

HERITAGE FINANCIAL CORP /WA/
Form 8-K
July 29, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities and Exchange Act of 1934

Date of Report

(Date of earliest event reported):

July 28, 2011

HERITAGE FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

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WASHINGTON
(State or other jurisdiction
of incorporation)

0-29480
(Commission
File Number)

91-1857900
(IRS Employer
Identification No.)

201 Fifth Avenue S.W.

Olympia WA
(Address of principal

98501
(Zip Code)

executive offices)
Registrant's telephone number, including area code: (360) 943-1500

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On July 28, 2011, Heritage Financial Corporation (Heritage) issued its earnings release announcing its operating results for the quarter ended June 30, 2011. A copy of the release is furnished herewith as Exhibit 99.1, and is incorporated herein by reference.

ITEM 8.01 OTHER EVENTS

On July 28, 2011, Heritage Financial Corporation (Heritage) issued a press release announcing a quarterly cash dividend of \$0.05. The dividend will be paid on August 26, 2011, to shareholders of record at the close of business on August 12, 2011. A copy of the release is furnished herewith as Exhibit 99.1, and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits:

The following exhibit is being filed herewith and this list shall constitute the exhibit index:

- 99.1 Press Release dated July 28, 2011 announcing second quarter ended June 30, 2011 financial results and quarterly cash dividend.

SIGNATURES

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

HERITAGE FINANCIAL CORPORATION

By: **/S/ BRIAN L. VANCE**
Brian L. Vance

President and Chief Executive Officer

Dated: July 29, 2011

E="3">2,240,000 shares of Common Stock **8**

SHARED DISPOSITIVE POWER

487,770,323 shares of Common Stock

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

490,010,323 shares of Common Stock

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

Not Applicable.

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.3%

12

TYPE OF REPORTING PERSON

IN

1 NAME OF REPORTING PERSON

Berkshire Hathaway Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 487,770,323 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

487,770,323 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

487,770,323 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 9.3%
TYPE OF REPORTING PERSON

HC, CO

1 NAME OF REPORTING PERSON

National Indemnity Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 300,488,987 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

300,488,987 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

300,488,987 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 5.7%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

National Fire & Marine Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 55,776,330 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

55,776,330 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

55,776,330 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 1.1%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

Nebraska Furniture Mart, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) (b) **3 SEC USE ONLY****4 CITIZENSHIP OR PLACE OF ORGANIZATION**

State of Nebraska

5 SOLE VOTING POWER**NUMBER OF**

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,609,720 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

1,609,720 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,609,720 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
 TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSON

The Fechheimer Brothers Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,700,000 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

1,700,000 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,700,000 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSON

Columbia Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 81,666,676 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

81,666,676 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

81,666,676 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 1.6%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

Precision Steel Warehouse, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Illinois

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 800,000 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

800,000 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

800,000 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSON

National Liability & Fire Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Connecticut

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,788,000 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

2,788,000 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,788,000 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

Cypress Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of California

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 820,000 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

820,000 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

820,000 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

National Indemnity Company of the South

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Florida

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 460,000 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

460,000 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

460,000 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

Redwood Fire and Casualty Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 241,940 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

241,940 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

241,940 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

GEICO Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 36,069,200 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

36,069,200 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

36,069,200 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.7%
TYPE OF REPORTING PERSON

HC, CO

1 NAME OF REPORTING PERSON

Government Employees Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Maryland

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 26,646,700 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

26,646,700 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

26,646,700 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.5%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

General Re Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 24,312,200 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

24,312,200 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,312,200 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.5%
TYPE OF REPORTING PERSON

HC, CO

1 NAME OF REPORTING PERSON

General Reinsurance Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 24,312,200 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

24,312,200 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,312,200 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.5%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

U.S. Investment Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Pennsylvania

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,000,000 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

2,000,000 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,000,000 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

HC, CO

1 NAME OF REPORTING PERSON

Mount Vernon Fire Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Pennsylvania

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,922,600 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

1,922,600 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,922,600 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

U.S. Underwriters Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of North Dakota

