

PIMCO CALIFORNIA MUNICIPAL INCOME FUND  
Form SC 13D/A  
December 10, 2018

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 2)**

**PIMCO CALIFORNIA MUNICIPAL INCOME FUND**  
**(Name of Issuer)**  
**VARIABLE RATE MUNIFUND TERM PREFERRED SHARES**

**(Title of Class of Securities)**

**72200N502**

**(CUSIP Number)**

**Willie J. White**

**Senior Counsel**

**Wells Fargo & Company**

**301 South College Street, 22nd Floor**

**Charlotte, NC 28202-6000**

**(704) 410-5082**

*With a copy to:*

**Patrick Quill**

**Chapman and Cutler LLP**

**1270 Avenue of the Americas 30th Floor**

**New York, NY 10020**

**(212) 655-2506**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**December 6, 2018**

**(Date of Event Which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page 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 (however, see the Notes).

SCHEDULE 13D

CUSIP No. 72200N502

1. Names of Reporting Persons

Wells Fargo & Company 41-0449260

2. Check the Appropriate Box if a member of a Group (see instructions)

a.      b.

3. SEC Use Only

4. Source of Funds (See Instructions):

WC

5. Check Box if Disclosure of Legal Proceedings Is Required pursuant to Items 2(d) or 2(e).

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power:

Shares

Beneficially 8. 0  
Owned by Shared Voting Power:

Owned by

Each

Reporting 9. 293  
Person Sole Dispositive Power:

Person

With:

10. 0  
Shared Dispositive Power:

293

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

293

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11):

5.72%

14. Type of Reporting Person (See Instructions)

HC

SCHEDULE 13D

CUSIP No. 72200N502

1. Names of Reporting Persons

Wells Fargo Municipal Capital Strategies, LLC 45-2541449

2. Check the Appropriate Box if a member of a Group (see instructions)

a.            b.

3. SEC Use Only

4. Source of Funds (See Instructions):

WC

5. Check Box if Disclosure of Legal Proceedings Is Required pursuant to Items 2(d) or 2(e).

6. Citizenship or Place of Organization

Delaware

Number of    7.    Sole Voting Power:

Shares

Beneficially    0  
Owned by    8.    Shared Voting Power:

Owned by

Each

Reporting    9.    293  
Sole Dispositive Power:

Person

With:

10.    0  
Shared Dispositive Power:

293

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

293

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11):

5.72%

14. Type of Reporting Person (See Instructions)

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SCHEDULE 13D

CUSIP No. 72200N502

1. Names of Reporting Persons

WFC Holdings, LLC 41-1921346

2. Check the Appropriate Box if a member of a Group (see instructions)

- a.      b.

3. SEC Use Only

4. Source of Funds (See Instructions):

WC

5. Check Box if Disclosure of Legal Proceedings Is Required pursuant to Items 2(d) or 2(e).

6. Citizenship or Place of Organization

Delaware

Number of    7.    Sole Voting Power:

Shares

Beneficially      0  
Owned by      8.    Shared Voting Power:

Owned by

Each

Reporting      9.    0  
Sole Dispositive Power:

Person

With:

10.    0  
Shared Dispositive Power:

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11):

0%

14. Type of Reporting Person (See Instructions)

00



SCHEDULE 13D

CUSIP No. 72200N502

1. Names of Reporting Persons

EVEREN Capital Corporation 36-4019175

2. Check the Appropriate Box if a member of a Group (see instructions)

a.      b.

3. SEC Use Only

4. Source of Funds (See Instructions):

WC

5. Check Box if Disclosure of Legal Proceedings Is Required pursuant to Items 2(d) or 2(e).

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power:

Shares

Beneficially 8. 0  
Owned by Shared Voting Power:

Owned by

Each

Reporting 9. 0  
Person Sole Dispositive Power:

Person

With:

10. 0  
Shared Dispositive Power:

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11):

0%

14. Type of Reporting Person (See Instructions)

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This Amendment No. 2 (this **Amendment** ) amends, as set forth below, the statement on Schedule 13D, related to events occurring as of April 5, 2010 and filed with the SEC on September 12, 2018 (the **Original Schedule 13D** ) and as further amended by Amendment No. 1 dated September 18, 2018 and filed with the SEC on September 20, 2018 ( **Amendment No. 1** ) for Wells Fargo & Company ( **Wells Fargo** ), WFC Holdings, LLC ( **WFC Holdings** ) and EVEREN Capital Corporation ( **EVEREN** ), and collectively with Wells Fargo, WFC Holdings, and Wells Fargo Municipal Capital Strategies, LLC ( **Capital Strategies** ), the **Reporting Persons** ) with respect to the Variable Rate MuniFund Term Preferred Shares (the **VMTP Shares** ), of PIMCO California Municipal Income Fund (the **Issuer** or the **Company** ).

