

WELLS FARGO & COMPANY/MN  
Form 424B2  
October 26, 2018

**The information in this preliminary pricing supplement is not complete and may be changed. This preliminary pricing supplement and the accompanying product supplement, prospectus supplement and prospectus are not an offer to sell these notes and we are not soliciting an offer to buy these notes in any jurisdiction where the offer or sale is not permitted.**

<b>Preliminary Pricing Supplement No. 161</b>	<b>Subject to Completion</b>	<b>Filed Pursuant to Rule 424(b)(2)</b>
<b>(To Product Supplement No. EQUITY INDICES SUN-1 dated April 27, 2018, Prospectus Supplement dated January 24, 2018 and Prospectus dated April 27, 2018)</b>	<b>Preliminary Pricing Supplement dated October 26, 2018</b>	<b>Registration Statement No. 333-221324</b>

Pricing  
 Date\*  
 November , 2018  
 Settlement  
 \$10 December , 2018  
 Date\*  
 principal Maturity  
 amount  
 Date\*  
 per  
 unit  
 CUSIP  
 No.  
 \*Subject to change based on the actual date the notes are priced for initial sale to the public (the "pricing date")

**Market-Linked Step Up Notes Linked to the S&P 500® Index**

1-to-1 downside exposure to decreases in the Index beyond a 15.00% decline, with up to 85.00% of your principal at risk

Maturity of approximately five years

If the Index is flat or increases up to and including the Step Up Value, a return of [23% to 29%]

If the Index increases above the Step Up Value, a return equal to the percentage increase in the Index

All payments occur at maturity and are subject to the credit risk of Wells Fargo & Company; if Wells Fargo & Company defaults on its obligations, you could lose some or all of your investment

No periodic interest payments or dividends

In addition to the underwriting discount set forth below, the notes include a hedging-related charge of \$0.075 per unit. See “Structuring the Notes”

Limited secondary market liquidity, with no exchange listing; intended to be held to maturity

The notes are unsecured obligations of Wells Fargo & Company. The notes are not deposits or other obligations of a depository institution and are not insured by the Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any other governmental agency of the United States or any other jurisdiction

**The notes are being issued by Wells Fargo & Company (“Wells Fargo”). The notes have complex features and investing in the notes involves risks not associated with an investment in conventional debt securities. See “Risk Factors” beginning on page TS-6 of this term sheet and beginning on page PS-7 of product supplement EQUITY INDICES SUN-1.**

**The initial estimated value of the notes as of the pricing date is expected to be between \$9.36 and \$9.56 per unit, which is less than the public offering price listed below. The range for the initial estimated value of the notes is based on the estimated value of the notes determined for us as of the date of this term sheet by Wells Fargo Securities, LLC using its proprietary pricing models. The actual value of your notes at any time will reflect many factors and cannot be predicted with accuracy. See “Summary” on the following page, “Risk Factors” beginning on page TS-6 of this term sheet and “Structuring the Notes” on page TS-14 of this term sheet for additional information.**

---

None of the Securities and Exchange Commission (the “SEC”), any state securities commission, or any other regulatory body has approved or disapproved of these securities or determined if this Note Prospectus (as defined below) is truthful or complete. Any representation to the contrary is a criminal offense.

---

	<u>Per Unit</u>	<u>Total</u>
Public offering price <sup>(1)</sup>	\$ 10.00	\$
Underwriting discount <sup>(1)</sup>	\$ H.25	\$
Proceeds, before expenses, to Wells Fargo	\$ 9.75	\$

For any purchase of 500,000 units or more in a single transaction by an individual investor or in combined (1) transactions with the investor's household in this offering, the public offering price and the underwriting discount will be \$9.95 per unit and \$0.20 per unit, respectively. See “Supplement to the Plan of Distribution” below.

**The notes:**

**Are Not FDIC Insured    Are Not Bank Guaranteed    May Lose Value**

Merrill Lynch & Co.

November , 2018

Market-Linked Step Up Notes  
Linked to the S&P 500<sup>®</sup> Index, due November , 2023

## Summary

The Market-Linked Step Up Notes Linked to the S&P 500<sup>®</sup> Index, due November , 2023 (the “notes”) are our senior unsecured debt securities. The notes are not deposits or other obligations of a depository institution and are not insured by the Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any other governmental agency of the United States or any other jurisdiction. **The notes will rank equally with all of our other unsecured and unsubordinated debt. Any payments due on the notes, including any repayment of principal, will be subject to the credit risk of Wells Fargo.** The notes provide you with a Step Up Payment if the Ending Value of the Market Measure, which is the S&P 500<sup>®</sup> Index (the “Index”), is equal to or greater than its Starting Value, but is not greater than the Step Up Value. If the Ending Value is greater than the Step Up Value, you will participate on a 1-for-1 basis in the increase in the level of the Index above the Starting Value. If the Ending Value is less than the Starting Value, but greater than or equal to the Threshold Value, you will receive the principal amount of your notes. If the Ending Value is less than the Threshold Value, you will lose a portion, which could be significant, of the principal amount of your notes. Any payments on the notes will be calculated based on the \$10 principal amount per unit and will depend on the performance of the Index, subject to our credit risk. See “Terms of the Notes” and “The Index” below.

The public offering price of each note of \$10 includes certain costs that are borne by you. Because of these costs, the estimated value of the notes on the pricing date will be less than the public offering price. The costs included in the public offering price relate to selling, structuring, hedging and issuing the notes, as well as to our funding considerations for debt of this type.

The costs related to selling, structuring, hedging and issuing the notes include (a) the underwriting discount, (b) the projected profit that our hedge counterparty (which may be MLPF&S or one of its affiliates) expects to realize for assuming risks inherent in hedging our obligations under the notes and (c) hedging and other costs relating to the offering of the notes.

Our funding considerations take into account the higher issuance, operational and ongoing management costs of market-linked debt such as the notes as compared to our conventional debt of the same maturity, as well as our liquidity needs and preferences. Our funding considerations are reflected in the fact that we determine the economic terms of the notes based on an assumed funding rate that is generally lower than the interest rates implied by secondary market prices for our debt obligations and/or by other traded instruments referencing our debt obligations, which we refer to as our “secondary market rates.” As discussed below, our secondary market rates are used in determining the estimated value of the notes.

If the costs relating to selling, structuring, hedging and issuing the notes were lower, or if the assumed funding rate we use to determine the economic terms of the notes were higher, the economic terms of the notes would be more favorable to you and the estimated value would be higher. The initial estimated value of the notes as of the pricing date will be set forth in the final term sheet made available to investors in the notes.

Our affiliate, Wells Fargo Securities, LLC (“WFS”), calculated the range for the initial estimated value of the notes set forth on the cover page of this term sheet, based on its proprietary pricing models. The range for the initial estimated value reflects terms that are not yet fixed, as well as uncertainty about market conditions and other relevant factors as of the pricing date. In no event will the estimated value of the notes on the pricing date be less than the bottom of the range. Based on WFS’s proprietary pricing models and related market inputs and assumptions, WFS determined an estimated value for the notes by estimating the value of the combination of hypothetical financial instruments that would replicate the payout on the notes, which combination consists of a non-interest bearing, fixed-income bond (the

“debt component”) and one or more derivative instruments underlying the economic terms of the notes (the “derivative component”). For more information about the initial estimated value and the structuring of the notes, see “Risk Factors” beginning on page TS-6 of this term sheet and “Structuring the Notes” on page TS-14 of this term sheet.

Terms of the Notes

Redemption Amount  
Determination

Issuer: Wells Fargo & Company (“Wells Fargo”)

On the maturity date, you will receive a cash payment per unit determined as follows:

Principal Amount: \$10.00 per unit

Term: Approximately five years

Market Measure: The S&P 500<sup>®</sup> Index (Bloomberg symbol: “SPX”), a price return index

Starting Value: The closing level of the Market Measure on the pricing date

Ending Value: The closing level of the Market Measure on the calculation day. The scheduled calculation day is subject to postponement in the event of Market Disruption Events, as described on page PS-22 of product supplement EQUITY INDICES SUN-1.

Step Up Value: [123% to 129%] of the Starting Value, rounded to two decimal places. The actual Step Up Value will be determined on the pricing date.

Step Up Payment: [\$2.30 to \$2.90] per unit, which represents a return of [23% to 29%] < over the principal amount. The actual Step Up Payment will be determined on the pricing date.

Threshold Value: 85% of the Starting Value.

Calculation Day: Approximately the fifth scheduled Market Measure Business Day immediately preceding the maturity date, which will be set forth in the final pricing supplement.

Fees and Charges: The underwriting discount of \$0.25 per unit listed on the cover page and the hedging related charge of \$0.075 per unit. See “Structuring the Notes” on page TS-14.

Joint Calculation Agents: WFS and Merrill Lynch, Pierce, Fenner & Smith Incorporated (“MLPF&S”), acting jointly.

Market-Linked Step Up Notes TS-2

Market-Linked Step Up Notes  
Linked to the S&P 500<sup>®</sup> Index, due November , 2023

The terms and risks of the notes are contained in this term sheet and in the following:

Product supplement EQUITY INDICES SUN-1 dated April 27, 2018:  
<https://www.sec.gov/Archives/edgar/data/72971/000119312518136980/d577892d424b2.htm>

Prospectus supplement dated January 24, 2018:  
<https://www.sec.gov/Archives/edgar/data/72971/000119312518018256/d466041d424b2.htm>

Prospectus dated April 27, 2018:  
<https://www.sec.gov/Archives/edgar/data/72971/000119312518136909/d557983d424b2.htm>

When you read the accompanying prospectus supplement, note that all references to the prospectus dated November 3, 2017, or to any sections therein, should refer instead to the accompanying prospectus dated April 27, 2018 or to the corresponding sections of such prospectus, as applicable.

These documents (together, the “Note Prospectus”) have been filed as part of a registration statement with the SEC, which may, without cost, be accessed on the SEC website as indicated above or obtained from MLPF&S by calling 1-800-294-1322. Before you invest, you should read the Note Prospectus, together with this term sheet, for information about us and this offering. Any prior or contemporaneous oral statements and any other written materials you may have received are superseded by the Note Prospectus. Capitalized terms used but not defined in this term sheet have the meanings set forth in product supplement EQUITY INDICES SUN-1. Unless otherwise indicated or unless the context requires otherwise, all references in this document to “we,” “us,” “our,” or similar references are to Wells Fargo.

#### Investor Considerations

#### **You may wish to consider an investment in the notes if:**

You anticipate that the Index will not decrease from the Starting Value to the Ending Value.

You are willing to risk a loss of principal and return if the Index decreases from the Starting Value to an Ending Value that is below the Threshold Value.

You are willing to forgo the interest payments that are paid on conventional interest bearing debt securities.

#### **The notes may not be an appropriate investment for you if:**

You believe that the Index will decrease from the Starting Value to the Ending Value.

You seek principal repayment or preservation of capital.

You seek interest payments or other current income on your investment.

You are willing to forgo dividends or other benefits of owning the stocks included in the Index.

You want to receive dividends or other distributions paid on the stocks included in the Index.

You are willing to accept a limited market or no market for sales prior to maturity, and understand that the market prices for the notes, if any, will be affected by various factors, including our actual and perceived creditworthiness, our assumed funding rate and fees and charges on the notes.

You seek an investment for which there will be a liquid secondary market or you are unwilling to hold the notes to maturity.

You are willing to assume our credit risk, as issuer of the notes, for all payments under the notes, including the Redemption Amount.

You are unwilling to accept the credit risk of Wells Fargo or unwilling to obtain exposure to the Index through an investment in the notes.

We urge you to consult your investment, legal, tax, accounting, and other advisors before you invest in the notes.

Market-Linked Step Up Notes TS-3

## Market-Linked Step Up Notes

Linked to the S&P 500<sup>®</sup> Index, due November , 2023

## Hypothetical Payout Profile

The below graph is based on **hypothetical** numbers and values.

**Market-Linked Step Up Notes** This graph reflects the returns on the notes, based on the Threshold Value of 85% of the Starting Value, a Step Up Value of 126% of the Starting Value (the midpoint of the Step Up Value range of [123% to 129%]) and a Step Up Payment of \$2.60 per unit (the midpoint of the Step Up Payment range of [\$2.30 to \$2.90]). The green line reflects the returns on the notes, while the dotted gray line reflects the returns of a direct investment in the stocks included in the Index, excluding dividends.

This graph has been prepared for purposes of illustration only.

See below table for a further illustration of the range of hypothetical payments at maturity.

## Hypothetical Payments at Maturity

The following table and examples are for purposes of illustration only. They are based on hypothetical values and show hypothetical returns on the notes. They illustrate the calculation of the Redemption Amount and total rate of return based on a hypothetical Starting Value of 100, a hypothetical Threshold Value of 85, a hypothetical Step Up Value of 126 (the midpoint of the range for the Step Up Value), a hypothetical Step Up Payment of \$2.60 per unit (the midpoint of the range for the Step Up Payment), and a hypothetical public offering price of \$10.00 per unit. The table and examples illustrate the effect of a range of hypothetical Ending Values. **The actual amount you receive and the resulting total rate of return will depend on the actual Starting Value, Threshold Value, Ending Value, Step Up Value, Step Up Payment, the actual price you pay for the notes and whether you hold the notes to maturity.** The following examples do not take into account any tax consequences from investing in the notes.

For recent actual levels of the Index, see “The Index” section below. The Index is a price return index and as such the Ending Value will not include any income generated by dividends paid on the stocks included in the Index, which you would otherwise be entitled to receive if you invested in those stocks directly. In addition, all payments on the notes are subject to issuer credit risk.