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 200,000 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

200,000 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

200,000 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

The Medical Protective Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Indiana

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH 10,267,000 shares of Common Stock

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE

8 SHARED DISPOSITIVE POWER

WITH

10,267,000 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,267,000 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.2%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

United States Liability Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Pennsylvania

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,000,000 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

2,000,000 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,000,000 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

Medical Protective Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Indiana

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 10,267,000 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

10,267,000 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,267,000 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.2%
TYPE OF REPORTING PERSON

HC, CO

1 NAME OF REPORTING PERSON

Central States of Omaha Companies, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,000,000 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

1,000,000 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,000,000 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

HC, CO

1 NAME OF REPORTING PERSON

Central States Indemnity Co. of Omaha

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,000,000 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

1,000,000 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,000,000 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

Acme Brick Company Pension Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Texas

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 189,475 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

189,475 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

189,475 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

Benjamin Moore Pension Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New Jersey

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 598,940 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

598,940 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

598,940 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

The Buffalo News Office Pension Plan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 82,300 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

82,300 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

82,300 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

The Buffalo News Editorial Pension Plan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 130,050 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

130,050 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

130,050 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
 TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

The Buffalo News Mechanical Pension Plan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 30,955 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

30,955 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,955 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

The Buffalo News Drivers/Distributors Pension Plan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 8,800 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

8,800 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,800 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

Dexter Pension Plan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Connecticut

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 89,500 shares of Common Stock
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

9 89,500 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 89,500 shares of Common Stock
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

FlightSafety International Inc. Retirement Income Plan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 192,500 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

192,500 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

192,500 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

Fruit of the Loom Pension Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Kentucky

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 353,100 shares of Common Stock
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

9 353,100 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 353,100 shares of Common Stock
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

GEICO Corporation Pension Plan Trust
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Maryland

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,163,500 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

1,163,500 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,163,500 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

Johns Manville Corporation Master Pension Trust
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Colorado

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,148,950 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

1,148,950 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,148,950 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
 TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

Justin Brands, Inc. Union Pension Plan & Justin Brands, Inc. Pension Plan & Trust
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Texas

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 95,200 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

95,200 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

95,200 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

Scott Fetzer Company Collective Investment Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Ohio

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 216,200 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

216,200 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

216,200 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

BH Finance LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 6,812,857 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

6,812,857 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,812,857 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.1%
TYPE OF REPORTING PERSON

CO

1 NAME OF REPORTING PERSON

Berkshire Hathaway Assurance Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 3,033,500 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

3,033,500 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,033,500 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.1%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

**2 Berkshire Hathaway Life Insurance Company of Nebraska
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 5,250,000 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

9 5,250,000 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 5,250,000 shares of Common Stock
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 **Not applicable.**
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.1%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

Berkshire Hathaway Homestate Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 16,000,000 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

16,000,000 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,000,000 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.3%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

First Berkshire Hathaway Life Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 53,500 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

53,500 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

53,500 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

Princeton Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New Jersey

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 995,000 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

995,000 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

995,000 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

National Indemnity Company of MidAmerica

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Iowa

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 307,000 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

307,000 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

307,000 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

Boat America Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Virginia

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 186,000 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

186,000 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

186,000 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

HC, CO

1 NAME OF REPORTING PERSON

Seaworthy Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Maryland

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 186,000 shares of Common Stock
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

9 186,000 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 186,000 shares of Common Stock
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

Unione Italiana Reinsurance Company of America, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 215,000 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

215,000 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

215,000 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

GEICO Advantage Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 350,000 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

350,000 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

350,000 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

GEICO Casualty Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Maryland

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 NONE
SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,776,000 shares of Common Stock
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

9 1,776,000 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 1,776,000 shares of Common Stock
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

GEICO Choice Insurance Company
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 350,000 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

350,000 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

350,000 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

2 GEICO Indemnity Company
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Maryland

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 NONE
SHARED VOTING POWER

BENEFICIALLY

OWNED BY 8,372,500 shares of Common Stock
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 NONE
SHARED DISPOSITIVE POWER
WITH

