



BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM
WASHINGTON, D. C. 20551

ADDRESS OFFICIAL CORRESPONDENCE
TO THE BOARD

April 2, 1998

Mr. James E. Hanson
Norwest Corporation
Sixth and Marquette
Minneapolis, Minnesota 55479-0088

Dear Mr. Hanson:

I have reviewed the notice filed by Norwest Corporation, Minneapolis, Minnesota ("Norwest"), under section 4(j)(5)(B) of the Bank Holding Company Act ("BHC Act"), as amended by section 2208 of the Economic Growth and Regulatory Paperwork Reduction Act of 1996 (Pub. L. No. 104-208, 110 Stat. 3009 (1996)), to acquire certain assets and assume certain liabilities of WMC Mortgage Corporation, Woodland Hills, California, and to thereby indirectly acquire Spring Mountain Escrow Company, Woodland Hills, California. Norwest would thereby engage in mortgage lending and escrow activities. The Board has determined that this activity is permissible for bank holding companies. See 12 CFR § 225.28(b)(1) and (2).

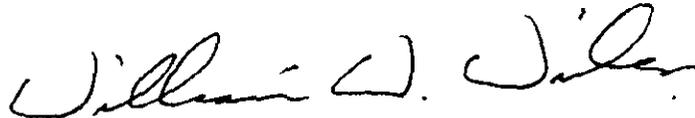
Norwest has certified that all the criteria set forth in section 4(j)(4) of the BHC Act are met and has filed the information required under that section. Acting pursuant to authority delegated by the Board,^{1/} and based on all the facts of record, including relevant examination, financial and other reports maintained by the Federal Reserve System, I do not object to the consummation of the proposal at this time. In making this determination, I have relied on all the representations and commitments made by Norwest in connection with this proposal. The representations and commitments are conditions imposed in writing in connection with the findings and decision herein and, as such, may be enforced under the provisions of applicable law. As provided in section 4(j)(4)(C)(i) of the BHC Act, this determination is subject to all the restrictions, terms and conditions imposed by the Board on these lending activities

^{1/} 12 CFR 265.5(c)(2).

as authorized under the provisions discussed above. In addition, this action is subject to the Board's authority to require reports by, and make examinations of, bank holding companies and their subsidiaries, and to require such modification or termination of activities of a bank holding company or any of its subsidiaries as the Board finds necessary to assure compliance with the BHC Act, and the Board's regulations and orders issued thereunder.

The transaction should be consummated within 12 months after the date of this letter, unless such period is extended by the Federal Reserve Bank of Minneapolis. Advice of the fact of consummation should be given in writing to the Reserve Bank.

Very truly yours,

A handwritten signature in cursive script, appearing to read "William W. Wiles".

William W. Wiles
Secretary of the Board

cc: Federal Reserve Bank of Minneapolis
Department of Justice