Ending Value	Percentage Change from the Starting Value to the Ending Value	Redemption Amount per Unit	Total Rate of Return on the Notes
0.00	-100.00%	\$1.50	-85.00%
50.00	-50.00%	\$6.50	-35.00%
75.00	-25.00%	\$9.00	-10.00%
80.00	-20.00%	\$9.50	-5.00%
85.00 <sup>(2)</sup>	-15.00%	\$10.00	0.00%
90.00	-10.00%	\$10.00	0.00%
95.00	-5.00%	\$10.00	0.00%
100.00 <sup>(1)</sup>	0.00%	\$12.60 <sup>(3)</sup>	26.00%
105.00	5.00%	\$12.60	26.00%
110.00	10.00%	\$12.60	26.00%

120.00	20.00%	\$12.60	26.00%
126.00 <sup>(4)</sup>	26.00%	\$12.60	26.00%
130.00	30.00%	\$13.00	30.00%
140.00	40.00%	\$14.00	40.00%
150.00	50.00%	\$15.00	50.00%
160.00	60.00%	\$16.00	60.00%

(1) The **hypothetical** Starting Value of 100 used in these examples has been chosen for illustrative purposes only, and does not represent a likely actual Starting Value for the Market Measure.

(2) This is the **hypothetical** Threshold Value.

(3) This amount represents the sum of the principal amount and the **hypothetical** Step Up Payment of \$2.60.

(4) This is the **hypothetical** Step Up Value.

Market-Linked Step Up Notes TS-4

Market-Linked Step Up Notes

Linked to the S&P 500<sup>®</sup> Index, due November , 2023

### Redemption Amount Calculation Examples

#### Example 1

The Ending Value is 50.00, or

50.00% of the Starting Value:

Starting Value:100.00

Threshold Value: 85.00

Ending Value:10.00

Redemption Amount per unit

#### Example 2

The Ending Value is 110.00, or 110.00% of the Starting Value:

Starting Value:100.00

Step Up Value:126.00

Ending Value:110.00

Redemption Amount per unit, *the principal amount plus the Step Up Payment, since the Ending Value is equal to or greater than the Starting Value, but less than the Step Up Value.*

#### Example 3

The Ending Value is 140.00, or 140.00% of the Starting Value:

Starting Value:100.00

Step Up Value:126.00

Ending Value:140.00

Redemption Amount per unit, *the principal amount plus a return equal to the percentage increase in the Index, since the Ending Value is greater than the Step Up Value.*

Market-Linked Step Up Notes TS-5

Market-Linked Step Up Notes  
Linked to the S&P 500<sup>®</sup> Index, due November , 2023

## Risk Factors

*There are important differences between the notes and a conventional debt security. An investment in the notes involves significant risks, including those listed below. You should carefully review the more detailed explanation of risks relating to the notes in the “Risk Factors” sections beginning on page PS-7 of product supplement EQUITY INDICES SUN-1 identified above. We also urge you to consult your investment, legal, tax, accounting, and other advisors before you invest in the notes.*

**Depending on the performance of the Index as measured shortly before the maturity date, your investment may result in a loss; there is no guaranteed return of principal.** As a result, even if the value of the Index has increased at certain times during the term of the notes, if the Ending Value is less than the Threshold Value, you will receive less than, and possibly lose a significant portion of, your principal amount.

**Your return on the notes may be less than the yield you could earn by owning a conventional fixed or floating rate debt security of comparable maturity.** There will be no periodic interest payments on notes as there would be on a conventional fixed-rate or floating-rate debt security having the same maturity.

**Your investment return may be less than a comparable investment directly in the stocks included in the Index. The notes are subject to the credit risk of Wells Fargo.** The notes are our obligations and are not, either directly or indirectly, an obligation of any third party. Any amounts payable under the notes are subject to our creditworthiness, and you will have no ability to pursue any securities included in the Index for payment. As a result, our actual and perceived creditworthiness may affect the value of the notes and, in the event we were to default on our obligations, you may not receive any amounts owed to you under the terms of the notes.

**Holders of the notes have limited rights of acceleration.** Payment of principal on the notes may be accelerated only in the case of payment defaults that continue for a period of 30 days or certain events of bankruptcy or insolvency, whether voluntary or involuntary. If you purchase the notes, you will have no right to accelerate the payment of principal on the notes if we fail in the performance of any of our obligations under the notes, other than the obligations to pay principal and interest on the notes. See “Description of Notes—Events of Default and Covenant Breaches” in the accompanying prospectus supplement.

**Holders of the notes could be at greater risk for being structurally subordinated if we convey, transfer or lease all or substantially all of our assets to one or more of our subsidiaries.** Under the indenture, we may convey, transfer or lease all or substantially all of our assets to one or more of our subsidiaries. In that event, third-party creditors of our subsidiaries would have additional assets from which to recover on their claims while holders of the notes would be structurally subordinated to creditors of our subsidiaries with respect to such assets. See “Description of Notes—Consolidation, Merger or Sale” in the accompanying prospectus supplement.

**The estimated value of the notes is determined by our affiliate’s pricing models, which may differ from those of MLPF&S or other dealers.** The estimated value of the notes was determined for us by WFS using its proprietary pricing models and related market inputs and assumptions. Based on these pricing models and related market inputs and assumptions, WFS determined an estimated value for the notes by estimating the value of the combination of hypothetical financial instruments that would replicate the payout on the notes, which combination consists of a non-interest bearing, fixed-income bond (the “debt component”) and one or more derivative instruments underlying the economic terms of the notes (the “derivative component”).

The estimated value of the debt component is based on a reference interest rate, determined by WFS as of a date near the time of calculation that generally tracks our secondary market rates. Because WFS does not continuously calculate our reference interest rate, the reference interest rate used in the calculation of the estimated value of the debt component may be higher or lower than our secondary market rates at the time of that calculation. Because the reference interest rate is generally higher than the assumed funding rate that is used to determine the economic terms

of the notes, using the reference interest rate to value the debt component generally results in a lower estimated value for the debt component, which we believe more closely approximates a market valuation of the debt component than if we had used the assumed funding rate. WFS calculated the estimated value of the derivative component based on a proprietary derivative-pricing model, which generated a theoretical price for the derivative instruments that constitute the derivative component based on various inputs, including, but not limited to, Index performance; interest rates; volatility of the Index; time remaining to maturity; and dividend yields on the securities included in the Index. These inputs may be market-observable or may be based on assumptions made by WFS in its discretion.

The estimated value of the notes is not an independent third-party valuation and certain inputs to these models may be determined by WFS in its discretion. WFS's views on these inputs may differ from those of MLPF&S and other dealers, and WFS's estimated value of the notes may be higher, and perhaps materially higher, than the estimated value of the notes that would be determined by MLPF&S or other dealers in the market. WFS's models and its inputs and related assumptions may prove to be wrong and therefore not an accurate reflection of the value of the notes.

**The estimated value of the notes on the pricing date, based on WFS's proprietary pricing models, will be less than the public offering price.** The public offering price of the notes includes certain costs that are borne by you. Because of these costs, the estimated value of the notes on the pricing date will be less than the public offering price. The costs included in the public offering price relate to selling, structuring, hedging and issuing the notes, as well as to our funding considerations for debt of this type. The costs related to selling, structuring, hedging and issuing the notes include the underwriting discount, the projected profit that our hedge counterparty (which may be MLPF&S or one of its affiliates) expects to realize for assuming

Market-Linked Step Up Notes TS-6

Market-Linked Step Up Notes

Linked to the S&P 500<sup>®</sup> Index, due November , 2023

risks inherent in hedging our obligations under the notes and hedging and other costs relating to the offering of the notes. Our funding considerations are reflected in the fact that we determine the economic terms of the notes based on an assumed funding rate that is generally lower than our secondary market rates. If the costs relating to selling, structuring, hedging and issuing the notes were lower, or if the assumed funding rate we use to determine the economic terms of the notes were higher, the economic terms of the notes would be more favorable to you and the estimated value would be higher.

**The public offering price you pay for the notes will exceed the initial estimated value.** If you attempt to sell the notes prior to maturity, their market value may be lower than the price you paid for them and lower than the initial estimated value. This is due to, among other things, the assumed funding rate used to determine the economic terms of the notes, and the inclusion in the public offering price of the underwriting discount and the estimated cost of hedging our obligations under the notes (which includes a hedging related charge), as further described in “Structuring the Notes” on page TS-14. These factors, together with customary bid ask spreads, other transaction costs and various credit, market and economic factors over the term of the notes, including changes in the level of the Index, are expected to reduce the price at which you may be able to sell the notes in any secondary market and will affect the value of the notes in complex and unpredictable ways.

**The initial estimated value does not represent the price at which we, MLPF&S or any of our respective affiliates would be willing to purchase your notes in any secondary market (if any exists) at any time.** The value of your notes at any time after issuance will vary based on many factors that cannot be predicted with accuracy, including the performance of the Index, our creditworthiness and changes in market conditions. MLPF&S has advised us that any repurchases by them or their affiliates are expected to be made at prices determined by reference to their pricing models and at their discretion, and these prices will include MLPF&S’s trading commissions and mark-ups. If you sell your notes to a dealer other than MLPF&S in a secondary market transaction, the dealer may impose its own discount or commission.

**The notes will be not listed on any securities exchange or quotation system and a trading market is not expected to develop for the notes.** None of us, MLPF&S or any of our respective affiliates is obligated to make a market for, or to repurchase, the notes. There is no assurance that any party will be willing to purchase your notes at any price in the secondary market. If a secondary market does exist, it may be limited, which may affect the price you receive upon any sale. Consequently, you should be willing to hold the notes until the maturity date.

**If you attempt to sell the notes prior to maturity, their market value, if any, will be affected by various factors that interrelate in complex ways, and their market value may be less than the principal amount.** The following factors are expected to affect the value of the notes: value of the Index at such time; volatility of the Index; economic and other conditions generally; interest rates; dividend yields; our creditworthiness; and time to maturity.

**Our trading, hedging and other business activities, and those of the agents or one or more of our respective affiliates, may affect your return on the notes and their market value and create conflicts of interest with you.** Our business, hedging and trading activities, and those of MLPF&S and our respective affiliates (including trading in shares of companies included in the Index), and any hedging and trading activities we, MLPF&S or our respective affiliates engage in for our clients’ accounts, may adversely affect the level of the Index and, therefore, adversely affect the market value of and return on the notes and may create conflicts of interest with you. We, the agents, and our respective affiliates may also publish research reports on the Index or one of the companies included in the Index, which may be inconsistent with an investment in the notes and may adversely affect the level of the Index. For more information about the hedging arrangements related to the notes, see “Structuring the Notes” on page TS-14.

**You must rely on your own evaluation of the merits of an investment linked to the Index.**

**The Index sponsor may adjust the Index in a way that affects its level, and has no obligation to consider your interests.**

**You will have no rights of a holder of the securities included in the Index, and you will not be entitled to receive securities or dividends or other distributions by the issuers of those securities.**

**While we, MLPF&S or our respective affiliates may from time to time own securities of companies included in the Index, except to the extent that our common stock and the common stock of Bank of America Corporation (the parent company of MLPF&S) are included in the Index, we, MLPF&S and our respective affiliates do not control any company included in the Index, and have not verified any disclosure made by any company. There may be potential conflicts of interest involving the calculation agents, one of which is our affiliate and one of which is MLPF&S.** As joint calculation agents, we will determine any values of the Index and make any other determination necessary to calculate any payments on the notes. In making these determinations, we may be required to make discretionary judgments that may adversely affect any payments on the notes. See the sections entitled “Description of the Notes—Market Disruption Events,” “—Adjustments to an Index,” and “—Discontinuance of an Index” in accompanying product supplement.

**The U.S. federal tax consequences of the notes are uncertain, and may be adverse to a holder of the notes.** See “United States Federal Income Tax Considerations” below, “Risk Factors—General Risks Relating to the Notes—The U.S. federal tax consequences of an investment in the notes are unclear” beginning on page PS-14 of product supplement EQUITY INDICES SUN-1 and “United States Federal Tax Considerations” beginning on page PS-33 of product supplement EQUITY INDICES SUN-1.

Market-Linked Step Up Notes TS-7

Market-Linked Step Up Notes  
Linked to the S&P 500<sup>®</sup> Index, due November , 2023

## The Index

All disclosures contained in this term sheet regarding the Index, including, without limitation, its make-up, method of calculation, and changes in its components, have been derived from publicly available sources. That information reflects the policies of, and is subject to change by, S&P Dow Jones Indices LLC (“S&P Dow Jones”), the index sponsor. The consequences of the index sponsor discontinuing publication of the Index are discussed in the section entitled “Description of the Notes—Discontinuance of an Index” on page PS-23 of product supplement EQUITY INDICES SUN-1. None of us, the calculation agents, or MLPF&S has independently verified the accuracy or completeness of any information with respect to the Index in connection with the offer and sale of the notes, nor accepts any responsibility for the calculation, maintenance or publication of the Index or any successor index.

In addition, information about the Index may be obtained from other sources including, but not limited to, the index sponsor’s website (including information regarding the Index’s sector weightings). We are not incorporating by reference into this term sheet the website or any material it includes. Neither we nor the agent makes any representation that such publicly available information regarding the Index is accurate or complete.

**The Index does not reflect the payment of dividends on the stocks underlying it and therefore the payment on the notes will not produce the same return you would receive if you were able to purchase such underlying stocks and hold them until maturity.**

The Index is published by S&P Dow Jones and is intended to provide an indication of the pattern of common stock price movement in the large capitalization segment of the United States equity market. The Index covers approximately 80% of the United States equity market. As of the date of this term sheet, to be added to the Index, a company must have a market capitalization of \$6.1 billion or more. **As of the date of this term sheet, we are one of the companies included in the Index.**

## Composition of the Index

Changes to the Index are made on as needed basis, with no annual or semi-annual reconstitution. Constituent changes are typically announced one to five days before they are scheduled to be implemented.

### *Additions to the Index*

Additions to the Index are evaluated based on the following eligibility criteria. These criteria are for additions to the Index, not for continued membership. A stock may be removed from the Index if it violates the addition criteria and if ongoing conditions warrant its removal as described below under “—Removal from the Index.”