This Amendment is being filed as a result of the transfer by WFC Holdings of 269 VMTP Shares (CUSIP No. 72200N502), representing all the VMTP Shares owned by WFC Holdings, and the transfer by EVEREN of 1 VMTP Share (CUSIP No. 72200N502), representing all the VMTP Shares owned by EVEREN, to Capital Strategies (the **Transfer** ). Prior to the Transfer, Capital Strategies held 23 VMTP Shares and following the transfer Capital Strategies holds 293 VMTP Shares.

## Item 2

(i) Item 2 of the Original Schedule 13D is hereby amended by deleting the paragraphs related to the names and addresses of the Reporting Persons and replacing such paragraphs with the following:

This Statement is being filed on behalf of each of the following persons (collectively, the **Reporting Persons** ):

- i. Wells Fargo & Company ( **Wells Fargo** ); and
- ii. Wells Fargo Municipal Capital Strategies, LLC ( **Capital Strategies** ).

This Statement relates to the VMTP Shares that were purchased for the account of Capital Strategies from WFC Holdings and EVEREN.

The address of the principal business office of Wells Fargo is:

420 Montgomery Street

San Francisco, CA 94104

The address of the principal business office of Capital Strategies is:

375 Park Avenue

New York, NY 10152

(ii) Item 2 of the Original Schedule 13D is hereby further amended by deleting Schedule I and Schedule II referenced therein and replacing them with Schedule I and Schedule II included with this Amendment.

The sixth paragraph is replaced with the following:

Wells Fargo and its subsidiaries provide banking, investments, and mortgage products and services, as well as consumer and commercial finance through more than 7,950 locations, 13,000 ATMs, digital (online, mobile and social), and contact centers (phone, email and correspondence), and we have offices in 37 countries and territories to support customers who conduct business in the global economy.

### **Item 3**

Item 3 of the Original Schedule 13D is hereby deleted in its entirety and replaced with the following:

Capital Strategies purchased from WFC Holdings 269 VMTP Shares (CUSIP No. 72200N502) and from EVEREN 1 VMTP Share (CUSIP No. 72200N502) (the Transfer ).

The aggregate amount of funds used by Capital Strategies for the purchase was approximately \$27,000,000. The source of funds was the working capital of Capital Strategies.

### **Item 4 Purpose of the Transaction**

Item 4 of the Original Schedule 13D is hereby amended by adding the following paragraph at the end thereof:

Capital Strategies made the purchase of 269 VMTP Shares (CUSIP No. 72200N502) from WFC Holdings and 1 VMTP Share (CUSIP No. 72200N502) from EVEREN for investment purposes. Capital Strategies acquired the 269 VMTP Shares (CUSIP No. 72200N502) from WFC Holdings and the 1 VMTP Share (CUSIP No. 72200N502) from EVEREN pursuant to a Purchase and Assignment Agreement, dated as of December 6, 2018, between Capital Strategies, WFC Holdings and EVEREN (the Purchase Agreement ) for a purchase price of \$27,000,000.

The Reporting Persons have not acquired the subject securities with any purpose, or with the effect of, changing or influencing control of the Issuer, or in connection with or as a participant in any transaction having that purpose or effect.

### **Item 6**

Item 6 of the Original Schedule 13D is hereby amended by adding the following paragraph at the end thereof:

The voting and consent rights on the 270 VMTP Shares purchased by Capital Strategies from WFC Holdings and EVEREN will continue to be treated in the same manner as previously described in this Item 6 except that the rights previously described as held by WFC Holdings and EVEREN are now held entirely by Capital Strategies.

