,254	-	1,811
Net interest income after provision for credit losses	3,123	(146)	9,269	(3,515)	8,731
Noninterest income					
Fee income nonaffiliates	-	29	5,958	-	5,987
Other	189	20	3,060	(170)	3,099
Total noninterest income	189	49	9,018	(170)	9,086
Noninterest expense					
Salaries and benefits	(93)	20	6,659	-	6,586
Other	41	239	4,981	(170)	5,091
Total noninterest expense	(52)	259	11,640	(170)	11,677
Income (loss) before income tax expense (benefit) and equity in undistributed income of subsidiaries	3,364	(356)	6,647	(3,515)	6,140
Income tax expense (benefit)	70	(100)	2,028	-	1,998
Equity in undistributed income of subsidiaries	761	-	-	(761)	-
Net income (loss) before noncontrolling interests	4,055	(256)	4,619	(4,276)	4,142
Less: Net income from noncontrolling interests	-	-	87	-	87
Parent, WFFI, Other and Wells Fargo net income (loss)	\$ 4,055	(256)	4,532	(4,276)	4,055
Quarter ended September 30, 2010					
Dividends from subsidiaries:					
Bank	\$ 3,926	-	-	(3,926)	-
Nonbank	-	-	-	-	-
Interest income from loans	-	657	9,267	(145)	9,779
Interest income from subsidiaries	386	-	5	(391)	-

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Other interest income	65	28	3,258	-	3,351
Total interest income	4,377	685	12,530	(4,462)	13,130
Deposits	-	-	721	-	721
Short-term borrowings	125	13	214	(325)	27
Long-term debt	746	220	471	(211)	1,226
Other interest expense	-	-	58	-	58
Total interest expense	871	233	1,464	(536)	2,032
Net interest income	3,506	452	11,066	(3,926)	11,098
Provision for credit losses	-	216	3,229	-	3,445
Net interest income after provision for credit losses	3,506	236	7,837	(3,926)	7,653
Noninterest income					
Fee income nonaffiliates	-	29	5,606	-	5,635
Other	(34)	34	4,318	(177)	4,141
Total noninterest income	(34)	63	9,924	(177)	9,776
Noninterest expense					
Salaries and benefits	(14)	25	6,821	-	6,832
Other	222	136	5,240	(177)	5,421
Total noninterest expense	208	161	12,061	(177)	12,253
Income (loss) before income tax expense (benefit) and equity in undistributed income of subsidiaries					
	3,264	138	5,700	(3,926)	5,176
Income tax expense (benefit)	(235)	48	1,938	-	1,751
Equity in undistributed income of subsidiaries	(160)	-	-	160	-
Net income (loss) before noncontrolling interests	3,339	90	3,762	(3,766)	3,425
Less: Net income from noncontrolling interests	-	-	86	-	86
Parent, WFFI, Other and Wells Fargo net income (loss)	\$ 3,339	90	3,676	(3,766)	3,339

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Condensed Consolidating Statements of Income

(in millions)	Other				Consolidated Company
	Parent	WFFI	consolidating subsidiaries	Eliminations	
Nine months ended September 30, 2011					
Dividends from subsidiaries:					
Bank	\$ 8,176	-	-	(8,176)	-
Nonbank	122	-	-	(122)	-
Interest income from loans	-	1,657	26,553	(238)	27,972
Interest income from subsidiaries	738	-	-	(738)	-
Other interest income	164	85	8,813	-	9,062
Total interest income	9,200	1,742	35,366	(9,274)	37,034
Deposits	-	-	1,768	-	1,768
Short-term borrowings	187	46	404	(571)	66
Long-term debt	1,954	439	1,105	(405)	3,093
Other interest expense	6	-	230	-	236
Total interest expense	2,147	485	3,507	(976)	5,163
Net interest income	7,053	1,257	31,859	(8,298)	31,871
Provision for credit losses	-	984	4,875	-	5,859
Net interest income after provision for credit losses	7,053	273	26,984	(8,298)	26,012
Noninterest income					
Fee income nonaffiliates	-	81	17,824	-	17,905
Other	273	70	10,708	(484)	10,567
Total noninterest income	273	151	28,532	(484)	28,472
Noninterest expense					
Salaries and benefits	(68)	70	20,696	-	20,698
Other	(24)	539	16,156	(484)	16,187
Total noninterest expense	(92)	609	36,852	(484)	36,885
Income (loss) before income tax expense (benefit) and equity in undistributed income of subsidiaries					
	7,418	(185)	18,664	(8,298)	17,599
Income tax expense (benefit)	(394)	(59)	6,024	-	5,571
Equity in undistributed income of subsidiaries	3,950	-	-	(3,950)	-
Net income (loss) before noncontrolling interests	11,762	(126)	12,640	(12,248)	12,028
Less: Net income from noncontrolling interests	-	-	266	-	266
Parent, WFFI, Other and Wells Fargo net income (loss)	\$ 11,762	(126)	12,374	(12,248)	11,762

