UNITED STATES OF AMERICA
DEPARTMENT OF THE TREASURY
OFFICE OF THE COMPTROLLER OF THE CURRENCY

In the Matter of:	)	
	)	
Paul McLinko	)	
Former Executive Audit Director	)	AA-EC-2019-72
	)	
Wells Fargo Bank, N.A.	)	
Sioux Falls, South Dakota	)	
	)	

CONSENT ORDER

WHEREAS, on January 23, 2020, the Office of the Comptroller of the Currency ("OCC") initiated cease and desist and civil money penalty proceedings against Paul McLinko ("Respondent"), former Executive Audit Director of Wells Fargo Bank, N.A. ("Bank"), pursuant to 12 U.S.C. § 1818(b) and (i), through the issuance of a Notice of Charges for Orders of Prohibition and Orders to Cease and Desist and Notice of Assessments of a Civil Money Penalty, in *In the Matter of Carrie Tolstedt, et al.* ("Notice") based on Respondent's conduct related to the Bank's longstanding systemic sales practices misconduct problem;

WHEREAS, Respondent timely filed an Answer on February 12, 2020, and subsequently an Amended Answer on August 7, 2020, to the Notice in which he denied the charges and requested a hearing;

WHEREAS, pursuant to 12 U.S.C. § 1818(b) and (i) and 12 C.F.R. Part 19, a hearing was conducted before an Administrative Law Judge ("ALJ") in Sioux Falls, South Dakota, and remotely via videoconference between September 13, 2021 and January 6, 2022;

WHEREAS, the ALJ issued a document titled Recommended Decision – Paul McLinko, dated December 5, 2022, as well as a document titled Report and Recommendation – Executive

Summary (together, "Recommended Decision"), containing proposed findings of fact and conclusions of law and recommending that the Comptroller of the Currency ("Comptroller") issue against Respondent an Order for Civil Money Penalty and an Order to Cease and Desist;

WHEREAS, on April 14, 2023, Respondent filed exceptions to the Recommended Decision ("Exceptions");

WHEREAS, on January 14, 2025, the Acting Comptroller issued a final decision in *In the Matter of David Julian and Paul McLinko*, Nos. AA-EC-2019-71 and AA-EC-2019-72, ("Final Decision"), and concurrently issued against Respondent an Order for the Assessment of a Civil Money Penalty and an Order to Cease and Desist (together, "Final Orders");

WHEREAS, on January 15, 2025, Respondent filed a petition for review of the Final Decision, the Final Orders, and all ancillary or predicate rulings in the United States Court of Appeals for the District of Columbia Circuit, captioned *Paul McLinko v. Office of the Comptroller of the Currency* (No. 25-1020) ("Petition for Review");

WHEREAS, to avoid the costs associated with future administrative and judicial proceedings with respect to the charges in the Notice, and without admitting the OCC's allegations, the ALJ's findings of fact and conclusions of law, or the Acting Comptroller's findings and conclusions, Respondent desires to consent to the issuance of this Consent Order issued pursuant to 12 U.S.C. § 1818(b) and (i) ("Consent Order"); and

WHEREAS, upon execution of this Consent Order, Respondent shall dismiss his Petition for Review, and this Consent Order shall replace and supersede the Final Orders;

NOW, THEREFORE, it is stipulated by and between the OCC, through the duly authorized representative of the Comptroller, and Respondent that:

ARTICLE I

JURISDICTION

(1) The Bank is an "insured depository institution" as that term is defined in 12 U.S.C. § 1813(c)(2).

(2) Respondent was an officer of the Bank and was an "institution-affiliated party" of the Bank as that term is defined in 12 U.S.C. § 1813(u), having served in such capacity within six (6) years from the date of the Notice. *See* 12 U.S.C. § 1818(i)(3).