*Market Capitalization.* The unadjusted company market capitalization should be within the specified range applicable to the Index, as noted above. This range is reviewed from time to time to assure consistency with market conditions. For spin-offs, membership eligibility is determined using when-issued prices, if available.

*Liquidity.* Using composite pricing and volume, the ratio of annual dollar value traded (defined as average closing price over the period multiplied by historical volume) to float-adjusted market capitalization should be at least 1.00, and the stock should trade a minimum of 250,000 shares in each of the six months leading up to the evaluation date.

*Domicile.* The company should be a U.S. company, meaning a company that has the following characteristics:

o the company should file 10-K annual reports;

o

- the U.S. portion of fixed assets and revenues should constitute a plurality of the total, but need not exceed 50%. When these factors are in conflict, assets determine plurality. Revenue determines plurality when there is incomplete asset information. If this criteria is not met or is ambiguous, S&P Dow Jones may still deem the company to be a U.S. company for purposes of inclusion in the Index if its primary listing, headquarters and incorporation are all in the United States and/or “a domicile of convenience” (Bermuda, Channel Islands, Gibraltar, islands in the Caribbean, Isle of Man, Luxembourg, Liberia or Panama); and
- o the primary listing must be on an eligible U.S. exchange as described under “Eligible Securities” below.
- 

The S&P 500<sup>®</sup> Index is a product of S&P Dow Jones Indices LLC (“SPDJI”), and has been licensed for use by Wells Fargo & Company (“WFC”). Standard & Poor<sup>®</sup>; S&P<sup>®</sup> and S&P 500<sup>®</sup> are registered trademarks of Standard & Poor’s Financial Services LLC (“S&P”); Dow Jones<sup>®</sup> is a registered trademark of Dow Jones Trademark Holdings LLC (“Dow Jones”); and these trademarks have been licensed for use by SPDJI and sublicensed for certain purposes by WFC. The notes are not sponsored, endorsed, sold or promoted by SPDJI, Dow Jones, S&P, their respective affiliates, and none of such parties make any representation regarding the advisability of investing in such product(s) nor do they have any liability for any errors, omissions, or interruptions of the S&P 500<sup>®</sup> Index.

Market-Linked Step Up Notes TS-8

Market-Linked Step Up Notes

Linked to the S&P 500<sup>®</sup> Index, due November , 2023

In situations where the only factor suggesting that a company is not a U.S. company is its tax registration in a “domicile of convenience” or another location chosen for tax-related reasons, S&P Dow Jones normally determines that the company is still a U.S. company. The final determination of domicile eligibility is made by the S&P Dow Jones’s U.S. index committee.

*Public Float.* There should be a public float of at least 50% of the company’s stock.

*Sector Classification.* The company is evaluated for its contribution to sector balance maintenance, as measured by a comparison of each GICS<sup>®</sup> sector’s weight in the Index with its weight in the S&P Total Market Index, in the relevant market capitalization range. The S&P Total Market Index is a float-adjusted, market-capitalization weighted index designed to track the broad equity market, including large-, mid-, small- and micro-cap stocks.

*Financial Viability.* The sum of the most recent four consecutive quarters’ Generally Accepted Accounting Principles (“GAAP”) earnings (net income excluding discontinued operations) should be positive as should the most recent quarter. For equity real estate investment trusts (“REITs”), financial viability is based on GAAP earnings and/or Funds From Operations (“FFO”), if reported.

*Treatment of IPOs.* Initial public offerings should be traded on an eligible exchange for at least 12 months before being considered for addition to the Index. Spin-offs or in-specie distributions from existing constituents do not need to be seasoned for 12 months prior to their inclusion in the Index.

*Eligible Securities.* Eligible securities are the common stock of U.S. companies with a primary listing on NYSE, NYSE Arca, NYSE American, Nasdaq Global Select Market, Nasdaq Select Market, Nasdaq Capital Market, Bats BZX, Bats BYX, Bats EDGA, Bats EDGX or IEX exchanges. Ineligible exchanges include the OTC Bulletin Board and Pink Sheets. Eligible organizational structures and share types are corporations (including equity and mortgage REITs) and common stock (*i.e.*, shares). Ineligible organizational structures and share types include business development companies, limited partnerships, master limited partnerships, limited liability companies, closed-end funds, exchange-traded funds, exchange-traded notes, royalty trusts, tracking stocks, preferred and convertible preferred stock, unit trusts, equity warrants, convertible bonds, investment trusts, rights and American Depositary Receipts. In addition, as of July 31, 2017, the securities of companies with multiple share class structures (including companies with listed and unlisted share classes) are no longer eligible to be added to the Index, but securities already included in the Index have been grandfathered and are not affected by this change.

*Removal from the Index*

Removals from the Index are evaluated based as follows:

Companies that are involved in mergers, acquisitions or significant restructuring such that they no longer meet inclusion criteria:

Companies delisted as a result of merger, acquisition or other corporate action are removed at a time announced by S&P Dow Jones, normally at the close of the last day of trading or expiration of a tender offer. Constituents that are halted from trading may be kept in the Index until trading resumes, at the discretion of S&P Dow Jones. If a stock is moved to the pink sheets or the bulletin board, the stock is removed.

Any company that is removed from the Index (including discretionary and bankruptcy/exchange delistings) must wait a minimum of one year from its removal date before being reconsidered as a replacement candidate.

Companies that substantially violate one or more of the addition criteria.

S&P Dow Jones believes turnover in membership of the Index should be avoided when possible. At times a stock included in the Index may appear to temporarily violate one or more of the addition criteria. However, the addition criteria are for addition to the Index, not for continued membership. As a result, the Index constituent that appears to violate criteria for addition to the Index is not removed unless ongoing conditions warrant its removal. When a stock is removed from the Index, S&P Dow Jones explains the basis for the removal.

*Migration*

Current constituents of a S&P Composite 1500<sup>®</sup> component index (which includes the Index and other S&P indices) can be migrated from one S&P Composite 1500<sup>®</sup> component index to another without meeting the financial viability, public float and/or liquidity eligibility criteria if the S&P Dow Jones's U.S. index committee decides that such a move will enhance the representativeness of the relevant index as a market benchmark.

Companies that are spun-off from current index constituents do not need to meet the outside addition criteria, but they should have a total market cap representative of the index to which they are being added.

Market-Linked Step Up Notes TS-9

Market-Linked Step Up Notes  
Linked to the S&P 500<sup>®</sup> Index, due November , 2023

### **Calculation of the Index**

The Index is a float-adjusted market capitalization-weighted index. On any given day, the value of the Index is the total float-adjusted market capitalization of the Index's constituents *divided* by the Index's divisor. The float-adjusted market capitalization reflects the price of each stock in the Index *multiplied* by the number of shares used in the Index's value calculation.

*Float Adjustment.* Float adjustment means that the number of shares outstanding is reduced to exclude closely held shares from the calculation of the index value because such shares are not available to investors. The goal of float adjustment is to distinguish between strategic (control) shareholders, whose holdings depend on concerns such as maintaining control rather than the economic fortunes of the company, and those holders whose investments depend on the stock's price and their evaluation of a company's future prospects. Generally, these "control holders" include officers and directors, private equity, venture capital and special equity firms, other publicly traded companies that hold shares for control, strategic partners, holders of restricted shares, employee stock ownership plans, employee and family trusts, foundations associated with the company, holders of unlisted share classes of stock or government entities at all levels (other than government retirement/pension funds) and any individual person who controls a 5% or greater stake in a company as reported in regulatory filings. Shares that are not considered outstanding are also not included in the available float. These generally include treasury stock, stock options, equity participation units, warrants, preferred stock, convertible stock and rights.

For each component, S&P Dow Jones calculates an Investable Weight Factor ("IWF"), which represents the portion of the total shares outstanding that are considered part of the public float for purposes of the Index.

*Divisor.* Continuity in index values of the Index is maintained by adjusting its divisor for all changes in its constituents' share capital after its base date. This includes additions and deletions to the Index, rights issues, share buybacks and issuances and non-zero price spin-offs. The value of the Index's divisor over time is, in effect, a chronological summary of all changes affecting the base capital of the Index. The divisor of the Index is adjusted such that the index value of the Index at an instant just prior to a change in base capital equals the index value of the Index at an instant immediately following that change.

### **Maintenance of the Index**

Changes in response to corporate actions and market developments can be made at any time. Constituent changes are typically announced one to five days before they are scheduled to be implemented.

*Share Updates.* Changes in a company's shares outstanding and IWF due to its acquisition of another public company are made as soon as reasonably possible. At S&P Dow Jones' discretion, de minimis merger and acquisition share changes are accumulated and implemented with the quarterly share rebalancing. All other changes of less than 5% are accumulated and made quarterly on the third Friday of March, June, September and December.

*5% Rule.* Changes in a company's total shares outstanding of 5% or more due to public offerings are made as soon as reasonably possible. Other changes of 5% or more (for example, due to tender offers, Dutch auctions, voluntary exchange offers, company stock repurchases, private placements, acquisitions of private companies or non-index companies that do not trade on a major exchange, redemptions, exercise of options, warrants, conversion of preferred stock, notes, debt, equity participations, at-the-market stock offerings or other recapitalizations) are made weekly, and are announced on Fridays for implementation after the close of trading the following Friday (one week later). If an

exchange holiday/closure falls on a Friday, the weekly share change announcement will be made the day before the exchange holiday/closure, and the implementation date will remain after the close of trading the following Friday (*i.e.*, one week later).

If a 5% or more share change causes a company's IWF to change by five percentage points or more (for example from 0.80 to 0.85), the IWF is updated at the same time as the share change. IWF changes resulting from partial tender offers are considered on a case-by-case basis.

For weekly share reviews involving companies with multiple share classes, the 5% share change threshold is based on each individual share class rather than total company shares.

*Share/IWF Freeze.* A share/IWF freeze period is implemented during each quarterly rebalancing. The freeze period begins after the market close on the Tuesday preceding the second Friday of each rebalancing month (*i.e.*, March, June, September, and December) and ends after the market close on the third Friday of a rebalancing month. Pro-forma files are normally released after the market close on the second Friday, one week prior to the rebalancing effective date. In September, preliminary share and float data are released on the first Friday of the month, but the share freeze period for September will follow the same schedule as the other three quarterly share freeze periods. For illustration purposes, if rebalancing pro-forma files are scheduled to be released on Friday, March 13, the share/IWF freeze period will begin after the close of trading on Tuesday, March 10 and will end after the close of trading the following Friday, March 20 (*i.e.*, the third Friday of the rebalancing month).

During the share/IWF freeze period, shares and IWFs are not changed except for certain corporate action events (such as merger activity, stock splits, rights offerings). Share/IWF changes for index constituents resulting from secondary public offerings that would otherwise be eligible for next day implementation are instead collected during the freeze period and added to the weekly share change

Market-Linked Step Up Notes TS-10

## Market-Linked Step Up Notes

Linked to the S&P 500<sup>®</sup> Index, due November , 2023

announcement on the third Friday of the rebalancing month for implementation the following Friday night. There is no weekly share change announcement on the second Friday of a rebalancing month.

*Corporate Actions.* Corporate actions (such as stock splits, stock dividends, non-zero price spin-offs and rights offerings) are applied after the close of trading on the day prior to the ex-date.

*Other Adjustments.* In cases where there is no achievable market price for a stock being deleted, it can be removed at a zero or minimal price at the S&P Dow Jones's U.S. index committee's discretion.

The table below summarizes types of index maintenance adjustments and indicates whether or not a divisor adjustment is required.

<b>Type of Corporate Action</b>	<b>Comments</b>	<b>Divisor Adjustment?</b>
Company added/deleted	Net change in market value determines divisor adjustment.	Yes
Change in shares outstanding	Any combination of secondary issuance, share repurchase or buy back – share counts revised to reflect change.	Yes
Stock split	Share count revised to reflect new count. Divisor adjustment is not required since the share count and price changes are offsetting.	No
Spin-off	The spin-off is added to the Index on the ex-date at a price of zero.	No
Change in IWF	Increasing (decreasing) the IWF increases (decreases) the total market value of the Index. The divisor change reflects the change in market value caused by the change to an IWF.	Yes
Special dividend	When a company pays a special dividend, the share price is assumed to drop by the amount of the dividend; the divisor adjustment reflects this drop in index market value.	Yes
Rights offering	Each shareholder receives the right to buy a proportional number of additional shares at a set (often discounted) price. The calculation assumes that the offering is fully subscribed. Divisor adjustment reflects increase in market capitalization measured as the shares issued multiplied by the price paid.	Yes

Stock splits and stock dividends do not affect the divisor, because following a split or dividend, both the stock price and number of shares outstanding are adjusted by S&P Dow Jones so that there is no change in the market value of the relevant component. All stock split and dividend adjustments are made after the close of trading on the day before the ex-date.

### Governance of the Index

The Index is maintained by S&P Dow Jones's U.S. index committee. All index committee members are full-time professional members of S&P Dow Jones' staff. The index committee meets monthly. At each meeting, the index committee reviews pending corporate actions that may affect constituents of the Index, statistics comparing the composition of the Index to the market, companies that are being considered as candidates for addition to the Index, and any significant market events. In addition, the index committee may revise the Index's policy covering rules for selecting companies, treatment of dividends, share counts or other matters.

Market-Linked Step Up Notes TS-11

Market-Linked Step Up Notes  
Linked to the S&P 500<sup>®</sup> Index, due November , 2023

*The following graph shows the daily historical performance of the Index in the period from January 1, 2008 through October 19, 2018. We obtained this historical data from Bloomberg L.P. We have not independently verified the accuracy or completeness of the information obtained from Bloomberg L.P. On October 19, 2018, the closing level of the Index was 2,767.78.*

### **Historical Performance of the Index**

*This historical data on the Index is not necessarily indicative of the future performance of the Index or what the value of the notes may be. Any historical upward or downward trend in the level of the Index during any period set forth above is not an indication that the level of the Index is more or less likely to increase or decrease at any time over the term of the notes.*

### **License Agreement**

We and S&P Dow Jones have entered into a non-transferable, non-exclusive license agreement providing for the license to us, in exchange for a fee, of the right to use the Index in connection with the issuance of the notes.