Nine months ended September 30, 2010

Dividends from subsidiaries:

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Bank	\$ 9,901	-	-	(9,901)	-
Nonbank	21	-	-	(21)	-
Interest income from loans	-	2,076	28,239	(221)	30,094
Interest income from subsidiaries	1,036	-	14	(1,050)	-
Other interest income	229	88	9,416	-	9,733
Total interest income	11,187	2,164	37,669	(11,193)	39,827
Deposits	-	-	2,170	-	2,170
Short-term borrowings	169	33	401	(537)	66
Long-term debt	2,193	767	1,509	(734)	3,735
Other interest expense	1	-	161	-	162
Total interest expense	2,363	800	4,241	(1,271)	6,133
Net interest income	8,824	1,364	33,428	(9,922)	33,694
Provision for credit losses	-	735	12,029	-	12,764
Net interest income after provision for credit losses	8,824	629	21,399	(9,922)	20,930
Noninterest income					
Fee income nonaffiliates	-	83	17,412	-	17,495
Other	348	110	12,585	(516)	12,527
Total noninterest income	348	193	29,997	(516)	30,022
Noninterest expense					
Salaries and benefits	(64)	121	20,255	-	20,312
Other	687	493	16,140	(516)	16,804
Total noninterest expense	623	614	36,395	(516)	37,116
Income (loss) before income tax expense (benefit) and equity in undistributed income of subsidiaries	8,549	208	15,001	(9,922)	13,836
Income tax expense (benefit)	(443)	73	5,036	-	4,666
Equity in undistributed income of subsidiaries	(44)	-	-	44	-
Net income (loss) before noncontrolling interests	8,948	135	9,965	(9,878)	9,170
Less: Net income from noncontrolling interests	-	-	222	-	222
Parent, WFFI, Other and Wells Fargo net income (loss)	\$ 8,948	135	9,743	(9,878)	8,948

Table of Contents**Note 18: Condensed Consolidating Financial Statements (continued)**