(3) The Bank is a national banking association within the meaning of 12 U.S.C. § 1813(q)(1)(A) and is chartered and examined by the OCC. *See* 12 U.S.C. § 1 *et seq.*

(4) The OCC is the "appropriate Federal banking agency" as that term is defined in 12 U.S.C. § 1813(q) and is therefore authorized to initiate and maintain these cease and desist and civil money penalty actions against Respondent pursuant to 12 U.S.C. § 1818(b) and (i).

ARTICLE II

ORDER TO CEASE AND DESIST

Respondent consents to, and it is ORDERED that:

(1) Whenever Respondent is employed by or is otherwise affiliated with any depository institution as defined in 12 U.S.C. § 1813(c)(1) or otherwise becomes an institution-affiliated party as defined in 12 U.S.C. § 1813(u), Respondent shall:

(a) Comply fully with all laws and regulations applicable to the institution;

(b) Not engage or participate in any unsafe or unsound practice, as that term is used in Title 12 of the United States Code;

(c) Fulfill his fiduciary duties of loyalty and care;

(d) Adhere to the institution's written policies and procedures, or receive written permission from appropriate authorized individuals to do otherwise;

(e) With respect to any Board or management committee of which he is a member, act diligently, prudently, honestly, and carefully in carrying out his responsibilities; and

(f) Ensure that any audit department or team he manages, oversees, or supervises is independent and objective, adequately audits the most significant risks, and completely and accurately reports on the effectiveness of risk management and controls in audit reports and to the Board.

(2) If Respondent is currently an institution-affiliated party, he shall provide the President or Chief Executive Officer of the institution with a copy of this Consent Order within ten (10) days of execution of this Consent Order.

(3) Prior to accepting any offer of a position that causes Respondent to become an institution-affiliated party, he shall provide the President or Chief Executive Officer of the institution with a copy of this Consent Order.

(4) Within ten (10) days of satisfying the requirements of paragraphs (2) and/or (3) of this Article, Respondent shall provide written certification of his compliance to the OCC by mail to Director for Enforcement, Office of the Comptroller of the Currency, 400 7th Street, SW, Washington, D.C. 20219 or by email to the address provided by the OCC.

(5) If, at any time, Respondent is uncertain whether a situation implicates paragraph (1) of this Article, or if Respondent is uncertain about his duties arising from such

paragraph, he shall obtain, at his own expense, written advice of counsel and shall abide by the written advice of counsel regarding his duties and responsibilities with respect to the matter. To comply with this paragraph, Respondent shall engage counsel who is in no way affiliated with the institution and who has never been subject to any formal sanctions by any Federal banking agency, either by agency order or consent, as disclosed on the banking agencies' websites.

(6) This Consent Order shall be enforceable to the same extent and in the same manner as an effective and outstanding order that has been issued and has become final pursuant to 12 U.S.C. § 1818.

ARTICLE III

ORDER FOR CIVIL MONEY PENALTY

Respondent consents to, and it is ORDERED that:

(1) Respondent shall pay a civil money penalty in the amount of $50,000, which shall be paid within seven (7) business days of Respondent's execution of this Consent Order.

(2) Respondent shall make payment in full via pay.gov or wire transfer, in accordance with instructions provided by the OCC. The docket number of this case (AA-EC-2019-72) shall be referenced in connection with the submitted payment.

(3) This Consent Order shall be enforceable to the same extent and in the same manner as an effective and outstanding order that has been issued and has become final pursuant to 12 U.S.C. § 1818.

ARTICLE IV

CLOSING

(1) Upon execution of this Consent Order, Respondent shall dismiss Respondent's Petition for Review; this Consent Order shall replace the Final Orders; and, with respect to Respondent, the Final Decision shall be set aside.

(2) By executing this Consent Order, Respondent waives:

(a) all rights to a hearing and a final agency decision pursuant to 12 U.S.C. § 1818(b) and (i) and 12 C.F.R. Part 19;

(b) all rights to seek judicial review of this Consent Order;

(c) all rights in any way to contest the validity of this Consent Order; and

(d) any and all claims for fees, costs, or expenses against the United States, the OCC, or any officer, employee, or agent of the OCC, related in any way to this enforcement matter or this Consent Order, whether arising under common law or under the terms of any statute, including, but not limited to, the Equal Access to Justice Act, 5 U.S.C. § 504 and 28 U.S.C. § 2412.

