

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 9283 / December 9, 2011

In the Matter of

**WACHOVIA BANK, N.A., now known
as WELLS FARGO BANK, N.A.,
successor by merger.**

Respondent.

**ORDER UNDER RULE 602(e) OF
THE SECURITIES ACT OF 1933
GRANTING A WAIVER OF THE
DISQUALIFICATION
PROVISIONS OF RULES 602(b)(4)
AND 602(c)(2)**

Wachovia Bank, N.A., now known as Wells Fargo Bank, N.A., successor by merger (“Wachovia”) has submitted a letter, dated December 5, 2011, requesting a waiver of the disqualification from the exemption from registration under Regulation E arising from the settlement with the Commission of a civil injunctive proceeding.

On December 8, 2011, the Commission filed a civil injunctive complaint against Wachovia in the United States District Court for the District of New Jersey alleging that Wachovia violated Section 17(a) of the Securities Act of 1933 (“Securities Act”).

Pursuant to an Offer of Settlement from Wachovia, Wachovia simultaneously filed a “Consent of Wachovia Bank, N.A., now known as Wells Fargo Bank, N.A., successor by merger” in which it agreed, without admitting or denying the allegations of the Commission’s complaint, to the entry of a Final Judgment against it. Among other things, the Final Judgment permanently enjoins Wachovia from violating Section 17(a) of the Securities Act, and orders Wachovia to pay \$46,078,591 in disgorgement, penalties and interest. In its complaint the Commission alleges that Wachovia was involved a bid-rigging scheme related to tax-exempt municipal securities.

Rule 602(b)(4) of the Securities Act makes the Regulation E exemption unavailable to an issuer if, among other things, such issuer or any of its affiliates is subject to any “order, judgment, or decree of any court of competent jurisdiction, entered within five years prior to the filing of such [Regulation E] notification, temporarily or permanently restraining or enjoining such person from engaging in or continuing any conduct or practice in connection with the purchase or sale of securities.” Rule 602(c)(2)

also makes the exemption unavailable to an issuer if, among other things, any principal security holder, investment advisor, or underwriter of the securities to be issued is “temporarily or permanently restrained or enjoined by any court from engaging in or continuing any conduct or practice in connection with the purchase or sale of any security or arising out of such person’s conduct as an underwriter, broker, dealer or investment adviser.” Rule 602(e) provides, however, that the disqualification “shall not apply . . . if the Commission determines, upon a showing of good cause, that it is not necessary under the circumstances that the exemption be denied.”

Based on the representations set forth in Wachovia’s December 5, 2011 request, the Commission has determined that, pursuant to Rule 602(e), a showing of good cause has been made and that it is not necessary under the circumstances that the exemption be denied as a result of the Final Judgment or as a result of any related injunction entered by a U.S. state or territorial court addressing the same activities as the settled injunctive proceeding.

Accordingly, **IT IS ORDERED**, pursuant to Rule 602(e) under the Securities Act, that a waiver of the disqualification provision of Rules 602(b)(4) and 602(c)(2) under the Securities Act resulting from the entry of the Final Judgment is hereby granted.

By the Commission.

Elizabeth M. Murphy
Secretary