Condensed Consolidating Balance Sheets

(in millions)	Parent	WFFI	Other		Consolidated Company
			consolidating subsidiaries	Eliminations	
September 30, 2011					
Assets					
Cash and cash equivalents due from:					
Subsidiary banks	\$ 23,523	187	-	(23,710)	-
Nonaffiliates	57	238	107,823	-	108,118
Securities available for sale	14,268	2,819	190,089	-	207,176
Mortgages and loans held for sale	-	-	43,447	-	43,447
Loans	6	27,386	749,944	(17,230)	760,106
Loans to subsidiaries:					
Bank	3,885	-	-	(3,885)	-
Nonbank	51,018	-	-	(51,018)	-
Allowance for loan losses	-	(1,879)	(18,160)	-	(20,039)
Net loans	54,909	25,507	731,784	(72,133)	740,067
Investments in subsidiaries:					
Bank	134,622	-	-	(134,622)	-
Nonbank	16,498	-	-	(16,498)	-
Other assets	7,123	1,247	198,951	(1,184)	206,137
Total assets	\$ 251,000	29,998	1,272,094	(248,147)	1,304,945
Liabilities and equity					
Deposits	\$ -	-	919,138	(23,710)	895,428
Short-term borrowings	832	16,181	82,112	(48,350)	50,775
Accrued expenses and other liabilities	10,208	1,534	75,726	(1,184)	86,284
Long-term debt	89,528	10,761	44,044	(11,119)	133,214
Indebtedness to subsidiaries	12,664	-	-	(12,664)	-
Total liabilities	113,232	28,476	1,121,020	(97,027)	1,165,701
Parent, WFFI, Other and Wells Fargo stockholders equity	137,768	1,522	149,598	(151,120)	137,768
Noncontrolling interests	-	-	1,476	-	1,476
Total equity	137,768	1,522	151,074	(151,120)	139,244
Total liabilities and equity	\$ 251,000	29,998	1,272,094	(248,147)	1,304,945
December 31, 2010					
Assets					
Cash and cash equivalents due from:					
Subsidiary banks	\$ 30,240	154	-	(30,394)	-
Nonaffiliates	9	212	96,460	-	96,681
Securities available for sale	2,368	2,742	167,544	-	172,654

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Mortgages and loans held for sale	-	-	53,053	-	53,053
Loans	7	30,329	742,807	(15,876)	757,267
Loans to subsidiaries:					
Bank	3,885	-	-	(3,885)	-
Nonbank	53,382	-	-	(53,382)	-
Allowance for loan losses	-	(1,709)	(21,313)	-	(23,022)
Net loans	57,274	28,620	721,494	(73,143)	734,245
Investments in subsidiaries:					
Bank	133,867	-	-	(133,867)	-
Nonbank	14,904	-	-	(14,904)	-
Other assets	8,363	1,316	192,821	(1,005)	201,495
Total assets	\$ 247,025	33,044	1,231,372	(253,313)	1,258,128
Liabilities and equity					
Deposits	\$ -	-	878,336	(30,394)	847,942
Short-term borrowings	2,412	14,490	86,523	(48,024)	55,401
Accrued expenses and other liabilities	6,819	1,685	62,414	(1,005)	69,913
Long-term debt	99,745	15,240	55,476	(13,478)	156,983
Indebtedness to subsidiaries	11,641	-	-	(11,641)	-
Total liabilities	120,617	31,415	1,082,749	(104,542)	1,130,239
Parent, WFFI, Other and Wells Fargo stockholders equity	126,408	1,618	147,153	(148,771)	126,408
Noncontrolling interests	-	11	1,470	-	1,481
Total equity	126,408	1,629	148,623	(148,771)	127,889
Total liabilities and equity	\$ 247,025	33,044	1,231,372	(253,313)	1,258,128

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Condensed Consolidating Statements of Cash Flows

