

0562

Controller's Division
343 Sansome Street, 3rd Floor
San Francisco, CA 94104

Les L. Quock
Senior Vice President &
Controller

**WELLS
FARGO**

August 12, 2002

RECEIVED
OFFICE OF THE SECRETARY
AUG 12 2002

By facsimile (202-942-9651) followed by next day courier

Mr. Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Wells Fargo & Company
Sworn Statements Pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934

Dear Mr. Katz:

Enclosed on behalf of Wells Fargo & Company are executed originals of the statements under oath of the principal executive officer and the principal financial officer of Wells Fargo & Company as required under Commission Order No. 4-460.

Please file stamp the enclosed copy of this cover letter and return it to me in the enclosed envelope as evidence of receipt.

Please call me at 415-396-8512 or, in my absence, Alison Becker at 415-396-2546, if you have any questions.

Sincerely,



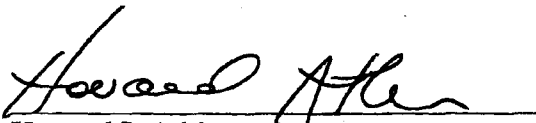
Enclosures

0562

**STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER
REGARDING FACTS AND CIRCUMSTANCES RELATING TO
EXCHANGE ACT FILINGS**

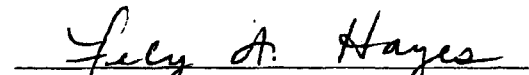
I, Howard I. Atkins, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Wells Fargo & Company, and, except as corrected or supplemented in a subsequent covered report:
 - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Audit and Examination Committee of the Board of Directors of Wells Fargo & Company.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - the Annual Report on Form 10-K for the year ended December 31, 2001 of Wells Fargo & Company;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Wells Fargo & Company filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.



Howard I. Atkins
Executive Vice President and
Chief Financial Officer
(principal financial officer)
Wells Fargo & Company
August 12, 2002

Subscribed and sworn to before me this
12th day of August 2002.


Notary Public
My Commission Expires:

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