The license agreement between us and S&P Dow Jones provides that the following language must be stated in this term sheet:

“The notes are not sponsored, endorsed, sold or promoted by S&P Dow Jones or its third party licensors. Neither S&P Dow Jones nor its third party licensors makes any representation or warranty, express or implied, to the owners of the notes or any member of the public regarding the advisability of investing in securities generally or in the notes particularly or the ability of the Index to track general stock market performance. S&P Dow Jones’ and its third party licensor’s only relationship to Wells Fargo & Company is the licensing of certain trademarks and trade names of S&P Dow Jones and the third party licensors and of the Index which is determined, composed and calculated by S&P Dow Jones or its third party licensors without regard to Wells Fargo & Company or the notes. S&P Dow Jones and its third party licensors have no obligation to take the needs of Wells Fargo & Company or the owners of the notes into consideration in determining, composing or calculating the Index. Neither S&P Dow Jones nor its third party licensors is responsible for and has not participated in the determination of the prices and amount of the notes or the timing of the issuance or sale of the notes or in the determination or calculation of the equation by which the notes are to be converted into cash. S&P Dow Jones has no obligation or liability in connection with the administration, marketing or trading of the notes.

NEITHER S&P DOW JONES, ITS AFFILIATES NOR THEIR THIRD PARTY LICENSORS GUARANTEE THE ADEQUACY, ACCURACY, TIMELINESS OR COMPLETENESS OF THE INDEX OR ANY DATA INCLUDED THEREIN OR ANY COMMUNICATIONS, INCLUDING BUT NOT LIMITED TO, ORAL OR WRITTEN COMMUNICATIONS (INCLUDING ELECTRONIC COMMUNICATIONS) WITH RESPECT THERETO. S&P DOW JONES, ITS AFFILIATES AND THEIR THIRD PARTY LICENSORS SHALL NOT BE SUBJECT TO ANY DAMAGES OR LIABILITY FOR ANY ERRORS, OMISSIONS OR DELAYS THEREIN. S&P DOW JONES MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE MARKS, THE INDEX OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE

FOREGOING, IN NO EVENT WHATSOEVER SHALL S&P DOW JONES, ITS AFFILIATES OR THEIR THIRD PARTY LICENSORS BE LIABLE FOR ANY INDIRECT, SPECIAL, INCIDENTAL, PUNITIVE OR CONSEQUENTIAL DAMAGES, INCLUDING BUT NOT LIMITED TO, LOSS OF PROFITS, TRADING LOSSES, LOST TIME OR GOODWILL, EVEN IF THEY HAVE BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES, WHETHER IN CONTRACT, TORT, STRICT LIABILITY OR OTHERWISE.”

Market-Linked Step Up Notes TS-12

Market-Linked Step Up Notes  
Linked to the S&P 500<sup>®</sup> Index, due November , 2023

#### Supplement to the Plan of Distribution

Under our distribution agreement with MLPF&S, MLPF&S will purchase the notes from us as principal at the public offering price indicated on the cover of this term sheet, less the indicated underwriting discount.

MLPF&S has informed us of the information in the following paragraph. The current business of MLPF&S is being reorganized into two affiliated broker-dealers: MLPF&S and a new broker-dealer, BofAML Securities, Inc. (“BofAMLS”). BofAMLS will be the new legal entity for the institutional services that are now provided by MLPF&S. MLPF&S will be assigning its rights and obligations as selling agent for the notes under our distribution agreement to BofAMLS effective on the “Transfer Date”. Accordingly, if the pricing date of the notes occurs on or after the Transfer Date, BofAMLS will be responsible for the pricing of the notes. If the settlement date of the notes occurs on or after the Transfer Date, BofAMLS will, subject to the terms and conditions of the distribution agreement, purchase the notes from us as principal on the settlement date. MLPF&S will in turn purchase the notes from BofAMLS for resale, and it will receive a selling concession in connection with the sale of the notes in an amount up to the full amount of underwriting discount set forth on the cover of this term sheet.

We may deliver the notes against payment therefor in New York, New York on a date that is greater than two business days following the pricing date. Under Rule 15c6-1 of the Securities Exchange Act of 1934, trades in the secondary market generally are required to settle in two business days, unless the parties to any such trade expressly agree otherwise. Accordingly, if the initial settlement of the notes occurs more than two business days from the pricing date, purchasers who wish to trade the notes more than two business days prior to the original issue date will be required to specify alternative settlement arrangements to prevent a failed settlement.

The notes will not be listed on any securities exchange. In the original offering of the notes, the notes will be sold in minimum investment amounts of 100 units. If you place an order to purchase the notes, you are consenting to MLPF&S acting as a principal in effecting the transaction for your account.

MLPF&S has advised us that it or its affiliates may repurchase and resell the notes, with repurchases and resales being made at prices related to then-prevailing market prices or at negotiated prices determined by reference to their pricing models and at their discretion, and these prices will include MLPF&S’s trading commissions and mark-ups. MLPF&S may act as principal or agent in these market-making transactions; however, it is not obligated to engage in any such transactions. MLPF&S has informed us that at MLPF&S’s discretion, assuming no changes in market conditions from the pricing date, MLPF&S may offer to buy the notes in the secondary market at a price that may exceed the initial estimated value of the notes for a short initial period after the issuance of the notes. Any price offered by MLPF&S for the notes is expected to be based on then-prevailing market conditions and other considerations, including the performance of the Index and the remaining term of the notes. However, none of us, MLPF&S, or any of our respective affiliates is obligated to purchase your notes at any price or at any time, and we cannot assure you that we, MLPF&S, or any of our respective affiliates will purchase your notes at a price that equals or exceeds the initial estimated value of the notes.

MLPF&S has informed us that, as of the date of this term sheet, it expects that if you hold your notes in a MLPF&S account, the value of the notes shown on your account statement will be based on MLPF&S’s estimate of the value of the notes if MLPF&S or another of its affiliates were to make a market in the notes, which it is not obligated to do; and that estimate will be based upon the price that MLPF&S may pay for the notes in light of then-prevailing market conditions, and other considerations, as mentioned above, and will include transaction costs. Any such price may be higher than or lower than the initial estimated value of the notes.

The distribution of the Note Prospectus in connection with these offers or sales will be solely for the purpose of providing investors with the description of the terms of the notes that was made available to investors in connection with their initial offering. Secondary market investors should not, and will not be authorized to, rely on the Note Prospectus for information regarding Wells Fargo or for any purpose other than that described in the immediately preceding sentence.

An investor's household, as referenced on the cover of this term sheet, will generally include accounts held by any of the following, as determined by MLPF&S in its discretion and acting in good faith based upon information then available to MLPF&S:

the investor's spouse (including a domestic partner), siblings, parents, grandparents, spouse's parents, children and grandchildren, but excluding accounts held by aunts, uncles, cousins, nieces, nephews or any other family relationship not directly above or below the individual investor;

a family investment vehicle, including foundations, limited partnerships and personal holding companies, but only if the beneficial owners of the vehicle consist solely of the investor or members of the investor's household as described above; and

a trust where the grantors and/or beneficiaries of the trust consist solely of the investor or members of the investor's household as described above; provided that, purchases of the notes by a trust generally cannot be aggregated together with any purchases made by a trustee's personal account.

Purchases in retirement accounts will not be considered part of the same household as an individual investor's personal or other non-retirement account, except for individual retirement accounts ("IRAs"), simplified employee pension plans ("SEPs"), savings incentive match plan for employees ("SIMPLEs"), and single-participant or owners only accounts (i.e., retirement accounts held by self-employed individuals, business owners or partners with no employees other than their spouses).

Please contact your Merrill Lynch financial advisor if you have any questions about the application of these provisions to your specific circumstances or think you are eligible.

Market-Linked Step Up Notes TS-13

Market-Linked Step Up Notes  
Linked to the S&P 500<sup>®</sup> Index, due November , 2023

### Structuring the Notes

The notes are our debt securities, the return on which is linked to the performance of the Index. As is the case for all of our debt securities, including our market-linked notes, the economic terms of the notes reflect our actual or perceived creditworthiness at the time of pricing. Because of the higher issuance, operational and ongoing management costs of market-linked notes as compared to our conventional debt of the same maturity, as well as our liquidity needs and preferences, the assumed funding rate we use in pricing market-linked notes is generally lower than the interest rates implied by secondary market prices for our debt obligations and/or by other traded instruments referencing our debt obligations. This relatively lower assumed funding rate, which is reflected in the economic terms of the notes, along with other costs relating to selling, structuring, hedging and issuing the notes, results in the initial estimated value of the notes on the pricing date being less than the public offering price. If the costs relating to selling, structuring, hedging and issuing the notes were lower, or if the funding rate we use to determine the economic terms of the notes were higher, the economic terms of the notes would be more favorable to you and the estimated value would be higher.

The Redemption Amount payable at maturity will be calculated based on the \$10 principal amount per unit and will depend on the performance of the Index. In order to meet these payment obligations, at the time we issue the notes, we expect to enter into certain hedging arrangements (which may include call options, put options or other derivatives) with MLPF&S or one of its affiliates. The terms of these hedging arrangements are determined by seeking bids from market participants, which may include us, MLPF&S and one of our respective affiliates, and take into account a number of factors, including our creditworthiness, interest rate movements, the volatility of the Index, the tenor of the notes and the tenor of the hedging arrangements. The economic terms of the notes and their initial estimated value depend in part on the terms of these hedging arrangements.

MLPF&S has advised us that the hedging arrangements will include a hedging related charge of approximately \$0.075 per unit, reflecting an estimated profit to be credited to MLPF&S from these transactions. Since hedging entails risk and may be influenced by unpredictable market forces, additional profits and losses from these hedging arrangements may be realized by us, MLPF&S or any other hedge providers. Any profit in connection with such hedging activity will be in addition to any other compensation that we, the agents, and our respective affiliates receive for the sale of notes, which creates an additional incentive to sell the notes to you.

For further information, see “Risk Factors—General Risks Relating to the Notes” beginning on page PS-7 and “Use of Proceeds and Hedging” on page PS-18 of product supplement EQUITY INDICES SUN-1.

### MLPF&S Reorganization

MLPF&S has informed us of the information in the following paragraph. As discussed above under “Supplement to the Plan of Distribution”, the current business of MLPF&S is being reorganized into two affiliated broker-dealers. Effective on the Transfer Date, BofAMLS will be the new legal entity for the institutional services that are now provided by MLPF&S. As such, beginning on the Transfer Date, the institutional services currently being provided by MLPF&S, including acting as selling agent for the notes, acting as joint calculation agent for the notes, acting as principal or agent in secondary market-making transactions for the notes and entering into hedging arrangements with respect to the notes, are expected to be provided by BofAMLS. Accordingly, references to MLPF&S in this term sheet as such references relate to MLPF&S’s institutional services, such as those described above, should be read as

references to BofAMLS to the extent these services are to be performed on or after the Transfer Date.

Market-Linked Step Up Notes TS-14

Market-Linked Step Up Notes

Linked to the S&P 500<sup>®</sup> Index, due November , 2023

United States Federal Income Tax Considerations

You should read carefully the discussion under “United States Federal Tax Considerations” in the accompanying product supplement and “Selected Risk Considerations” in this term sheet.

In the opinion of our counsel, Davis Polk & Wardwell LLP, which is based on current market conditions, a note should be treated as a prepaid derivative contract that is an “open transaction” for U.S. federal income tax purposes. By purchasing a note, you agree (in the absence of an administrative determination or judicial ruling to the contrary) to this treatment. There is uncertainty regarding this treatment, and the Internal Revenue Service (the “IRS”) or a court might not agree with it.

Assuming this treatment of the notes is respected and subject to the discussion in “United States Federal Tax Considerations” in the accompanying product supplement, the following U.S. federal income tax consequences should result under current law:

You should not recognize taxable income over the term of the notes prior to maturity, other than pursuant to a sale or exchange.

Upon a sale or exchange of a note (including retirement at maturity), you should recognize capital gain or loss equal to the difference between the amount realized and your tax basis in the note. Such gain or loss should be long-term capital gain or loss if you held the note for more than one year.

Subject to the discussion below, if you are a non-U.S. holder (as defined in the accompanying product supplement) of the notes, you generally should not be subject to U.S. federal withholding or income tax in respect of any amount paid to you with respect to the notes, provided that (i) income in respect of the notes is not effectively connected with your conduct of a trade or business in the United States, and (ii) you comply with the applicable certification requirements.

In 2007, the U.S. Treasury Department and the IRS released a notice requesting comments on the U.S. federal income tax treatment of “prepaid forward contracts” and similar instruments. The notice focuses in particular on whether to require holders of these instruments to accrue income over the term of their investment. It also asks for comments on a number of related topics, including the character of income or loss with respect to these instruments; whether short-term instruments should be subject to any such accrual regime; the relevance of factors such as the exchange-traded status of the instruments and the nature of the underlying property to which the instruments are linked; the degree, if any, to which income (including any mandated accruals) realized by non-U.S. investors should be subject to withholding tax; and whether these instruments are or should be subject to the “constructive ownership” regime, which very generally can operate to recharacterize certain long-term capital gain as ordinary income and impose a notional interest charge. While the notice requests comments on appropriate transition rules and effective dates, any Treasury regulations or other guidance promulgated after consideration of these issues could materially and adversely affect the tax consequences of an investment in the notes, including the character and timing of income or loss and the degree, if any, to which income realized by non-U.S. persons should be subject to withholding tax, possibly with retroactive effect.