	2011				Nine months ended September 30, 2010			
	Other		Consolidated		Other		Consolidated	
	consolidating					consolidating		
	subsidiaries/		Company		subsidiaries/		Company	
(in millions)	Parent	WFFI	eliminations	Company	Parent	WFFI	eliminations	Company
Cash flows from operating activities:								
Net cash provided by operating activities	\$ 11,636	1,093	25,060	37,789	12,841	1,245	8,714	22,800
Cash flows from investing activities:								
Securities available for sale:								
Sales proceeds	4,349	618	16,407	21,374	385	681	4,059	5,125
Prepayments and maturities	-	130	33,984	34,114	-	166	33,183	33,349
Purchases	(12,250)	(755)	(71,152)	(84,157)	(119)	(889)	(36,153)	(37,161)
Loans:								
Loans originated by banking subsidiaries, net of principal collected	-	(313)	(25,229)	(25,542)	-	(48)	27,407	27,359
Proceeds from sales (including participations) of loans originated for investment by banking subsidiaries	-	-	5,310	5,310	-	-	5,011	5,011
Purchases (including participations) of loans by banking subsidiaries	-	-	(5,514)	(5,514)	-	-	(1,673)	(1,673)
Principal collected on nonbank entities loans	-	7,613	75	7,688	-	8,249	3,457	11,706
Loans originated by nonbank entities	-	(5,668)	-	(5,668)	-	(4,590)	(3,370)	(7,960)
Net repayments from (advances to) subsidiaries	159	90	(249)	-	(2,424)	(693)	3,117	-
Capital notes and term loans made to subsidiaries	(1,340)	-	1,340	-	-	-	-	-
Principal collected on notes/loans made to subsidiaries	3,579	-	(3,579)	-	8,899	-	(8,899)	-
Net decrease (increase) in investment in subsidiaries	(413)	-	413	-	1,344	-	(1,344)	-
Net cash paid for acquisitions	-	-	(245)	(245)	-	-	(23)	(23)
Other, net	21	(13)	863	871	13	13	(10,223)	(10,197)
Net cash provided (used) by investing activities	(5,895)	1,702	(47,576)	(51,769)	8,098	2,889	14,549	25,536
Cash flows from financing activities:								
Net change in:								
Deposits	-	-	47,486	47,486	-	-	(9,506)	(9,506)
Short-term borrowings	533	1,691	(6,771)	(4,547)	211	2,827	3,584	6,622
Long-term debt:								
Proceeds from issuance	4,091	513	3,175	7,779	1,665	-	973	2,638
Repayment	(16,260)	(4,929)	(12,247)	(33,436)	(21,210)	(7,078)	(29,502)	(57,790)
Preferred stock:								
Proceeds from issuance	2,501	-	-	2,501	-	-	-	-
Cash dividends paid	(691)	-	-	(691)	(620)	-	-	(620)
Common stock warrants repurchased	(1)	-	-	(1)	(544)	-	-	(544)
Common stock:								
Proceeds from issuance	1,014	-	-	1,014	1,050	-	-	1,050
Repurchased	(1,762)	-	-	(1,762)	(71)	-	-	(71)
Cash dividends paid	(1,905)	-	-	(1,905)	(783)	-	-	(783)
	70	-	-	70	79	-	-	79

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Excess tax benefits related to stock option payments

Net change in noncontrolling interests	-	(11)	(247)	(258)	-	-	(490)	(490)
Net cash provided (used) by financing activities	(12,410)	(2,736)	31,396	16,250	(20,223)	(4,251)	(34,941)	(59,415)
Net change in cash and due from banks	(6,669)	59	8,880	2,270	716	(117)	(11,678)	(11,079)
Cash and due from banks at beginning of period	30,249	366	(14,571)	16,044	27,314	454	(688)	27,080
Cash and due from banks at end of period	\$ 23,580	425	(5,691)	18,314	28,030	337	(12,366)	16,001

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Table of Contents**Note 19: Regulatory and Agency Capital Requirements**

The Company and each of its subsidiary banks are subject to regulatory capital adequacy requirements promulgated by federal regulatory agencies. The Federal Reserve establishes capital requirements, including well capitalized standards, for the consolidated financial holding company, and the OCC has similar requirements for the Company's national banks, including Wells Fargo Bank, N.A.

We do not consolidate our wholly-owned trusts (the Trusts) formed solely to issue trust preferred and preferred purchase securities (the Securities). Securities issued by the Trusts includable in Tier 1 capital were \$7.5 billion at September 30, 2011. Since December 31, 2010, we have called \$9.2 billion of trust preferred securities, and also issued \$2.5 billion in Series I Preferred Stock, replacing certain preferred purchase securities reflected in the amount of Securities issued by the Trusts includable in Tier 1 capital at December 31, 2010. The Series I Preferred Stock was included in preferred stock

(Note 14), as a separate component of Tier 1 capital. The junior subordinated debentures held by the Trusts were included in the Company's long-term debt.