**Item 7 Material to be Filed as Exhibits**

Item 7 of the Original Schedule 13D is hereby amended by deleting Exhibit 99.1 and Exhibit 99.2 and thereto and inserting the following additional exhibits:

| Exhibit | Description of Exhibit  |
|---------|---|
| 99.1    | Joint Filing Agreement  |
| 99.2    | Power of Attorney   |
| 99.7    | Purchase and Assignment Agreement between Wells Fargo Municipal Capital Strategies, LLC, WFC Holdings, LLC and EVEREN Capital Corporation, dated as of December 6, 2018 |

SIGNATURES

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.

Date: December 10, 2018

**WELLS FARGO & COMPANY**

By: /s/ Lori Ward  
Name: Lori Ward  
Title: Designated Signer

**WELLS FARGO MUNICIPAL CAPITAL STRATEGIES, LLC**

By: /s/ Adam Joseph  
Name: Adam Joseph  
Title: President

**WFC HOLDINGS, LLC**

By: /s/ Arthur C. Evans  
Name: Arthur C. Evans  
Title: Designated Signer

**EVEREN CAPITAL CORPORATION**

By: /s/ Matthew J. Nachtman  
Name: Matthew J. Nachtman  
Title: Designated Signer

LIST OF EXHIBITS

| Exhibit | Description of Exhibit  |
|---------|---|
| 99.1    | Joint Filing Agreement  |
| 99.2    | Power of Attorney   |
| 99.7    | Purchase and Assignment Agreement between Wells Fargo Municipal Capital Strategies, LLC, WFC Holdings, LLC and EVEREN Capital Corporation, dated as of December 6, 2018 |

## SCHEDULE I

## EXECUTIVE OFFICERS AND DIRECTORS OF REPORTING PERSONS

The following sets forth the name and present principal occupation of each executive officer and director of Wells Fargo & Company. The business address of each of the executive officers and directors of Wells Fargo & Company is 420 Montgomery Street, San Francisco, CA 94104.

| Name                | Position with Wells Fargo & Company  | Principal Occupation  |
|---------------------|--|---|
| Timothy J. Sloan    | Chief Executive Officer and President; Director                              | Chief Executive Officer of Wells Fargo & Company                            |
| David Galloreese    | Executive Vice President   | Head of Human Resources of Wells Fargo & Company                            |
| Richard D. Levy     | Executive Vice President and Controller                                      | Controller of Wells Fargo & Company   |
| Amanda G. Norton    | Senior Executive Vice President and Chief Risk Officer                       | Chief Risk Officer of Wells Fargo   |
| Mary T. Mack        | Senior Executive Vice President (Consumer Banking)                           | Head of Consumer Banking  |
| Avid Modjtabai      | Senior Executive Vice President (Payments, Virtual Solutions and Innovation) | Head of Payments, Virtual Solutions and Innovation of Wells Fargo & Company |
| C. Allen Parker     | Senior Executive Vice President and General Counsel                          | General Counsel of Wells Fargo & Company                                    |
| Perry G. Pelos      | Senior Executive Vice President (Wholesale Banking)                          | Head of Wholesale Banking   |
| John R. Shrewsberry | Senior Executive Vice President and Chief Financial Officer                  | Chief Financial Officer of Wells Fargo & Company                            |
| Jonathan G. Weiss   | Senior Executive Vice President (Wealth and Investment Management)           | Head of Wealth and Investment Management of Wells Fargo                     |
| John D. Baker II    | Director   | Executive Chairman and Director of FRP Holdings, Inc.                       |



|                         |                    |  |
|-------------------------|--------------------|--|
| Celeste A. Clark        | Director           | Principal, Abraham Clark Consulting, LLC, and Retired Senior Vice President, Global Public Policy and External Relations and Chief Sustainability Officer, Kellogg Company |
| Theodore F. Craver, Jr. | Director           | Retired Chairman, President and CEO, Edison International  |
| Elizabeth A. Duke       | Chairman, Director | Former member of the Federal Reserve Board of Governors  |
| Donald M. James         | Director           | Retired Chairman and CEO of Vulcan Materials Company   |
| Maria R. Morris         | Director           | Retired Executive Vice President and Head of Global Employee Benefits, MetLife, Inc.   |
| Karen B. Peetz          | Director           | Retired President, Bank of New York Mellon Corp.   |
| Juan A. Pujadas         | Director           | Retired Principal, PricewaterhouseCoopers, LLP, and former Vice Chairman, Global Advisory Services, PwC International  |
| James H. Quigley        | Director           | CEO Emeritus and Retired Partner of Deloitte   |
| Ronald L. Sargent       | Director           | Retired Chairman, CEO of Staples, Inc.   |
| Suzanne M. Vautrinot    | Director           | President of Kilovolt Consulting Inc.  |

