



Comptroller of the Currency
Administrator of National Banks

Washington, DC 20219

November 14, 2003

**Conditional Approval #689
May 2005**

Mr. James E. Hanson
Manager of Financial Reporting
Wells Fargo & Company
MAC N9305-152
Sixth & Marquette
Minneapolis, Minnesota 55479

Dear Mr. Hanson:

The Office of the Comptroller of the Currency (OCC) has reviewed your application to establish a new national trust bank, which will engage solely in fiduciary activities, with the title of Wells Fargo Alaska Trust Company, National Association ("Trust Company"). On November 14, 2003, the OCC granted preliminary conditional approval of your charter application after a determination that your proposal met certain regulatory and policy requirements.

This preliminary conditional approval is granted based on a thorough evaluation of all information available to the OCC, including the representations and commitments made in the application and by the Trust Company's representatives. We also made our decision to grant preliminary conditional approval with the understanding that the proposed Trust Company will apply for Federal Reserve membership.

The OCC has granted preliminary conditional approval only. Final approval and authorization for the Trust Company to open will not be granted until all preopening requirements are met. Until final approval is granted, the OCC has the right to alter, suspend, or revoke this preliminary conditional approval should the OCC deem any interim development to warrant such action.

This preliminary conditional approval is subject to the following standard conditions:

- 1) The Trust Company: (i) shall give the Deputy Comptroller, Large Bank Supervision at least sixty (60) days prior written notice of the Trust Company's intent to significantly

deviate or change from its business plan or operations¹ and (ii) shall obtain the OCC's written determination of no objection before the Trust Company engages in any significant deviation or change from its business plan or operations. If FDIC insured, during the first three years of operation, Trust Company must also provide a copy of such written notice to the FDIC's San Francisco regional office.

2) Trust Company shall maintain a minimum of \$1,000,000.00 in Tier 1 capital at all times. If Trust Company fails to maintain Tier 1 capital in the amount of \$1.0 million, Trust Company shall be deemed "undercapitalized," for purposes of 12 USC 1831o and 12 CFR 6, and the OCC shall have the authority to take any action authorized under all provisions of 12 USC 1831o and 12 CFR 6 applicable to an undercapitalized national bank. For purposes of 12 USC 1831o(e)(5), an action "necessary to carry out the purpose of this section" shall include restoration of Trust Company's capital so that it is not "undercapitalized," and any other action deemed advisable by the OCC to address Trust Company's capital deficiency or the safety and soundness of its operations.

These conditions of approval are conditions "imposed in writing by the agency in connection with the granting of any application or other request" within the meaning of 12 USC 1818. As such, the conditions are enforceable under 12 USC 1818.

The OCC is currently reviewing its capital and liquidity policy with respect to national trust banks. Should there be a change in our policy as a result of the review, we will advise you accordingly. In addition, if Trust Company's future assets under management increase significantly, or if Trust Company assumes additional risk, the OCC may conclude that increased capital is required.

The OCC poses no objection to the following person(s) serving as executive officer(s), directors, and/or organizers as proposed in the application:

Richard Strutz, Director, Chairperson & President
James L. Cloud, Director & Executive Vice President
Paul Harris, Director & Senior Vice President
James L. Brenner, Director & Senior Vice President
Nancy J. Ashwill, Director & Senior Vice President

Prior to opening, Trust Company must obtain the OCC's prior written determination of no objection of any additional organizers or executive officers, or directors appointed or elected before the person assumes the position. For a two-year period after it commences business, Trust Company must file an Interagency Biographical and Financial Report with the OCC and receive a letter of no objection from the OCC prior to any new executive officer or director assuming such position.

¹ If such deviation is the subject of an application filed with the OCC, no separate notice to the supervisory office is required.

The “Corporate Organization” booklet in the *Comptroller’s Licensing Manual* provides guidance for organizing the trust company. The booklet is located at the OCC’s web site: www.occ.treas.gov/corpbook/group1/public/pdf/corporg.pdf. The booklet contains all of the steps you must take to receive your charter.

As detailed in the booklet, you may establish the corporate existence of and begin organizing Trust Company as soon as you adopt and forward Articles of Association and the Organization Certificate to this office for our review and acceptance. As a “body corporate” or legal entity, you may begin taking those steps necessary for obtaining final approval. Trust Company may not begin the business of banking and engaging in fiduciary activities until it fulfills all requirements for a bank in organization and the OCC grants final approval.

Enclosed are standard requirements and minimum policies and procedures for new national banks. Trust Company must meet the standard requirements before it is allowed to commence business and the Board of Directors must ensure that the applicable policies and procedures are established and adopted before Trust Company begins operation.

Under separate cover, the OCC will send to you an appropriate set of OCC handbooks, manuals, issuances, and selected other publications. This information does not include the Comptroller’s Licensing Manual, which is available only in electronic form at our web site: <http://www.occ.treas.gov/corpapps/corppapplic.htm>.

This preliminary conditional approval and the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States (U.S.), any agency or entity of the U.S., or any officer or employee of the U.S., and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. The forgoing may not be waived or modified by any employee or agent of the OCC or the U.S.

Direct any questions concerning this preliminary conditional approval to the undersigned at (202) 874-5060.

Sincerely

signed

Richard T. Erb
Licensing Manager

Enclosures: Standard Requirements
Minimum Policies and Procedures