Certain subsidiaries of the Company are approved seller/servicers, and are therefore required to maintain minimum levels of shareholders' equity, as specified by various agencies, including the United States Department of Housing and Urban Development, GNMA, FHLMC and FNMA. At September 30, 2011, each seller/servicer met these requirements. Certain broker-dealer subsidiaries of the Company are subject to SEC Rule 15c3-1 (the Net Capital Rule), which requires that we maintain minimum levels of net capital, as defined. At September 30, 2011, each of these subsidiaries met these requirements.

The following table presents regulatory capital information for Wells Fargo & Company and Wells Fargo Bank, N.A.

(in billions, except ratios)	Wells Fargo & Company		Wells Fargo Bank, N.A.		Well-capitalized ratios (1)	Minimum capital ratios(1)
	Sept. 30, 2011	Dec. 31, 2010	Sept. 30, 2011	Dec. 31, 2010		
Regulatory capital:						
Tier 1	\$ 110.7	109.4	92.5	90.2		
Total	146.1	147.1	117.9	117.1		
Assets:						
Risk-weighted	\$ 983.2	980.0	900.9	895.2		
Adjusted average (2)	1,235.1	1,189.5	1,089.5	1,057.7		
Capital ratios:						
Tier 1 capital	11.26 %	11.16	10.26	10.07	6.00	4.00
Total capital	14.86	15.01	13.08	13.09	10.00	8.00
Tier 1 leverage (2)	8.97	9.19	8.49	8.52	5.00	4.00

(1) As defined by the regulations issued by the Federal Reserve, OCC and FDIC.

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- (2) The leverage ratio consists of Tier 1 capital divided by quarterly average total assets, excluding goodwill and certain other items. The minimum leverage ratio guideline is 3% for banking organizations that do not anticipate significant growth and that have well-diversified risk, excellent asset quality, high liquidity, good earnings, effective management and monitoring of market risk and, in general, are considered top-rated, strong banking organizations.

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Table of Contents**Glossary of Acronyms**

ACL	Allowance for credit losses
ALCO	Asset/Liability Management Committee
ARS	Auction rate security
ASC	Accounting Standards Codification
ASU	Accounting Standards Update
ARM	Adjustable-rate mortgage
AVM	Automated valuation model
CD	Certificate of deposit
CDO	Collateralized debt obligation
CLO	Collateralized loan obligation
CLTV	Combined loan-to-value
CPP	Capital Purchase Program
CPR	Constant prepayment rate
CRE	Commercial real estate
DPD	Days past due
ESOP	Employee Stock Ownership Plan
FAS	Statement of Financial Accounting Standards
FASB	Financial Accounting Standards Board
FDIC	Federal Deposit Insurance Corporation
FFELP	Federal Family Education Loan Program
FHA	Federal Housing Administration
FHLB	Federal Home Loan Bank
FHLMC	Federal Home Loan Mortgage Company
FICO	Fair Isaac Corporation (credit rating)
FNMA	Federal National Mortgage Association
FRB	Board of Governors of the Federal Reserve System
GAAP	Generally accepted accounting principles
GNMA	Government National Mortgage Association
GSE	Government-sponsored entity
HAMP	Home Affordability Modification Program
HPI	Home Price Index
HUD	Department of Housing and Urban Development
LHFS	Loans held for sale

LIBOR	London Interbank Offered Rate
LOCOM	Lower of cost or market value
LTV	Loan-to-value
MBS	Mortgage-backed security
MHA	Making Home Affordable programs
MHFS	Mortgages held for sale
MSR	Mortgage servicing right
MTN	Medium-term note
NAV	Net asset value
NPA	Nonperforming asset
OCC	Office of the Comptroller of the Currency
OCI	Other comprehensive income
OTC	Over-the-counter
OTTI	Other-than-temporary impairment
PCI Loans	Purchased credit-impaired loans
PTPP	Pre-tax pre-provision profit
RBC	Risk-based capital
ROA	Wells Fargo net income to average total assets
ROE	Wells Fargo net income applicable to common stock to average Wells Fargo common stockholders' equity
SEC	Securities and Exchange Commission
S&P	Standard & Poor's
SPE	Special purpose entity
TARP	Troubled Asset Relief Program
TDR	Troubled debt restructuring
VA	Department of Veterans Affairs
VaR	Value-at-risk
VIE	Variable interest entity
WFFCC	Wells Fargo Financial Canada Corporation
WFFI	Wells Fargo Financial, Inc. and its wholly-owned subsidiaries

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PART II OTHER INFORMATION

Item 1. Legal Proceedings

Information in response to this item can be found in Note 11 (Legal Actions) to Financial Statements in this Report which information is incorporated by reference into this item.