The following sets forth the name and present principal occupation of each executive officer and director of Wells Fargo Municipal Capital Strategies, LLC. The business address of each of the executive officers and directors of Wells Fargo Municipal Capital Strategies, LLC is 375 Park Avenue, New York, New York 10152.

| Name            | Position with Wells Fargo Municipal Capital Strategies, LLC | Business Address  | Principal Occupation  |
|-----------------|---|---|---|
| Matthew Antunes | Vice President  | 375 Park Avenue<br>New York,<br>NY 10152  | Director at Wells Fargo Bank, NA  |
| Kristina Eng    | Vice President  | 375 Park Avenue<br>New York,<br>NY 10152  | Managing Director at Wells Fargo Bank, NA   |
| Daniel George   | Senior Vice President                                       | 375 Park Avenue<br>New York,<br>NY 10152  | Managing Director at Wells Fargo Bank, NA   |
| Bernardo Ramos  | Senior Vice President;<br>Manager                           | 375 Park Avenue<br>New York,<br>NY 10152  | Regional Vice President of Government and Institutional Banking at Wells Fargo Bank, NA |
| Adam Joseph     | President   | 375 Park Avenue<br>New York,<br>NY 10152  | Managing Director at Wells Fargo Bank, NA (Head of Public Finance Capital Strategies)   |
| Phillip Smith   | Executive Vice President;<br>Manager                        | 301 S College St,<br>Charlotte,<br>NC 28202   | Head of Municipal Products and Government and Institutional Banking                     |
| Jay Veenker     | Treasurer   | 600 S. 4 <sup>th</sup> Street,<br>11 <sup>th</sup> Floor,<br>Minneapolis,<br>MN 55415 | Finance Manager at Wells Fargo Bank, NA   |

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|                |         |   |   |
|----------------|---------|---|---|
| Lauren Locke   | Manager | 550 S Tryon St,<br>Charlotte,<br>NC 28202 | Chief Administrative<br>Officer at Wells Fargo<br>Bank, NA                                    |
| Bruce Mattaway | Manager | 375 Park Avenue<br>New York,<br>NY 10152  | Senior Vice President<br>and Government Loan<br>Supervisor at Wells<br>Fargo Bank, NA         |
| Karl Pfeil     | Manager | 375 Park Avenue<br>New York,<br>NY 10152  | Senior Vice President at<br>Wells Fargo Bank, NA<br>(Government and<br>Institutional Banking) |

|                     |           |   |  |
|---------------------|-----------|---|--|
| Richard Reid        | Manager   | 550 S Tryon St,<br>Charlotte,<br>NC 28202   | Director at Wells Fargo<br>Bank, NA          |
| Patrice DeCorrevont | Manager   | 10 S Wacker Dr,<br>Chicago,<br>IL 60606     | Managing Director at<br>Wells Fargo Bank, NA |
| Deanna Ernst        | Secretary | 301 S College St,<br>Charlotte,<br>NC 28202 | Paralegal at Wells Fargo<br>Bank, NA         |

The following sets forth the name and present principal occupation of each executive officer and director of WFC Holdings, LLC. The business address of each of the executive officers and directors of WFC Holdings, LLC is 420 Montgomery Street, San Francisco, CA 94104.

| Name                | Position with WFC Holdings, LLC  | Principal Occupation                                     |
|---------------------|--|--|
| Timothy J. Sloan    | President; Director  | Chief Executive Officer of Wells Fargo & Company         |
| John R. Shrewsberry | Senior Executive Vice President; Chief Financial Officer; and Director | Chief Financial Officer of Wells Fargo & Company         |
| Amanda G. Norton    | Senior Executive Vice President and Chief Risk Officer                 | Chief Risk Officer of Wells Fargo & Company              |
| Richard D. Levy     | Executive Vice President; Director                                     | Controller of Wells Fargo & Company                      |
| Perry G. Pelos      | Senior Executive Vice President  | Head of Wholesale Banking                                |
| Neal A. Blinde      | Executive Vice President   | Treasurer of Wells Fargo & Company                       |
| Jon R. Campbell     | Executive Vice President; Director                                     | Head of Corporate Responsibility and Community Relations |