(3) Respondent shall not cause, participate in, or authorize the Bank (or any subsidiary or affiliate of the Bank) to incur, directly or indirectly, any expense arising from or relating to the negotiation and issuance of this Consent Order except as permitted by 12 C.F.R. § 7.2014 and Part 359. In addition, Respondent shall not, directly or indirectly, obtain or accept any indemnification (or other reimbursement) from the Bank (or any subsidiary or affiliate of the Bank) with respect to such expense except as permitted by 12 C.F.R. § 7.2014 and Part 359;

and Respondent shall not seek, obtain, or accept any such indemnification with respect to payment of the civil money penalty.

(4) Respondent acknowledges that he has read and understands the premises and obligations of this Consent Order and declares that no separate promise or inducement of any kind has been made by the OCC or any officer, employee, or agent of the OCC to cause or induce Respondent to agree to consent to the issuance of this Consent Order and/or to execute this Consent Order.

(5) This Consent Order constitutes a settlement of any proceedings arising out of the acts, omissions, or violations described in the Notice and Final Decision. The OCC agrees not to institute proceedings pursuant to 12 U.S.C. § 1818(b) and (i) for the specific acts, omissions, or violations described in the Notice or Final Decision, unless such acts, omissions, or violations reoccur. However, the specific acts, omissions, or violations described in the Final Decision may be used by the OCC in future enforcement actions to establish a pattern of misconduct or the continuation of a pattern of misconduct.

(6) This Consent Order shall not be construed as an adjudication on the merits and, except as set forth in paragraph (5) above, shall not inhibit, estop, bar, or otherwise prevent the OCC from taking any action affecting Respondent if, at any time, the OCC deems it appropriate to do so to fulfill the responsibilities placed upon the OCC by the several laws of the United States.

(7) Nothing in this Consent Order shall preclude any proceedings brought by the OCC to enforce the terms of this Consent Order, and nothing in this Consent Order constitutes, nor shall Respondent contend that anything in this Consent Order constitutes, a waiver of any

right, power, or authority of any other representatives of the United States or agencies thereof, including the Department of Justice, to bring other actions deemed appropriate.

(8) This Consent Order is intended to be, and shall be construed to be, a final order issued pursuant to 12 U.S.C. § 1818, and expressly does not form, and may not be construed to form, a contract binding on the United States, the OCC, or any officer, employee, or agent of the OCC. Respondent expressly acknowledges that no officer, employee, or agent of the OCC has statutory or other authority to bind the United States, the Department of the Treasury, the OCC, or any other federal bank regulatory agency or entity, or any officer, employee, or agent of such entities, to a contract affecting the OCC's exercise of its supervisory responsibilities.

(9) This Consent Order is "issued with the consent of . . . the institution-affiliated party concerned," pursuant to 12 U.S.C. § 1818(h)(2).

(10) The terms of this Consent Order, including this paragraph, are not subject to amendment or modification by any extraneous expression, prior agreements, or prior arrangements between the parties, whether oral or written.

(11) The provisions of this Consent Order are effective upon issuance by the OCC, through the Comptroller's duly authorized representative, whose hand appears below, and shall remain effective and enforceable, except to the extent that, and until such time as, any provisions of this Consent Order shall have been suspended, waived, or terminated in writing by the OCC, through the Comptroller's duly authorized representative.

IN TESTIMONY WHEREOF, the undersigned has hereunto set his hand.

//s// Digitally Signed	4/24/2025
Paul McLinko	Date

IT IS SO ORDERED.

//s// Digitally Signed by Greg J. Coleman, Dated: 2025.04.25	
	Date