9 8,372,500 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 8,372,500 shares of Common Stock
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 **Not applicable.**
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.2%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

Berkshire Hathaway Specialty Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 15,146,100 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

15,146,100 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,146,100 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.3%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

AmGuard Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Pennsylvania

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 229,500 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

9 229,500 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 229,500 shares of Common Stock
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 0.3%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

General Re Life Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Connecticut

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,165,000 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

2,165,000 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,165,000 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 1%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

General Star Indemnity Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,432,000 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

1,432,000 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,432,000 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

IC, CO

1 NAME OF REPORTING PERSON

GEICO Secure Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Nebraska

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 350,000 shares of Common Stock
EACH **7 SOLE DISPOSITIVE POWER**

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER
WITH

350,000 shares of Common Stock
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

350,000 shares of Common Stock
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 Less than 0.1%
TYPE OF REPORTING PERSON

IC, CO

SCHEDULE 13G

Page 58 of 65 Pages

Item 1.**(a) Name of Issuer**

Wells Fargo & Company

(b) Address of Issuer's Principal Executive Offices

420 Montgomery Street, San Francisco, CA 94104

Item 2(a). Name of Person Filing:**Item 2(b). Address of Principal Business Office:****Item 2(c). Citizenship:**

Warren E. Buffett

3555 Farnam Street

Omaha, Nebraska 68131

United States citizen

Berkshire Hathaway Inc.

3555 Farnam Street

Omaha, Nebraska 68131

Delaware

BH Finance LLC

3555 Farnam Street

Omaha, Nebraska 68131

Nebraska

National Indemnity Company

3024 Harney Street

Omaha, Nebraska 68131

Nebraska

Precision Steel Warehouse, Inc.

3560 N. Wolf Road

Franklin Park, IN 60131

Illinois

National Liability & Fire Insurance Company

3024 Harney Street

Omaha, NE 68131

Connecticut

Cypress Insurance Company

9290 West Dodge Road

Omaha, NE 68114

California

National Indemnity Company of the South

3024 Harney Street

Omaha, NE 68131

Florida

National Fire & Marine Insurance Company	Redwood Fire & Casualty Insurance Company
3024 Harney Street	9290 West Dodge Road
Omaha, Nebraska 68131	Omaha, NE 68114
Nebraska	Nebraska
Nebraska Furniture Mart, Inc.	GEICO Corporation
700 South 72 nd Street	One GEICO Plaza
Omaha, Nebraska 68114	Washington, DC 20076
Nebraska	Delaware
Columbia Insurance Company	General Re Corporation
3024 Harney Street	120 Long Ridge Road
Omaha, Nebraska 68131	Stamford, CT 06902
Nebraska	Delaware
General Star Indemnity Company	General Re Life Corporation
120 Long Ridge Road	120 Long Ridge Road
Stamford, CT 06902	Stamford, CT 06902
Delaware	Connecticut
U.S. Investment Corporation	General Reinsurance Corporation
190 South Warner Road	120 Long Ridge Road
Wayne, PA 19087	Stamford, CT 06902
Pennsylvania	Delaware
Mount Vernon Fire Insurance Company	U.S. Underwriters Insurance Company
190 South Warner Road	190 South Warner Road
Wayne, PA 19087	Wayne, PA 19087
Pennsylvania	North Dakota
United States Liability	Medical Protective Corporation
Insurance Company	5814 Reed Road
190 South Warner Road	Ft. Wayne, IN 48635
Wayne, PA 19087	Indiana

Pennsylvania

The Medical Protective Company

5814 Reed Road

Ft. Wayne, IN 48635

Indiana

Central States of Omaha Companies, Inc.

1212 North 96th Street

Omaha, NE 68114

Nebraska

Acme Brick Company Pension Trust

c/o Acme Building Brands

2821 West 7th Street

Fort Worth, TX 76107

Texas

The Buffalo News Office Pension Plan

c/o The Buffalo News

One News Plaza

Buffalo, NY 14240

New York

The Buffalo News Mechanical Pension Plan

c/o The Buffalo News

One News Plaza

Buffalo, NY 14240

New York

Dexter Pension Plan

c/o H.H. Brown Shoe Co.