The following sets forth the name and present principal occupation of each executive officer and director of EVEREN Capital Corporation. The business address of each of the executive officers and directors of EVEREN Capital Corporation is 301 South College Street, Charlotte, North Carolina 28202.

| Name             | Position with EVEREN Capital Corporation | Principal Occupation  |
|------------------|--|---|
| Richard D. Levy  | Treasurer                                | Controller of Wells Fargo & Company   |
| George D. Wick   | Executive Vice President                 | Head of Investment Portfolio  |
| Walter Dolhare   | Director                                 | Co-Head of Wells Fargo Securities   |
| Robert Engel     | Director                                 | Co-Head of Wells Fargo Securities   |
| David Kowach     | Director                                 | Head of Wells Fargo Advisors  |
| Kristi Mitchem   | Director                                 | Head of Wells Fargo Asset Management  |
| Michael Cummings | Managing Director                        | Head of Wholesale Operational Risk & Compliance                                 |
| Steven T. Hodgin | Managing Director                        | Managing Director of Wells Fargo Bank, N.A.                                     |
| Steven Kiker     | Managing Director                        | Chief Administrative Officer of Wells Fargo Securities                          |
| Eric T. Mabe     | Managing Director                        | Executive Vice President and Managing Director of Wells Fargo Equipment Finance |
| Jane Workman     | Managing Director                        | Managing Director of Wells Fargo Securities                                     |

SCHEDULE II

LITIGATION SCHEDULE

**FINRA SETTLEMENT** On December 11, 2014, FINRA announced its settlement with ten firms, including Wells Fargo Securities, LLC, that had pitched for an investment banking role on a contemplated Toys R Us initial public offering in 2010. FINRA alleged that WFS violated NASD and FINRA rules by allowing its research analyst to participate in the solicitation of investment banking business and by offering favorable research coverage to induce investment banking business; and by failing to implement policies and procedures reasonably designed to prevent violations in connection with analyst public appearances. WFS neither admitted nor denied FINRA's findings but consented to a censure and payment of a \$4 million fine. The fine has been paid and the matter is fully resolved.

**FINRA SETTLEMENT** On November 18, 2015, FINRA announced a settlement with Wells Fargo Securities, LLC involving customer trade confirmations that inaccurately reflected the capacity in which the firm acted, e.g., principal, agent, or mixed capacity. The firm neither admitted nor denied the findings and consented to a censure and payment of a \$300,000 fine. The fine has been paid and the matter is fully resolved.

**SEC MCDC SETTLEMENT** On February 2, 2016, the SEC announced a settlement with Wells Fargo Bank, N.A. Municipal Products Group (MPG) as part of the SEC's Municipalities Continuing Disclosure Cooperation (MCDC) initiative. The MCDC offered defined settlement terms to underwriters and issuers of municipal securities that self-reported potential violations of Exchange Act Rule 15c2-12 regarding municipalities' continuing disclosure requirements. Seventy-two underwriters entered into settlements under the MCDC. The SEC proposed an offer of settlement regarding eight transactions MPG had self-reported, with a penalty of \$440,000, which MPG accepted.

**SEC ORDER** On September 22, 2014, the SEC entered an order against Wells Fargo Advisors, LLC related to the firm's policies and procedures to prevent the misuse of material nonpublic information. The firm admitted the SEC's findings of fact, acknowledged that its conduct violated the federal securities laws and agreed to retain an independent compliance consultant to review relevant policies and procedures, as well as the making, keeping and preserving of certain required books and records. The firm agreed to a censure, a cease and desist order and a civil penalty of \$5,000,000.

**CLIENT IDENTIFICATION PROGRAM** On December 18, 2014, FINRA announced a settlement with Wells Fargo Advisors, LLC and Wells Fargo Advisors Financial Network, LLC for an alleged violation of NASD and FINRA rules concerning the Client Identification Program and the effects of using recycled client account numbers. The use of recycled numbers was alleged to have resulted in certain accounts not having a complete review for Client Identification Purposes. WFA and WFA FiNet neither admitted nor denied FINRA's findings and consented to a censure and the payment of a \$1.5 million fine. The fine has been paid and the matter is fully resolved.