*Possible Withholding Under Section 871(m) of the Code.* Section 871(m) of the Code and Treasury regulations promulgated thereunder (“Section 871(m)”) generally impose a 30% withholding tax on dividend equivalents paid or deemed paid to non-U.S. holders with respect to certain financial instruments linked to U.S. equities (“U.S. underlying equities”) or indices that include U.S. underlying equities. Section 871(m) generally applies to instruments that substantially replicate the economic performance of one or more U.S. underlying equities, as determined based on tests set forth in the applicable Treasury regulations (a “specified equity-linked instrument” or “specified ELI”). However,

the regulations, as modified by an IRS notice, exempt financial instruments issued prior to January 1, 2021 that do not have a “delta” of one. Based on the terms of the notes and representations provided by us, our counsel is of the opinion that the notes should not be treated as transactions that have a “delta” of one within the meaning of the regulations with respect to any U.S. underlying equity and, therefore, should not be specified ELIs subject to withholding tax under Section 871(m).

A determination that the notes are not subject to Section 871(m) is not binding on the IRS, and the IRS may disagree with this treatment. Moreover, Section 871(m) is complex and its application may depend on your particular circumstances. For example, if you enter into other transactions relating to a U.S. underlying equity, you could be subject to withholding tax or income tax liability under Section 871(m) even if the notes are not specified ELIs subject to Section 871(m) as a general matter. You should consult your tax adviser regarding the potential application of Section 871(m) to the notes.

This information is indicative and will be updated in the final pricing supplement or may otherwise be updated by us in writing from time to time. Non-U.S. holders should be warned that Section 871(m) may apply to the notes based on circumstances as of the pricing date for the notes and, therefore, it is possible that the notes will be subject to withholding tax under Section 871(m).

In the event withholding applies, we will not be required to pay any additional amounts with respect to amounts withheld.

**You should read the section entitled “United States Federal Tax Considerations” in the accompanying product supplement. The preceding discussion, when read in combination with that section, constitutes the full opinion of Davis Polk & Wardwell LLP regarding the material U.S. federal tax consequences of owning and disposing of the notes.**

**You should consult your tax adviser regarding all aspects of the U.S. federal income and estate tax consequences of an investment in the notes and any tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.**

Market-Linked Step Up Notes TS-15

**Annex**

**Market-Linked STEP UP NOTES**

**Market-Linked Step Up Notes Linked to the S&P 500® Index**

<b>Issuer</b>	Wells Fargo & Company (“Wells Fargo”)
<b>Principal Amount</b>	\$10.00 per unit
<b>Term</b>	Approximately five years
<b>Market Measure</b>	The S&P 500® Index (Bloomberg symbol: “SPX”)

If the Market Measure is flat or increases up to and including the Step Up Value, a return equal to the Step Up Payment

<b>Payout Profile at Maturity</b>	If the Market Measure increases above the Step Up Value, a return equal to the percentage increase in the Market Measure
-----------------------------------	--

*This graph reflects the hypothetical return on the notes, based on the mid-point of the range(s) set forth in the table to the left. This graph has been prepared for purposes of illustration only.*

<b>Step Up Value</b>	1-to-1 downside exposure to decreases in the Market Measure beyond a 15% decline, with up to 85% of your principal at risk [123% to 129%] of the Starting Value, to be determined on the pricing date
<b>Step Up Payment</b>	[\$2.30 to \$2.90] per unit, a [23% to 29%] return over the principal amount, to be determined on the pricing date
<b>Threshold Value</b>	85% of the Starting Value of the Market Measure

<b>Interest Payments</b>	None
--------------------------	------

**Preliminary Offering Documents**

<b>Exchange Listing</b>	No
-------------------------	----

*You should read the relevant Preliminary Offering Documents before you invest.*

*Click on the Preliminary Offering Documents hyperlink above or call your Financial Advisor for a hard copy.*

**Risk Factors**

Please see the Preliminary Offering Documents for a description of certain risks related to this investment, including, but not limited to, the following:

Depending on the performance of the Market Measure as measured from the closing level of the Market Measure on the pricing date to the closing level of the Market Measure on the calculation day occurring shortly before the maturity date, your investment may result in a loss; there is no guaranteed return of principal.

Your investment return may be less than a comparable investment directly in the stocks included in the Index. All payments on the securities are subject to the credit risk of Wells Fargo; if Wells Fargo defaults on its obligations, you could lose some or all of your investment.

Holders have limited rights of acceleration and could be at greater risk for being structurally subordinated. The initial estimated value of the notes as of the pricing date will be less than the public offering price as the public offering price includes certain costs that are borne by you, including an underwriting discount and a hedging related charge; the estimated value of the notes is determined by the issuer's affiliate's pricing models, which may differ from those of MLPF&S or other dealers; and the initial estimated value does not represent the price at which the issuer, MLPF&S or any of their respective affiliates would be willing to purchase your notes in any secondary market (if any exists) at any time.

If you attempt to sell the notes prior to maturity, their market value may be lower than both the public offering price and the initial estimated value of the notes on the pricing date.

You will have no rights of a holder of the securities included in the Market Measure, and you will not be entitled to receive securities or dividends or other distributions by the issuers of those securities.

The Market Measure sponsor may adjust the Market Measure in a way that affects its level, and has no obligation to consider your interests.

While the issuer, MLPF&S or their respective affiliates may from time to time own securities of companies included in the Market Measure, the issuer, MLPF&S and their respective affiliates do not control any company included in the Market Measure, and have not verified any disclosure made by any company.

*Final terms will be set on the pricing date within the given range for the specified Market-Linked Investment. Please see the Preliminary Offering Documents for complete product disclosure, including related risks, tax disclosure and more information about the initial estimated value.*

2" face="Times New Roman" style="font-size:1.0pt;">

10.50%, 11/01/13

Verso Paper Holdings LLC, Senior Notes,

11.50%, 07/01/14

Ba2

Diversified/Conglomerate Manufacturing - 3.80%

500

AGY Holding Corp., Senior Notes,

11%, 11/15/14

B3

478

400

Altra Holdings, Inc., Senior Notes,

8.125%, 12/01/16

B1

429

375

Amsted Industries, Inc., Senior Notes,

8.125%, 03/15/18 (g)

B1

401

450

Coleman Cable, Inc., Senior Notes,

9%, 02/15/18

B3

475

250

Columbus McKinnon Corporation, Senior Subordinated Notes,

7.875%, 02/01/19 (g)

B1

259

1,100

38

Commscope, Inc., Senior Notes,

8.25%, 01/15/19 (g)

B3

1,147

---

## Schedule of Investments - March 31, 2011 (Unaudited) (Dollar Amounts in Thousands)

650	Euramax International, Inc., Senior Notes, 9.50%, 04/01/16 (g)	Caa1	658
300	Manitowoc Company, Inc., Senior Notes, 8.50%, 11/01/20	B3	326
475	Oshkosh Corporation, Senior Notes, 8.25%, 03/01/17	B2	522
475	Oshkosh Corporation, Senior Notes, 8.50%, 03/01/20	B2	532
750	Pinafore, LLC, Senior Notes, 9%, 10/01/18 (g)	B1	810
650	Ply Gem Industries, Inc., Senior Notes, 8.25%, 02/15/18 (g)	Caa1	666
1,425	RBS Global, Inc., Senior Notes, 8.50%, 05/01/18	Caa1	1,532
450	SPX Corporation, Senior Notes, 6.875%, 09/01/17 (g)	Ba1	481
50	Terex Corporation, Senior Notes, 10.875%, 06/01/16	Ba3	58
475	Terex Corporation, Senior Subordinated Notes, 8%, 11/15/17	B3	500
			9,274
Diversified/Conglomerate Service - 10.12%			
425	Aguila 3 S.A., Senior Notes, 7.875%, 01/31/18 (g)	B2	436
475	Anixter Inc., Senior Notes, 10%, 03/15/14	Ba2	549
280	Avis Budget Car Rental LLC, Senior Notes, 7.625%, 05/15/14	B3	286
450	Avis Budget Car Rental LLC, Senior Notes, 9.625%, 03/15/18	B3	497
575	CDW Corporation, Senior Notes, 11.50%, 10/12/15	Caa1	612
25	CDW Corporation, Senior Secured Notes, 8%, 12/15/18 (g)	B2	26
1,625	CDW Corporation, Senior Subordinate Notes, 12.535%, 10/12/17	Caa2	1,755
825	CDW Escrow Corporation, Senior Subordinate Notes, 8.50%, 04/01/19 (g)	Caa1	826
300	EC Finance PLC, Senior Notes, 9.75%, 08/01/17 (g) (EUR)	B2	472
350	Education Management LLC, Senior Notes, 8.75%, 06/01/14	B2	357
81	Education Management LLC, Senior Subordinated Notes, 10.25%, 06/01/16	B3	84
600	Europcar Groupe S.A., Senior Subordinated Notes, 4.593, 05/15/13 (g) (EUR)	B3	840
625	First Data Corporation, Senior Notes, 7.375%, 06/15/19 (g)	B1	638
800	First Data Corporation, Senior Notes, 8.875%, 08/15/20 (g)	B1	882
3,075	First Data Corporation, Senior Notes, 12.625%, 01/15/21 (g)	Caa1	3,340
825	First Data Corporation, Senior Subordinated Notes, 11.25%, 03/31/16	Caa2	823

Edgar Filing: WELLS FARGO & COMPANY/MN - Form 424B2

475	FTI Consulting Inc., Senior Notes, 6.75%, 10/01/20 (g)	Ba2	481
250	FTI Consulting Inc., Senior Notes, 7.75%, 10/01/16	Ba2	262
400	Garda World Security Corporation, Senior Notes, 9.75%, 03/15/17 (g)	B3	431
275	Hertz Corporation, Senior Notes, 7.50%, 10/15/18 (g)	B2	285
400	Hertz Holdings Netherlands B.V., Senior Notes, 8.50%, 07/31/15 (g) (EUR)	B1	609
225	Interline Brands, Inc., Senior Notes, 7%, 11/15/18	B2	231
825	iPayment, Inc., Senior Notes, 9.75%, 05/15/14	Caa1	819
1,135	iPayment, Inc., Senior Subordinated Notes, 12.75%, 07/15/14 (i)(g)	(e)	1,056

## Schedule of Investments - March 31, 2011 (Unaudited) (Dollar Amounts in Thousands)

175	Labco S.A.S., Senior Notes, 8.50%, 01/15/18 (g) (EUR)	B3	254
925	Mac Gray Corporation, Senior Notes, 7.625%, 08/15/15	B3	943
350	Maxim Crane Works, L.P., Senior Notes, 12.25%, 04/15/15 (g)	Caa1	363
125	RSC Equipment, Inc., Senior Notes, 8.25%, 02/01/21 (g)	Caa1	130
400	RSC Equipment, Inc., Senior Notes, 10%, 07/15/17 (g)	B1	454
475	Syniverse Holdings, Senior Notes, 9.125%, 01/15/19 (g)	Caa1	505
250	Travelport LLC, Senior Notes, 11.875%, 09/01/16	Caa2	233
1,400	United Rentals North America, Inc., Senior Notes, 10.875%, 06/15/16	B2	1,617
425	United Rentals North America, Inc., Senior Subordinated Notes, 8.375%, 09/15/20	Caa1	444
1,450	US Food Service Corporation, Senior Notes, 10.25%, 06/30/15 (g)	Caa2	1,526
525	West Corporation, Senior Notes, 7.875%, 01/15/19 (g)	B3	535
1,025	West Corporation, Senior Notes, 8.625%, 10/01/18 (g)	B3	1,079
			24,680
Ecological - .34%			
800	WCA Waste Corporation, Senior Notes, 9.25%, 06/15/14	B3	822
Electronics - 2.40%			
475	Advanced Micro Devices, Inc., Senior Notes, 7.75%, 08/01/20	Ba3	489
175	Advanced Micro Devices, Inc., Senior Notes, 8.125%, 12/15/17	Ba3	182
250	Aspect Software, Inc., Senior Notes, 10.625%, 05/15/17 (g)	Caa1	266
400	Bankrate Inc., Senior Notes, 11.75%, 07/15/15 (g)	B2	454
525	Fidelity National Information Services, Inc., Senior Notes, 7.625%, 07/15/17	Ba2	571
325	Fidelity National Information Services, Inc., Senior Notes, 7.875%, 07/15/20	Ba2	358
350	Freescale Semiconductor, Inc., Senior Notes, 10.125%, 03/15/18 (g)	B1	391
575	Jabil Circuit, Inc., Senior Notes, 7.75%, 07/15/16	Ba1	651
375	JDA Software Group, Inc., Senior Notes, 8%, 12/15/14	B1	412
750	MEMC Electronic Materials, Inc., Senior Notes, 7.75%, 04/01/19 (g)	B1	771
225	NXP B.V., Senior Notes, 9.50%, 10/15/15	Caa2	242
400	NXP B.V., Senior Notes, 9.75%, 08/01/18 (g)	B3	450

Edgar Filing: WELLS FARGO & COMPANY/MN - Form 424B2

217	Seagate Technology International, Inc., Senior Notes, 10%, 05/01/14 (g)	Baa3	252
325	Sungard Data Systems, Senior Notes, 10.625%, 05/15/15	Caa1	358
			5,847
<b>Finance - 10.86%</b>			
600	Aircastle Limited, Senior Notes, 9.75%, 08/01/18	Ba3	665
975	Ally Financial, Inc., Senior Notes, 6.25%, 12/01/17 (g)	B1	990
925	Ally Financial, Inc., Senior Notes,		