124 West Putnam Avenue

Greenwich, CT 06830

Connecticut

Fruit of the Loom Pension Trust

Central States Indemnity Co. of Omaha

1222 North 96th Street

Omaha, NE 68114

Nebraska

Benjamin Moore Pension Trust

c/o Benjamin Moore & Co.

51 Chestnut Ridge Road

Montvale, New Jersey 07645

New Jersey

The Buffalo News Editorial Pension Plan

c/o The Buffalo News

One News Plaza

Buffalo, NY 14240

New York

The Buffalo News Drivers/Distributors Pension Plan

c/o The Buffalo News

One News Plaza

Buffalo, NY 14240

New York

FlightSafety International Inc. Retirement Income Plan

c/o FlightSafety International Inc.

LaGuardia Airport

Flushing, NY 11371

New York

GEICO Corporation Pension Plan Trust

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c/o Fruit of the Loom

1 Fruit of the Loom Drive

Bowling Green, KY 42102

Kentucky

c/o GEICO Corporation

1 Geico Plaza

Washington, DC 20076

Maryland

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Johns Manville Corporation Master Pension Trust

c/o Johns Manville Corporation

717 17th Street

Denver, CO 80202

Colorado

Scott Fetzer Company Collective Investment Trust

c/o Scott Fetzer Companies

28800 Clemens Road

Westlake, OH 44145

Ohio

AmGuard Insurance Company of Nebraska

c/o Berkshire Hathaway Guard P.O. Box A-H

Wilkes-Barre, PA 18703

Pennsylvania

Berkshire Hathaway Life Insurance Company of Nebraska

3024 Harvey Street

Omaha, NE 68131

Nebraska

First Berkshire Hathaway Life Insurance Company

3024 Harvey Street

Omaha, NE 68131

New York

National Indemnity Company of Mid America

3024 Harvey Street

Omaha, NE 68131

Iowa

Seaworthy Insurance Company

880 South Pickett Street

Alexandria, VA 22304

Justin Brands, Inc. Union Pension Plan & Justin Brands, Inc.
Pension Plan & Trust, c/o Justin Brands, Inc.

610 West Daggett

Fort Worth, TX 76104

Texas

Berkshire Hathaway Assurance Corporation

3024 Harvey Street

Omaha, NE 68131

New York

Berkshire Hathaway Specialty Insurance Company

3024 Harney Street

Omaha, NE 68131

Nebraska

Berkshire Hathaway Homestate Insurance Company

3333 Farnam Street

Omaha, NE 68131

Nebraska

Princeton Insurance Company

746 Alexander Road

Princeton, NJ 08540

New Jersey

Boat America Corporation

880 South Pickett Street

Alexandria, VA 22304

Virginia

Maryland

Unione Italiana Insurance Company of America, Inc.	GEICO Advantage Insurance Company
3024 Harvey Street	5260 Western Ave.
Omaha, NE 68131	Chevy Chase, MD 20815
New York	Nebraska
GEICO Casualty Company	GEICO Choice Insurance Company
5260 Western Ave.	5260 Western Ave.
Chevy Chase, MD 20815	Chevy Chase, MD 20815
Maryland	Nebraska
GEICO Indemnity Company	GEICO Secure Insurance Company
5260 Western Ave.	5260 Western Ave.
Chevy Chase, MD 20815	Chevy Chase, MD 20815
Maryland	Nebraska

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

949746101

Item 3. If this statement is filed pursuant to § 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.), Berkshire Hathaway Inc., GEICO Corporation, General Re Corporation, U.S. Investment Corporation, Medical Protective Corporation, Boat America Corporation and Central States of Omaha Companies, Inc. are each a Parent Holding Company or Control Person, in accordance with § 240.13d-1(b)(1)(ii)(G).