Item 1A. Risk Factors

Information in response to this item can be found under the Financial Review Risk Factors section in this Report which information is incorporated by reference into this item.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table shows Company repurchases of its common stock for each calendar month in the quarter ended September 30, 2011.

Calendar month	Total number of shares repurchased (1)	Weighted-average price paid per share	Maximum number of shares that may yet be purchased under the authorizations
July	128,489	\$ 28.55	165,853,032
August	20,918,095	24.46	144,934,937
September	1,064,445	23.49	143,870,492
Total	22,111,029		

(1) All shares were repurchased under an authorization covering up to 200 million shares of common stock approved by the Board of Directors and publicly announced by the Company on March 18, 2011. Unless modified or revoked by the Board, this authorization does not expire.

The following table shows Company repurchases of the warrants for each calendar month in the quarter ended September 30, 2011.

Calendar month	Total number of warrants repurchased (1)	Average price paid per warrant	Maximum dollar value of warrants that may yet be purchased
July	-	\$ -	454,692,072
August	6,350	8.10	454,640,666

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September	160,822	8.09	453,340,141
Total	167,172		

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

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Item 6. Exhibits

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

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.

SIGNATURE

Pursuant to the requirements 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.

Dated: November 8, 2011

WELLS FARGO & COMPANY

By: /s/ RICHARD D. LEVY
Richard D. Levy
Executive Vice President and Controller

(Principal Accounting Officer)

Table of Contents**EXHIBIT INDEX**

Exhibit

Number	Description	Location
3(a)	Restated Certificate of Incorporation, as amended and in effect on the date hereof.	Incorporated by reference to Exhibit 3(a) to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011.
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.	
12(a)	Computation of Ratios of Earnings to Fixed Charges:	Filed herewith.

	Quarter ended		Nine months	
	Sept. 30,		ended	
	2011	2010	2011	2010
Including interest on deposits	4.51	3.39	4.19	3.11
Excluding interest on deposits	6.20	4.61	5.73	4.17

12(b)	Computation of Ratios of Earnings to Fixed Charges and Preferred Dividends:	Filed herewith.
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	Quarter ended		Nine months	
	Sept. 30,		ended	
	2011	2010	2011	2010
Including interest on deposits	3.80	2.98	3.58	2.75
Excluding interest on deposits	4.85	3.83	4.58	3.49

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Exhibit	<u>Description</u>	<u>Location</u>
Number		
31(a)	Certification of principal executive officer pursuant to Section 302	Filed herewith.
	of the Sarbanes-Oxley Act of 2002.	
31(b)	Certification of principal financial officer pursuant to Section 302	Filed herewith.
	of the Sarbanes-Oxley Act of 2002.	
32(a)	Certification of Periodic Financial Report by Chief Executive Officer	Furnished herewith.
	Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and 18 U.S.C. § 1350.	
32(b)	Certification of Periodic Financial Report by Chief Financial Officer	Furnished herewith.
	Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and 18 U.S.C. § 1350.	
101	Pursuant to Rule 405 of Regulation S-T, the following financial information from the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2011, is formatted in XBRL interactive data files: (i) Consolidated Statement of Income for the nine months ended September 30, 2011, and 2010; (ii) Consolidated Balance Sheet at September 30, 2011, and December 31, 2010; (iii) Consolidated Statement of Changes in Equity and Comprehensive Income for the nine months ended September 30, 2011 and 2010; (iv) Consolidated Statement of Cash Flows for the nine months ended September 30, 2011 and 2010; and (v) Notes to Financial Statements.	Filed herewith.