---

## Schedule of Investments - March 31, 2011 (Unaudited) (Dollar Amounts in Thousands)

	7.50%, 09/15/20 (g)	B1	976
875	Ally Financial, Inc., Senior Notes, 8%, 11/01/31	B1	954
750	American International Group., Senior Notes, 6.25%, 03/15/37	Baa2	684
1,650	CIT Group, Inc., Senior Notes, 6.625%, 04/01/18 (g)	B3	1,675
2,475	CIT Group, Inc., Senior Notes, 7%, 05/01/17	B3	2,478
1,200	Discover Financial Services, Senior Notes, 10.25%, 07/15/19	Ba1	1,537
475	E*Trade Financial Corporation, Senior Notes, 7.875%, 12/01/15	B2	483
2,198	E*Trade Financial Corporation, Senior Notes, 12.50%, 11/30/17	(e)	2,613
1,150	International Lease Finance Corporation, Senior Notes, 8.25%, 12/15/20	B1	1,259
1,975	International Lease Finance Corporation, Senior Notes, 8.875%, 09/15/15 (g)	B1	2,163
1,600	International Lease Finance Corporation, Senior Notes, 8.875%, 09/01/17	B1	1,812
1,875	Nuveen Investments, Inc., Senior Notes, 5.50%, 09/15/15	Caa3	1,636
1,200	Nuveen Investments, Inc., Senior Notes, 10.50%, 11/15/15	Caa3	1,239
575	Nuveen Investments, Inc., Senior Notes, 10.50%, 11/15/15 (g)	Caa3	594
475	PHH Corporation, Senior Notes, 9.25%, 03/01/16 (g)	Ba2	516
225	Provident Funding Associates, L.P., Senior Notes, 10.125%, 02/15/19 (g)	B2	234
575	Provident Funding Associates, L.P., Senior Notes, 10.25%, 04/15/17 (g)	Ba3	640
300	SLM Corporation, Senior Medium Term Notes, 5.05%, 11/14/14	Ba1	304
175	SLM Corporation, Senior Medium Term Notes, 5.375%, 05/15/14	Ba1	182
650	SLM Corporation, Senior Medium Term Notes, 6.25%, 01/25/16	Ba1	679
1,100	SLM Corporation, Senior Medium Term Notes, 8.45%, 06/15/18	Ba1	1,235
550	Springleaf Finance Corporation, Senior Medium Term Notes, 6.90%, 12/15/17	B3	503
475	Synovus Financial Corporation, Subordinate Notes, 5.125%, 06/15/17	B3	444
			26,495
Furnishings, Housewares, Consumer Durable - .26%			
375	Griffon Corporation, Senior Notes, 7.125%, 04/01/18 (g)	Ba3	383
225	Mohawk Industries, Inc., Senior Notes, 6.875%, 01/15/16	Ba2	241
			624
Groceries - .22%			
500	Susser Holdings LLC, Senior Notes,		

Edgar Filing: WELLS FARGO & COMPANY/MN - Form 424B2

	8.50%, 05/15/16	B2	540
Healthcare, Education and Childcare - 8.31%			
125	Accellent, Inc. Senior Notes, 8.375%, 02/01/17	B1	133
1,050	Accellent, Inc.. Senior Subordinated Notes, 10%, 11/01/17 (g)	Caa2	1,050
1,500	Biomet, Inc., Senior Notes, 10.375%, 10/15/17	B3	1,643
475	Biomet, Inc., Senior Subordinated Notes, 11.625%, 10/15/17	Caa1	528
675	Boston Scientific Corporation, Senior Notes, 7.375%, 01/15/40	Ba1	754

---

## Schedule of Investments - March 31, 2011 (Unaudited) (Dollar Amounts in Thousands)

525	Capella Healthcare Inc., Senior Notes, 9.25%, 07/01/17 (g)	B3	564
925	CHS/Community Health Systems, Inc., Senior Notes, 8.875%, 07/15/15	B3	976
525	Davita, Inc., Senior Notes, 6.375%, 11/01/18	B2	528
600	Davita, Inc., Senior Notes, 6.625%, 11/01/20	B2	607
275	Endo Pharmaceutical Holdings, Inc., Senior Notes, 7%, 12/15/20 (g)	Ba2	285
375	Giant Funding Corporation, Senior Notes, 8.25%, 02/01/18 (g)	B3	384
75	HCA, Inc., Senior Notes, 9.25%, 11/15/16	B2	81
550	HCA, Inc., Senior Secured Notes, 8.50%, 04/15/19	Ba3	610
750	HCA, Inc., Senior Secured Notes, 9.625%, 11/15/16	B2	808
150	HCA, Inc., Senior Secured Notes, 9.875%, 02/15/17	B2	167
600	Inventive Health Inc., Senior Notes, 10%, 08/15/18 (g)	Caa1	624
250	LifePoint Hospitals, Inc., Senior Notes, 6.625%, 10/01/20 (g)	Ba1	258
475	MedAssets, Inc., Senior Notes, 8%, 11/15/18 (g)	B3	486
900	Multiplan, Inc., Senior Notes, 9.875%, 09/01/18 (g)	Caa1	968
350	Mylan Inc., Senior Notes, 7.625%, 07/15/17 (g)	Ba3	376
525	Radiation Therapy Services, Inc., Senior Subordinated Notes, 9.875%, 04/15/17	B3	533
900	Tenet Healthcare Corporation, Senior Notes, 8%, 08/01/20	Caa1	938
875	Tenet Healthcare Corporation, Senior Notes, 8.875%, 07/01/19	B1	1,000
175	UHS Escrow Corporation, Senior Notes, 7%, 10/01/18 (g)	B1	181
875	United Surgical Partners International, Inc., Senior Subordinated Notes, 8.875%, 05/01/17	Caa1	923
450	Universal Hospital Services, Inc., Senior Secured Notes, 3.834%, 06/01/15	B3	436
200	Universal Hospital Services, Inc., Senior Secured Notes, 8.50%, 06/01/15	B3	208
425	Valeant Pharmaceuticals, International, Senior Notes, 6.75%, 10/01/17 (g)	Ba3	419
625	Valeant Pharmaceuticals, International, Senior Notes, 7%, 10/01/20 (g)	Ba3	605
375	Vanguard Health Holding Company II, LLC, Senior Notes, 8%, 02/01/18 (g)	B3	384
400	Vanguard Health Holding Company II, LLC, Senior Notes, 7.75%, 02/01/19 (g)	B3	405
900	Vanguard Health Systems, Inc., Senior Notes, Zero Coupon, 02/01/16 (g)	Caa1	569

Edgar Filing: WELLS FARGO & COMPANY/MN - Form 424B2

1,750	Warner Chilcott Company, LLC, Senior Notes, 7.75%, 09/15/18 (g)	B3	1,837
			20,268
Hotels, Motels, Inns and Gaming - 3.85%			
550	Amerstar Casinos, Inc., Senior Notes, 7.50%, 04/15/21 (g)	B3	545
500	Cirsa Funding Luxembourg S.A., Senior Notes, 8.75%, 05/15/18 (g) (EUR)	B3	723
650	Codere Finance (Luxembourg) S.A., Senior Notes, 8.25%, 06/15/15 (g) (EUR)	B2	937
50	Gaylord Entertainment Company, Senior Notes, 6.75%, 11/15/14	Caa2	51
1,875	Harrah s Escrow Corporation, Senior Notes, 11.25%, 06/01/17	B3	2,123
375	Isle of Capri Casinos, Senior Notes,		

## Schedule of Investments - March 31, 2011 (Unaudited) (Dollar Amounts in Thousands)

	7.75%, 03/15/19 (g)	B3	370
200	MGM Mirage, Senior Notes, 9%, 03/15/20	Ba3	220
375	MGM Mirage, Senior Notes, 10.375%, 05/15/14	Ba3	429
1,100	MGM Mirage, Senior Notes, 11.125%, 11/15/17	Ba3	1,259
400	MGM Mirage, Senior Notes, 13%, 11/15/13	B1	481
475	Pinnacle Entertainment, Inc., Senior Subordinated Notes, 8.625%, 08/01/17	B1	518
300	Seminole Tribe of Florida, Senior Notes, 7.75%, 10/01/17 (g)	Ba1	317
475	Seneca Gaming Corporation, Senior Notes, 8.25%, 12/01/18 (g)	B1	492
225	Sheraton Holding Corporation, Senior Notes, 7.375%, 11/15/15	Ba1	253
625	Wynn Las Vegas LLC, Senior Notes, 7.875%, 11/01/17	Ba2	672
			9,390
<b>Insurance - 1.58%</b>			
575	Centene Corporation, Senior Notes, 7.25%, 04/01/14	Ba2	596
100	Financial Security Assurance Holdings Ltd., Junior, Subordinated Debentures, 6.40%, 12/15/66 (g)	Baa1	66
875	Hub International Limited, Senior Notes, 9%, 12/15/14 (g)	B3	913
1,775	Hub International Limited, Senior Subordinated Notes, 10.25%, 06/15/15 (g)	Caa1	1,833
425	USI Holdings Corporation, Senior Subordinated Notes, 9.75%, 05/15/15 (g)	Caa1	438
			3,846
<b>Leisure, Amusement and Entertainment - 2.28%</b>			
525	Cedar Fair LP, Senior Notes, 9.125%, 08/01/18 (g)	B2	570
175	Easton Bell Sports Inc., Senior Notes, 9.75%, 12/01/16	B2	197
1,200	Manchester United Finance plc, Senior Notes, 8.375%, 02/01/17 (g)	(e)	1,281
225	NCL Corporation, Senior Notes, 9.50%, 11/15/18 (g)	Caa1	238
700	NCL Corporation, Senior Notes, 11.75%, 11/15/16	B2	810
200	Palace Entertainment Holdings LLC, Senior Notes, 8.875%, 04/15/17 (g)	B2	205
450	Speedway Motorsports, Inc., Senior Notes, 8.75%, 06/01/16	Ba2	493
775	Ticketmaster, Senior Notes, 10.75%, 08/01/16	B1	849
575	Universal City Development Partners, Ltd., Senior Notes, 8.875%, 11/15/15	B3	629
250	Universal City Development Partners, Ltd., Senior Notes, 10.875%, 11/15/16	B3	283
			5,555

Edgar Filing: WELLS FARGO & COMPANY/MN - Form 424B2

Mining, Steel, Iron and Non-Precious Metals - 6.15%				
525	AK Steel Corporation, Senior Notes, 7.625%, 05/15/20	Ba3		537
525	Algoma Acquisition Corporation, 9.875%, 06/15/15 (g)	Caa2		478
575	Alosa Finance S.A., Senior Notes, 7.75%, 11/03/20 (g)	Ba3		614
250	Arch Coal, Inc., Senior Notes, 8.75%, 08/01/16	B1		281
975	Consol Energy, Inc., Senior Notes, 8%, 04/01/17	B1		1,072

## Schedule of Investments - March 31, 2011 (Unaudited) (Dollar Amounts in Thousands)

400	Consol Energy, Inc., Senior Notes, 8.25%, 04/01/20	B1	444
850	FMG Resources Pty. Ltd., Senior Notes, 7%, 11/01/15 (g)	B1	876
725	Foresight Energy LLC, Senior Notes, 9.625%, 08/15/17 (g)	Caa1	776
150	International Coal, Senior Notes, 9.125%, 04/01/18	B2	169
525	JMC Steel Group, Inc., Senior Notes, 8.25%, 03/15/18 (g)	B3	536
550	Metals USA, Inc., Senior Secured Notes, 11.125%, 12/01/15	B3	583
600	New World Resources N.V., Senior Notes, 7.875%, 05/01/18 (g) (EUR)	Ba3	901
425	Novelis, Inc., Senior Notes, 8.75%, 12/15/20 (g)	B2	468
425	Patriot Coal Corporation, Senior Notes, 8.25%, 04/30/18	B3	455
3,150	Ryerson Holding Corporation, Senior Secured Notes, 16.50%, 02/01/15 (b)	(e)	1,701
1,225	Ryerson Inc., Senior Secured Notes, 12%, 11/01/15	Caa1	1,329
625	Severstal Columbus LLC, Senior Notes, 10.25%, 02/15/18	B3	688
500	Steel Capital, Senior Notes, 9.75%, 07/29/13 (g)	Ba3	565
475	Steel Dynamics, Inc., Senior Notes, 7.625%, 03/15/20	Ba2	513
50	Steel Dynamics, Inc., Senior Notes, 7.75%, 04/15/16	Ba2	53
1,125	Tube City IMS Corporation., Senior Subordinated Notes, 9.75%, 02/01/15	Caa1	1,176
725	Vedanta Resources, Plc, Senior Notes, 9.50%, 07/18/18 (g)	Ba2	792
			15,007
Oil and Gas - 13.78%			
600	Alta Mesa Holdings, L.P., Senior Notes, 9.625%, 10/15/18 (g)	B3	612
105	Anadarko Petroleum Corporation, Senior Notes, 6.20%, 03/15/40	Ba1	101
40	Anadarko Petroleum Corporation, Senior Notes, 6.375%, 09/15/17	Ba1	44
1,055	Anadarko Petroleum Corporation, Senior Notes, 8.70%, 03/15/19	Ba1	1,285
1,425	Antero Resources Corporation, Senior Notes, 9.375%, 12/01/17	B3	1,553
300	Berry Petroleum Company, Senior Notes, 6.75%, 11/01/20	B2	309
450	Berry Petroleum Company, Senior Notes, 10.25%, 06/01/14	B2	522
525	Bill Barrett Corporation, Senior Notes, 9.875%, 07/15/16	B1	588
225	Chesapeake Energy Corp., Senior Notes, 6.625%, 08/15/20	Ba3	239

Edgar Filing: WELLS FARGO & COMPANY/MN - Form 424B2

975	Chesapeake Energy Corp., Senior Notes, 9.50%, 02/15/15	Ba3	1,209
36	Cie Gen Geophysique, Senior Notes, 7.50%, 05/15/15	Ba3	37
800	Complete Production Services, Inc., Senior Notes, 8%, 12/15/16	B1	844
300	Concho Resources, Inc., Senior Notes, 7%, 01/15/21	B3	315
750	Concho Resources, Inc., Senior Notes, 8.625%, 10/01/17	B3	829
1,375	Connacher Oil and Gas Limited, Senior Notes, 10.25%, 12/15/15 (g)	Caa2	1,458
400	Continental Resources, Senior Notes, 7.125%, 04/01/21	B1	425
772	Denbury Resources Inc., Senior Subordinated Notes,		