**MUTUAL FUND SALES CHARGE WAIVERS** On July 6, 2015, FINRA announced a settlement with Wells Fargo Advisors, LLC and Wells Fargo Advisors Financial Network, LLC for an alleged violation of NASD and FINRA rules concerning application of mutual fund sales charge waivers. FINRA alleged WFA and FiNet did not reasonably supervise the application of sales charge waivers for eligible mutual fund purchases in certain retirement and charitable organization accounts. WFA and FiNet neither admitted nor denied FINRA's findings and agreed to censure and to provide remediation to eligible clients. Due to WFA and FiNet's self-report of the issue and cooperation, FINRA assessed no fine. WFA and FiNet agreed to pay an estimated \$15 million in restitution, including interest, to affected customers.

**FINRA/EXCHANGE REPORTING SETTLEMENTS** From time to time Wells Fargo broker-dealers resolve technical trade reporting issues relating to timing and other data elements with FINRA and exchanges involving small numbers of trades processed by the firms. Resolutions of this type during the relevant period typically included fines of less than \$100,000 each.

**STATE OF NEW HAMPSHIRE SETTLEMENT** Wells Fargo Advisors Financial Network (WFAFN) entered into a Consent Order with the State of New Hampshire on February 12, 2016 relative to due diligence concerning two customer accounts. WFAFN agreed to pay a total of \$32,000 to the clients and \$3,000 to the state.

**LARGE OPTION POSITION REPORTING** On October 13, 2016, First Clearing, LLC entered into settlement agreements with NYSE Arca, Inc. and the Chicago Board Options Exchange, Inc., without admitting or denying the allegations that it inaccurately reported position effective dates and customer name and address information for its introducing firms and failed to provide introducing firms with reasonable systems and processes for identifying accounts acting in concert. First Clearing agreed to pay a \$375,000 fine to each Exchange (\$750,000 total).

**BOOKS & RECORDS RETENTION** On December 21, 2016, FINRA announced a settlement with Wells Fargo Advisors, LLC, First Clearing, LLC, Wells Fargo Advisors Financial Network, LLC, Wells Fargo Securities LLC and Wells Fargo Prime Services LLC for alleged violations of certain record retention and supervisory provisions by failing to maintain electronically stored required records in a non-erasable and non-rewritable format. The firms neither admitted nor denied FINRA's findings and consented to a censure and the payment of a \$1.5 million fine by the first three firms above (jointly), and a \$4 million fine by the final two firms above (jointly). The fines have been paid. The firms also agreed to an undertaking to review, adopt and implement policies and procedures reasonably designed to comply with books and records rules.

**STATE OF MISSOURI SETTLEMENT** On February 16, 2017, A.G. Edwards (k/n/a Wells Fargo Clearing Services, LLC) entered into a Consent Order with the State of Missouri. The action involved a Missouri Resident's claim that his ex-wife misappropriated over \$300,000 out of his IRA account during the period between August 2001 and July 2007, and the State of Missouri alleged a failure by the firm to supervise the completeness and accuracy of the early IRA distribution forms associated with the withdrawals. Without admitting or denying liability, the firm consented to a censure and agreed to pay \$25,672.17 to the Missouri Secretary of State's Investor Education Fund to fully resolve the matter.

**POSSESSION AND CONTROL OF ALTERNATIVE INVESTMENTS** On November 22, 2016 First Clearing LLC entered into a settlement agreement with FINRA without admitting or denying the allegations that the firm failed to collect no-lien letters from investment sponsors, reconcile customer positions and afford the proper regulatory accounting treatment for positions held at the sponsor in First Clearing IRA accounts. First Clearing agreed to pay a fine of \$750,000.

**CONSOLIDATED REPORTS** On December 5, 2016 Wells Fargo Clearing Services, LLC (formerly Wells Fargo Advisors, LLC) entered into a settlement agreement with FINRA without admitting or denying the allegations that the Firm failed to establish maintain and enforce a reasonable supervisory system for the use of consolidated reports generated by financial advisors. Wells Fargo Clearing Services, LLC agreed to pay a fine of \$1,000,000.