## Schedule of Investments - March 31, 2011 (Unaudited) (Dollar Amounts in Thousands)

	8.25%, 02/15/20	B1	861
575	Denbury Resources Inc., Senior Subordinated Notes, 9.75%, 03/01/16	B1	648
100	El Paso Corporation, Senior Notes, 7.75%, 01/15/32	Ba3	112
125	Encore Acquisition Company, Senior Subordinated Notes, 9.50%, 05/01/16	B1	141
1,325	Energy Transfer Equity, L.P., Senior Notes, 7.50%, 10/15/20	Ba2	1,444
1,075	Exterran Holdings, Inc., Senior Notes, 7.25%, 12/01/18 (g)	Ba3	1,097
1,375	Ferrellgas, L.P., Senior Notes, 6.50%, 05/01/21 (g)	Ba3	1,347
120	Forest Oil Corp., Senior Notes, 7.25%, 06/15/19	B1	125
325	GenOn Escrow Corporation, Senior Notes, 9.50%, 10/15/18 (g)	B3	339
650	Global Geophysical Services, Senior Notes, 10.50%, 05/01/17	B3	696
625	Goodrich Petroleum Corporation, Senior Notes, 8.875%, 03/15/19 (g)	Caa1	625
600	Helix Energy Solutions Group, Inc., Senior Notes, 9.50%, 01/15/16 (g)	B3	631
800	Hilcorp Energy I, L.P., Senior Notes, 7.625%, 04/15/21 (g)	B2	834
625	Inergy, L.p., Senior Notes, 7%, 10/01/18 (g)	Ba3	650
309	Inergy, L.p., Senior Notes, 8.75%, 03/01/15	Ba3	332
100	Inergy, L.p., Senior Notes, 6.875%, 08/01/21 (g)	Ba3	105
950	MEG Energy Corporation, Senior Notes, 6.50%, 03/15/21 (g)	B3	965
710	Newfield Exploration Company, Senior Subordinated Notes, 6.875%, 02/01/20	Ba2	745
275	Niska Gas Storage US, LLC, Senior Notes, 8.875%, 03/15/18	B1	298
325	Oasis Petroleum, Inc., Senior Notes, 7.25%, 02/01/19 (g)	Caa1	330
450	Offshore Group Investment Ltd., Senior Notes, 11.50%, 08/01/15 (g)	B3	499
500	Penn Virginia Corporation, Senior Notes, 10.375%, 06/15/16	B2	565
325	Penn Virginia Resources Partners, L.P., Senior Notes, 8.25%, 04/15/18	B2	348
500	PetroHawk Energy Corporation, Senior Notes, 7.25%, 08/15/18 (g)	B3	514
1,075	PetroHawk Energy Corporation, Senior Notes, 10.50%, 08/01/14	B3	1,231
1,100	PetroPlus Finance Ltd., Senior Notes, 9.375%, 09/15/19 (g)	B2	1,112
600	Plains Exploration and Production Company, Senior Notes, 10%, 03/01/16	B1	674
500	Precision Drilling Corporation, Senior Notes,		

Edgar Filing: WELLS FARGO & COMPANY/MN - Form 424B2

	6.625%, 11/15/20 (g)	Ba2	517
275	QEP Resources, Inc., Senior Notes, 6.875%, 03/01/21	Ba1	289
450	Quicksilver Resources, Inc., Senior Notes, 9.125%, 08/15/19	B2	487
650	Quicksilver Resources, Inc., Senior Notes, 11.75%, 01/01/16	B2	757
825	Range Resources Corporaiton, Senior Subordinated Notes, 6.75%, 08/01/20	Ba3	878
375	RDS Ultra-Deep Water, Ltd., Senior Notes, 11.875%, 03/15/17 (g)	B3	409
450	Regency Energy Partners, L.P., Senior Notes, 6.875%, 12/01/18	B1	478
575	SandRidge Energy, Inc., Senior Notes, 7.50%, 03/15/21 (g)	B3	595
150	SM Energy Company, Senior Notes, 6.625%, 02/15/19 (g)	B1	152

---

## Schedule of Investments - March 31, 2011 (Unaudited) (Dollar Amounts in Thousands)

650	Swift Energy Company, Senior Notes, 8.875%, 01/15/20	B3	710
475	Tesoro Corporation, Senior Notes, 6.50%, 06/01/17	Ba1	490
25	Tesoro Corporation, Senior Notes, 9.75%, 06/01/19	Ba1	29
175	Whiting Petroleum Corporation, Senior Subordinated Notes, 6.50% 10/01/18	Ba3	181
			33,610
Personal, Food and Miscellaneous Services - 2.37%			
400	Central Garden & Pet Company, Senior Subordinated Notes, 8.25%, 03/01/18	B2	418
850	DineEquity, Inc., Senior Notes, 9.50%, 10/30/18 (g)	B3	924
494	Dunkin Finance Corporation, Senior Notes, 9.625%, 12/01/18 (g)	Caa2	504
850	O Charleys, Inc., Senior Subordinated Notes, 9%, 11/01/13	B3	863
1,100	OSI Restaurant Partners, Inc., Senior Notes, 10%, 06/15/15	Caa3	1,144
800	Realogy Corporation, Senior Notes, 11.50%, 04/15/17 (g)	Caa3	825
1,000	Wendy's International Holdings, LLC, Senior Notes, 10%, 07/15/16	B3	1,092
			5,770
Personal Non-Durable Consumer Products - .74%			
200	Acco Brands Corporation, Senior Notes, 10.625%, 03/15/15	B1	226
775	Bausch & Lomb, Incorporated, Senior Notes, 9.875%, 11/01/15	Caa1	833
250	Jarden Corporation, Senior Notes, 8%, 05/01/16	Ba3	274
125	Ontex IV, S.A., Senior Notes, 7.50%, 04/15/18 (g) (EUR)	Ba3	179
275	Scotts Miracle-Gro Company, Senior Notes, 7.25%, 01/15/18	B1	291
			1,803
Personal Transportation - 1.95%			
500	American Airlines, Inc., Senior Notes, 7.50%, 03/15/16 (g)	B2	495
1,450	Continental Airlines, Inc., Senior Notes, 6.75%, 09/15/15 (g)	Ba2	1,464
194	Continental Airlines, Inc., Senior Notes, 7.25%, 05/10/21	Baa2	211
142	Continental Airlines, Inc., Senior Notes, 9.25%, 05/10/17	Ba2	152
584	Delta Airlines, Inc., Senior Notes, 9.50%, 09/15/14 (g)	Ba2	622
1,275	Delta Airlines, Inc., Senior Notes, 12.25%, 03/15/15 (g)	B2	1,444
185	Northwest Airlines 7.575%, 003/01/19	(e)	193
150	United Airlines, Inc., Senior Notes, 12%, 11/01/13 (g)	B3	164

Edgar Filing: WELLS FARGO & COMPANY/MN - Form 424B2

				4,745
Printing and Publishing - 1.25%				
400	AMO Escrow Corporation, Senior Notes, 11.50%, 12/15/17 (g)	B2		424
750	McClatchy Company, Senior Notes, 11.50%, 02/15/17	B1		840
228	Nielsen Finance LLC, Senior Notes, 11.50%, 05/01/16	B2		268
717	Nielsen Finance LLC, Senior Notes, 11.625%, 02/01/14	B2		844

## Schedule of Investments - March 31, 2011 (Unaudited) (Dollar Amounts in Thousands)

650	Readers Digest Association, Senior Notes, 9.50%, 02/15/17	B1	669
			3,045
Retail Stores - 4.39%			
625	Chinos Acquisition Corporation, Senior Notes, 8.125%, 03/01/19 (g)	Caa1	614
800	Claire's Escrow Corporation, Senior Notes, 8.875%, 03/15/19 (g)	Caa3	764
175	Claire's Stores, Inc., Senior Notes, 9.625%, 06/01/15 (i)	Caa3	174
800	Giraffe Acquisition Corporation, Senior Notes, 9.125%, 12/01/18 (g)	Caa1	776
250	Limited Brands, Inc., Senior Notes, 8.50%, 06/15/19	Ba1	288
800	Michaels Stores, Inc., Senior Notes, 7.75%, 11/01/18 (g)	Caa1	810
1,025	Michaels Stores, Inc., Subordinated Notes, 13%, 11/01/16 (b)	Caa2	1,045
425	Needle Merger Corporation, Senior Notes, 8.125%, 03/15/19 (g)	Caa1	429
525	Netflix, Inc., Senior Notes, 8.50%, 11/15/17	Ba2	592
100	Penney (J.C.) Corporation, Inc., Senior Notes, 7.125%, 11/15/23	Ba1	103
250	Penney (J.C.) Corporation, Inc., Senior Notes, 7.40%, 04/01/37	Ba1	239
500	QVC, Inc., Senior Notes, 7.125%, 04/15/17 (g)	Ba2	523
1,050	QVC, Inc., Senior Notes, 7.50%, 10/01/19 (g)	Ba2	1,102
475	Rite Aid Corporation, Senior Notes, 8%, 08/15/20	B3	500
675	Rite Aid Corporation, Senior Notes, 8.625%, 03/01/15	Caa3	621
225	Rite Aid Corporation, Senior Notes, 9.75%, 06/12/16	B3	248
600	Rite Aid Corporation, Senior Notes, 10.25%, 10/15/19	Caa2	656
125	Rite Aid Corporation, Senior Notes, 10.375%, 07/15/16	Caa2	134
525	Toys 'R Us Delaware, Inc., Senior Notes, 7.375%, 09/01/16 (g)	B1	555
500	Toys 'R Us Property Company II, LLC, Senior Notes, 8.50%, 12/01/17	Ba1	535
			10,708
Telecommunications - 13.40%			
325	Avaya, Inc., Senior Notes, 7%, 04/01/19 (g)	B1	317
100	Avaya, Inc., Senior Notes, 9.75%, 11/01/15	Caa2	101
1,475	Avaya, Inc., Senior Notes, 10.125%, 11/01/15	Caa2	1,482
875	Broadview Networks Holdings, Inc., Senior Secured Notes, 11.375%, 09/01/12	B3	866

Edgar Filing: WELLS FARGO & COMPANY/MN - Form 424B2

400	Cincinnati Bell Inc., Senior Notes, 7%, 02/15/15	B2	405
1,550	Clearwire Communications LLC, Senior Secured Notes, 12%, 12/01/15 (g)	B2	1,674
300	Clearwire Communications LLC, Senior Secured Notes, 12%, 12/01/17 (g)	Caa2	320
100	Cricket Communications, Inc., Senior Notes, 7.75%, 05/15/16	Ba2	106
1,200	Cricket Communications, Inc., Senior Notes, 10%, 07/15/15	B3	1,320
500	Crown Castle International Corporation, Senior Notes, 9%, 01/15/15	B1	551
700	Digicel Limited, Senior Notes,		

---

## Schedule of Investments - March 31, 2011 (Unaudited) (Dollar Amounts in Thousands)

	8.25%, 09/01/17 (g)	B1	742
350	Digicel Limited, Senior Notes, 8.875%, 01/15/15 (g)	Caa1	365
900	Digicel Limited, Senior Notes, 10.50%, 04/15/18 (g)	Caa1	1,029
475	Equinix, Inc., Senior Notes, 8.125%, 03/01/18	Ba2	515
225	Geoeye, Inc., Senior Notes, 9.625%, 10/01/15	Ba3	255
800	Intelsat Corporation, Senior Notes, 7.25%, 04/01/19 (g)	B3	802
800	Intelsat Jackson Holdings Ltd., Senior Notes, 7.25%, 10/15/20 (g)	B3	801
2,750	Intelsat (Luxembourg) S.A., Senior Notes, 11.25%, 02/04/17	Caa3	3,004
500	Level 3 Financing, Inc., Senior Notes, 9.25%, 11/01/14	Caa1	511
575	Level 3 Financing, Inc., Senior Notes, 9.375%, 04/01/19 (g)	Caa1	556
1,050	MetroPCS Wireless, Inc., Senior Notes, 7.875%, 09/01/18	B2	1,124
525	Nextel Communications, Senior Notes, 5.95%, 03/15/14	Ba2	525
1,075	Nextel Communications, Senior Notes, 7.375%, 08/01/15	Ba2	1,079
600	NII Capital Corporation, Senior Notes, 7.625, 04/01/21	B2	613
375	NII Capital Corporation, Senior Notes, 8.875%, 12/15/19	B2	415
950	NII Capital Corporation, Senior Notes, 10%, 08/15/16	B2	1,081
675	Paetec Holding Corporation, Senior Notes, 8.875%, 06/30/17	Ba3	729
425	Sable International Finance Limited, Senior Notes, 7.75%, 02/15/17 (g)	Ba2	453
50	SBA Telecommunications, Inc., Senior Notes, 8%, 08/15/16	Ba3	54
725	SBA Telecommunications, Inc., Senior Notes, 8.25%, 08/15/19	Ba3	804
525	Sprint Capital Corporation, Senior Notes, 6.875%, 11/15/28	Ba3	484
1,125	Sprint Capital Corporation, Senior Notes, 8.75%, 03/15/32	Ba3	1,195
2,325	Sprint Nextel Corporation, Senior Notes, 8.375%, 08/15/17	Ba3	2,587
1,550	Telesat Canada, Senior Notes, 11%, 11/01/15	Caa1	1,734
575	Telesat Canada, Senior Subordinated Notes, 12.50%, 11/01/17	Caa1	687
475	Trilogy International Partners, LLC, Senior Notes, 10.25%, 08/15/16 (g)	Caa1	484
275	ViaSat, Inc., Senior Notes, 8.875%, 09/15/16	B1	294
875	Wind Acquisition Finance S.A., Senior Notes,		

Edgar Filing: WELLS FARGO & COMPANY/MN - Form 424B2

	11.75%, 07/15/17 (g)	B2	1,011
775	Wind Acquisition Holdings Finance S.A., Senior Notes,		
	7.25%, 02/15/18 (g)	Ba2	814
565	Wind Acquisition Holdings Finance S.A., Senior Notes,		
	12.25%, 07/15/17 (g)(i)	B3	683
100	Windstream Corporation, Senior Notes,		
	8.625%, 08/01/16	Ba3	106
			32,678
Textiles and Leather - .66%			
950	Hanesbrands, Inc., Senior Notes,		
	6.375%, 12/15/20	B1	924
500	Levi Strauss & Co., Senior Notes,		
	7.625%, 05/15/20	B2	501
175	Levi Strauss & Co., Senior Notes,		
	8.875%, 04/01/16	B2	182
			1,607