**FINRA SETTLEMENT** On May 16, 2017, FINRA announced a settlement with Wells Fargo Clearing Services, LLC and Wells Fargo Advisors Financial Network, LLC concerning unsuitable recommendations and supervisory failures relative to sales of certain non-traditional exchange traded products (ETPs) in violation of FINRA and NASD rules for the period July 1, 2010 to May 1, 2012. Without admitting or denying the findings, the firms accepted a censure and agreed to restitution to certain clients totaling \$3,411,478.78.



**FINRA SETTLEMENT** On June 21, 2017, Wells Fargo Securities, LLC entered into a settlement agreement with FINRA without admitting or denying the allegations of improper reporting of conventional over-the-counter option positions under FINRA large option position reporting rules. The firm consented to a censure, payment of a \$3.25 million fine, and an undertaking to review its supervisory systems related to large options position reporting.

**SEC ORDER** On November 13, 2017, the SEC announced that Wells Fargo Advisors, LLC agreed to settle charges that it violated Section 17(a) of the Securities Exchange Act of 1934 and Rule 17a-8 by failing to file and timely file Suspicious Activity Reports between approximately March 2012 and June 2013. Without admitting or denying the allegations, the firm agreed to a cease and desist order, a censure, and a civil penalty of \$3,500,000. Wells Fargo Advisors also agreed to voluntarily undertake a review and update of its policies and procedures and develop and conduct additional training.

**STATE OF ILLINOIS SETTLEMENT** On December 21, 2017, Wells Fargo Advisors, LLC (k/n/a Wells Fargo Clearing Services, LLC) entered into a Consent Order with the State of Illinois regarding allegations that it received, reviewed and/or analyzed documents and information provided by a financial advisory firm concerning certain money manager strategies that contained false and misleading information. The findings stated that the firm included the financial advisory firm's money manager strategies in certain of its separately managed account programs, but that the firm did not utilize inaccurate historical performance data in connection with its decision to onboard the money manager strategies and the firm did not incorporate inaccurate performance data in its advertisements or program marketing materials. Without admitting or denying the findings, the Firm agreed to a total monetary payment of \$270,000.

**NYSE SETTLEMENT** On February 2, 2018, Wells Fargo Prime Services, LLC ( WFPS ) and NYSE Arca, Inc. entered into an Offer of Settlement and Consent without admitting or denying any allegations to settle charges of violations of the Securities Exchange Act Rule 15c3-5 and NYSE Arca Rule 11.18. The settlement related to an erroneous trade WFPS entered on July 29, 2016. WFPS consented to a fine of \$10,000.

**STATE OF NEVADA SECURITIES DIVISION RESIDENTIAL OFFICE INVESTIGATION** On April 13, 2018, the Nevada Securities Division and Wells Fargo Clearing Services, LLC ( WFCS ) entered into an Administrative Consent Order wherein WFCS admitted to failing to register the residential offices of three Financial Advisors who were working from home. Nevada's definition of branch office includes a personal residence where securities business is transacted, even if the residence is not held out to the public or used for client meetings. WFCS agreed to pay an \$8,000 fine and \$1,446.13 for the costs of the examinations conducted by the Nevada Securities Division.

**SEC SETTLEMENT** On June 25, 2018, Wells Fargo Advisors LLC ( WFA ), entered into a settlement agreement with the SEC wherein, without admitting or denying liability, it settled charges of violations of Sections 17(a)(2) and 17(a)(3) of the Securities Act. The settlement related to certain registered representatives soliciting customers to redeem, and short-term trading of, market-linked investments prematurely without adequate analysis or consideration of the substantial costs associated with the transactions. As part of the settlement, the firm consented to a censure and a payment of a \$5,108,441.27 representing disgorgement, prejudgment interest, and a civil penalty. WFA also lost its Well Known Seasoned Issuer status as a collateral consequence of the settlement.

**NOTE:** In addition to the above matters, certain of Wells Fargo & Company's affiliates, including Wells Fargo Clearing Services, LLC (formerly Wells Fargo Advisors, LLC), Wells Fargo Securities, LLC, Wells Fargo Advisors Financial Network, LLC and First Clearing, LLC, have been involved in a number of civil proceedings and regulatory actions which concern matters arising in connection with the conduct of its business. Certain of such proceedings have resulted in findings of violations of federal or state securities laws. Such proceedings are reported and summarized in each entity's Form BD as filed with the Securities and Exchange Commission and in other regulatory reports, which descriptions are hereby incorporated by reference.