---

## Schedule of Investments - March 31, 2011 (Unaudited) (Dollar Amounts in Thousands)

Utilities - 3.15%				
25	AES Corporation, Senior Notes, 8%, 10/15/17	B1		27
1,300	AES Corporation, Senior Notes, 9.75%, 04/15/16	B1		1,492
2,025	Calpine Corporation, Senior Notes, 7.50%, 02/15/21 (g)	B1		2,098
500	Dubai Electricity and Water, Senior Notes, 7.375%, 10/21/20 (g)	Ba2		485
1,325	NRG Energy, Inc., Senior Notes, 7.625%, 01/15/18 (g)	B1		1,375
800	NRG Energy, Inc., Senior Notes, 8.25%, 09/01/20 (g)	B1		832
1,000	PNM Resources, Inc., Senior Notes, 9.25%, 05/15/15	Ba2		1,130
250	RRI Energy, Inc., Senior Notes, 7.875%, 06/15/17	B3		249
				7,688
	<b>Total Corporate Debt Securities</b> (Total cost of \$289,556)			310,282
BANK DEBT SECURITIES - .15% (d)				
Hotels, Motels, Inns and Gaming - .15%				
386	Pokagon Gaming Authority, 9%, 08/15/12 (h)	(e)		369
	<b>Total Bank Debt Securities</b> (Total cost of \$371)			369
Shares				
PREFERRED STOCK - 3.89% (d)				
Automobile - .41%				
20,650	General Motors Corporation, 4.75%, Convertible	(e)		995
Broadcasting and Entertainment - .16%				
495	Spanish Broadcasting System, Inc., 10.75% (a)	Caa3		391
Containers, Packaging and Glass - 0%				
1,975	Smurfit-Stone Container Corporation, 7%, (c)(f) ESC			
Electronics - 1.37%				
3,400	Lucent Technologies Capital Trust I, Convertible, 7.75%	B3		3,337
Finance - 1.75%				
2,975	Ally Financial, Inc., 7% (g)	B3		2,769
60,400	Ally Financial, Inc., 8.50%			1,502
				4,271
Hotels, Motels, Inns and Gaming - .20%				
4,400	Las Vegas Sands Corporation, 10%	(e)		494

<b>Total Preferred Stock</b> (Total cost of \$8,032)	9,488
<b>TOTAL INVESTMENTS</b> (Total cost of \$297,959)	\$ 320,139

---

(a) Denotes income is not being accrued and/or issuer is in bankruptcy proceedings.

(b) Securities are step interest bonds. Interest on these bonds accrues

---

based on the effective interest method which results in a constant rate of interest being recognized.

(c) Security is valued at fair value using methods determined by the Board of Directors. The total value of these securities at March 31, 2011 was \$0.

(d) Percentages indicated are based on total net assets to common shareholders of \$243,878.

(e) Not rated.

(f) Non-income producing.

(g) Securities are exempt from registration under Rule 144A of the Securities Act of 1933. Such securities may be resold, normally to qualified institutional buyers in transactions exempt from registration. Unless otherwise noted, 144A Securities are deemed to be liquid. See Note 1 of the Note to Schedule of Investments for valuation policy. Total market value of Rule 144A securities amounted to \$139,945 as of March 31, 2011.

(h) Restricted as to public resale. The total value of restricted securities owned at March 31, 2011 was \$369 or .15% of total net assets to common shareholders.

(i) Pay-In-Kind Security

(EUR) Euro

ESC Escrow Cusip. Represents a beneficial interest to account for possible future payments by the company. Interest rate and maturity date are those of the original security.

---

The New America High Income Fund, Inc.

**Forward Currency Exchange Contracts** (Unaudited) (Dollar Amounts in Thousands) As of March 31, 2011, The Fund had forward currency exchange contracts outstanding as follows:

Counterparty	Settlement Date	Receive	Deliver	Unrealized Appreciation (Depreciation)
State Street Bank	6/9/11	USD 10,588	EUR 7,587	(151)
State Street Bank	6/9/11	USD 1,413	EUR 1,003	(6)
State Street Bank	6/9/11	EUR 108	USD 150	2
<b>Net unrealized gain (loss) on open forward currency exchange contracts</b>				<b>(155)</b>

---

The New America High Income Fund, Inc.

**Note 1 to Schedule of Investments**

**March 31, 2011 (Unaudited)**

**(1) Significant Accounting and Other Policies**

The New America High Income Fund, Inc. (the Fund) was organized as a corporation in the state of Maryland on November 19, 1987 and is registered with the Securities and Exchange Commission as a diversified, closed-end investment company under the Investment Company Act of 1940. The Fund commenced operations on February 26, 1988. The investment objective of the Fund is to provide high current income while seeking to preserve stockholders' capital through investment in a professionally managed, diversified portfolio of high yield fixed-income securities.

The Fund invests primarily in fixed maturity corporate debt securities that are rated less than investment grade. Risk of loss upon default by the issuer is significantly greater with respect to such securities compared to investment grade securities because these securities are generally unsecured and are often subordinated to other creditors of the issuer and because these issuers usually have high levels of indebtedness and are more sensitive to adverse economic conditions, such as a recession, than are investment grade issuers. In some cases, the collection of principal and timely receipt of interest is dependent upon the issuer attaining improved operating results, selling assets or obtaining additional financing.

The Fund may focus its investments in certain industries, subjecting it to greater risk than a Fund that is more diversified. See the schedule of investments for information on individual securities as well as industry diversification and credit quality ratings.

The Fund's financial statements have been prepared in conformity with accounting principles generally accepted in the United States for investment companies that require the management of the Fund to, among other things, make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

The following is a summary of significant accounting policies consistently followed by the Fund, which are in conformity with those generally accepted in the investment company industry.

(a) *Valuation of Investments* Investments for which market quotations are readily available are stated at market value, which is determined by using the most recently quoted bid price provided by an independent pricing service or principal market maker. Independent pricing services provide market quotations based primarily on quotations from dealers and brokers, market transactions, accessing data from quotations services, offering sheets obtained from dealers and various relationships between securities. Investments whose primary market is on an exchange are valued at the last sale price on the day of valuation. Short-term investments with original maturities of 60 days or less are stated at amortized cost, which approximates market value. Following procedures approved by the Board of Directors, investments for which market quotations are not readily available (primarily fixed-income corporate bonds and notes) are stated at fair value on the basis of subjective valuations furnished by securities dealers and brokers. Other investments, for which market quotations are not readily available with a cost of \$0 and a value of \$0,

are valued in good faith at fair market value using methods determined by the Board of Directors. Fair value measurement is further discussed in section (e) of this footnote.

(b) *Foreign Currency* Investment securities and other assets and liabilities denominated in foreign currencies are translated into U.S. dollar amounts at the date of valuation. Purchases and sales of investment securities and income and expense items denominated in foreign currencies are translated into U. S. dollar amounts on the respective dates of such transactions.

The Fund does not isolate that portion of the results of operations resulting from changes in foreign

The New America High Income Fund, Inc.

**Note 1 to Schedule of Investments    Continued**

**March 31, 2011 (Unaudited)**

exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net realized and unrealized gain or loss from investments.

Reported net realized foreign exchange gains or losses arise from sales of foreign currencies, currency gains or losses realized between the trade and settlement dates on securities transaction, and the difference between the amounts of dividends, interest and foreign withholding taxes recorded on the Fund's books and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes in the fair values of assets and liabilities, other than investments in securities at fiscal period end, resulting from changes in exchange rates.

(c) *Foreign Currency Forward Exchange Contracts* The Fund may enter into foreign currency forward exchange contracts primarily to hedge against foreign currency exchange rate risks on its non-U.S. dollar denominated investment securities. When entering into a forward currency contract, the Fund agrees to receive or deliver a fixed quantity of foreign currency for an agreed upon price on an agreed future date. The Fund's net equity therein, representing unrealized gain or loss on the contracts as measured by the difference between the forward foreign exchange rates at the dates of entry into the contracts and the forward rates at the reporting date, is included in the statement of assets and liabilities. Realized and unrealized gains and losses are included in the statement of operations. These instruments involve market risk, credit risk or both kinds of risks, in excess of the amount recognized in the statement of assets and liabilities. Risks arise from the possible inability of counterparties to meet the terms of their contracts and from movement in currency and securities values and interest rates.

(d) *Securities Transactions and Net Investment Income* Securities transactions are recorded on trade date. Realized gains or losses on sales of securities are calculated on the identified cost basis. Interest income is accrued on a daily basis. Discount on short-term investments is amortized to investment income. Premiums or discounts on corporate debt securities are amortized based on the interest method for financial reporting purposes. All income on original issue discount and step interest bonds is accrued based on the effective interest method. The Fund does not amortize market premiums or discounts for tax purposes. Dividend payments received in the form of additional securities are recorded on the ex-dividend date in an amount equal to the value of the security on such date.

(e) *Fair Value Measurement* The Fund applies ASC 820 *Fair Value Measurements and Disclosures*. This standard establishes the definition of fair value, sets out a framework for measuring fair value and requires additional disclosures about fair value measurements.

The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities that the Fund has the ability to access.

Level 2 Observable inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly or indirectly. These inputs may include quoted prices for the identical instrument on an inactive market, prices for similar instruments, interest rates, prepayment speeds, credit risk, yield curves, default rates and similar data.

The New America High Income Fund, Inc.

**Note 1 to Schedule of Investments    Continued**

**March 31, 2011 (Unaudited)**

Level 3 Unobservable inputs for the asset or liability, to the extent relevant observable inputs are not available, representing the Fund's own assumptions about the assumptions a market participant would use in valuing the asset or liability, and would be based on the best information available.

The availability of observable inputs can vary from security to security and is affected by a wide variety of factors, including, for example, the type of security, whether the security is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the security. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised in determining fair value is greatest for instruments categorized in level 3.

The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement falls in its entirety, is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

A description of the valuation techniques applied to the Fund's major asset and liability categories is as follows.

Debt securities (corporate, convertible & bank debt). The fair value of debt securities is provided by independent pricing services using quotations from dealers and brokers, market transactions, data from quotations services, offering sheets and various relationships between securities. While most corporate bonds are categorized in level 2 of the fair value hierarchy, there may be instances where less observable inputs necessitate a level 3 categorization.

Equity securities (preferred and common stock). Equity securities for which the primary market is on an exchange will be valued at the last sale price on the day of valuation and are categorized in level 1 of the fair value hierarchy. Other equity securities traded in inactive markets or valued by independent pricing services using methods similar to debt securities are categorized in level 2. The fair value of equity securities in which observable inputs are unavailable are categorized in level 3.

Short-term investments. Short-term investments are valued using amortized cost, which approximates fair value. To the extent the inputs are observable and timely the values would be categorized in level 2 of the fair value hierarchy.

Forwards are valued at the unrealized gain or loss on the contract as measured by the difference between the forward exchange rates at the date of entry into the contract and the forward rates at the reporting date. Forwards are categorized in level 2 of the fair value hierarchy.

The following is a summary of the inputs used as of March 31, 2011 in valuing the Fund's investments:

	Level 1 Quoted Prices (000 s)	Level 2 Significant Observable Inputs (000 s)	Level 3 Significant Unobservable Inputs (000 s)	Total Value (000 s)
<b>Investments</b>				
Debt Securities*	\$	\$	310,651	\$ 310,651
Preferred Stock				
Automobile	995			995
Broadcasting and Entertainment		391		391
Containers, Packaging and Glass				
Electronics		3,337		3,337
Finance	1,502	2,769		4,271
Hotels, Motels Inns and Gaming		494		494

The New America High Income Fund, Inc.

**Note 1 to Schedule of Investments**    **Continued**

**March 31, 2011 (Unaudited)**

	Level 1 Quoted Prices (000 s)	Level 2 Significant Observable Inputs (000 s)	Level 3 Significant Unobservable Inputs (000 s)	Total Value (000 s)
<b>Total Investments</b>	\$ 2,497	\$ 317,642	\$	\$ 320,139
Forward Currency Exchange Contracts	\$	\$ (155)	\$	\$ (155)

\* Debt Securities    All are level 2. Type of debt and industries are shown on the Schedule of Investments.

The following is a reconciliation of Fund investments using Level 3 inputs for the period:

	Equity Securities
Balance, December 31, 2010	\$
Net purchases (sales)	
Change in unrealized appreciation (depreciation)	
Realized gain (loss)	
Transfers out of Level 3 to Level 2	
Balance, March 31, 2011	\$

Transfers between levels are recognized at the end of the reporting period. During the three months ended March 31, 2011, the Fund recognized no significant transfers to/from Level 1 or Level 2.

Item 2.

(a) The registrant's President and Treasurer have concluded that the registrant's disclosure controls and procedures (as defined in rule 30a-3(c) under the Investment Company Act of 1940 (the Act)) are effective, based on their evaluation of these disclosure controls and procedures required by Rule 30a-3(b) as of a date within 90 days of the filing date of this report.

(b) There were no changes in the registrant's internal control over financial reporting (as defined in rule 30a-3(d) under the Act) that occurred during the registrant's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 3.

Certifications as required by Rule 30a-2(a) under the Act are attached hereto.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant)                    The New America High Income Fund, Inc  
By (Signature and Title)                    */s/ Robert F. Birch*  
   Robert F. Birch  
   President  
Date                    May 20, 2011

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title)                    */s/ Robert F. Birch*  
   Robert F. Birch  
   President  
Date                    May 20, 2011

By (Signature and Title)                    */s/ Ellen E. Terry*  
   Ellen E. Terry  
   Treasurer  
Date                    May 20, 2011

---