National Indemnity Company, National Fire & Marine Insurance Company, Columbia Insurance Company, National Liability & Fire Insurance Company, Cypress Insurance Company, National Indemnity Company of the South, Redwood Fire and Casualty Insurance Company, Government Employees Insurance Company, General Reinsurance Corporation, Mount Vernon Insurance Company, U.S. Underwriters Insurance Company, United States Liability Insurance Company, The Medical Protective Company, Central States Indemnity Co. of Omaha, Berkshire Hathaway Assurance Corporation, Berkshire Hathaway Life Insurance Company of Nebraska, Berkshire Hathaway Homestate Insurance Company, First Berkshire Hathaway Life Insurance Company, Princeton Insurance Company, National Indemnity Company of Mid America, Seaworthy Insurance Company, Unione Italiana Insurance Company, GEICO Advantage Insurance Company, GEICO Casualty Company, GEICO Choice Insurance Company, GEICO Indemnity Company, GEICO Secure Insurance Company, Berkshire Hathaway Specialty Insurance Company, AmGuard Insurance Company, General Re Life Corporation and General Star Indemnity Company are each an Insurance Company as defined in section 3(a)(19) of the Act.

Benjamin Moore Pension Trust, The Buffalo News Office Pension Plan, The Buffalo News Editorial Pension Plan, The Buffalo News Mechanical Pension Plan, The Buffalo News Drivers/Distributors Pension Plan, FlightSafety International Inc. Retirement Income Plan, Fruit of the Loom Pension Trust, GEICO Corporation Pension Plan Trust, Johns Manville Corporation Master Pension Trust, Justin Brands Inc. Union Pension Plan & Justin Brands Inc. Pension Plan & Trust, Acme Brick Company Pension Trust, Scott Fetzer Company Collective Investment Trust and Dexter Pension Plan are each an Employee Benefit Plan in accordance with § 240.13d-1(b)(1)(ii)(F).

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The Reporting Persons together are a group in accordance with § 240.13d-1(b)(i)(ii)(K).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned

See the Cover Pages for each of the Reporting Persons.

(b) Percent of class

See the Cover Pages for each of the Reporting Persons.

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote
- (ii) shared power to vote or to direct the vote
- (iii) sole power to dispose or to direct the disposition of
- (iv) shared power to dispose or to direct the disposition of

See the Cover Pages for each of the Reporting Persons.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

See Exhibit A.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated this 14th day of February, 2014

/s/ Warren E. Buffett
Warren E. Buffett

BERKSHIRE HATHAWAY INC.

By: /s/ Warren E. Buffett
Warren E. Buffett
Chairman of the Board

BH FINANCE LLC, NATIONAL INDEMNITY COMPANY,

NATIONAL FIRE AND MARINE INSURANCE
COMPANY,

COLUMBIA INSURANCE COMPANY, NEBRASKA

FURNITURE MART, INC., THE FECHHEIMER
BROTHERS

COMPANY, PRECISION STEEL WAREHOUSE, INC.,

NATIONAL LIABILITY & FIRE INSURANCE
COMPANY,

CYPRESS INSURANCE COMPANY, NATIONAL

INDEMNITY COMPANY OF THE SOUTH,
REDWOOD FIRE

AND CASUALTY INSURANCE COMPANY, GEICO

CORPORATION, GOVERNMENT EMPLOYEES
INSURANCE

CORPORATION, GENERAL RE CORPORATION,
GENERAL

REINSURANCE CORPORATION, U.S.
INVESTMENT

CORPORATION, MOUNT VERNON FIRE
INSURANCE

COMPANY, U.S. UNDERWRITERS INSURANCE
COMPANY,

UNITED STATES LIABILITY INSURANCE
COMPANY,

MEDICAL PROTECTIVE CORPORATION, THE
MEDICAL

PROTECTIVE COMPANY, CENTRAL STATES OF
OMAHA

COMPANIES, INC., CENTRAL STATES INDEMNITY CO. OF
OMAHA,

ACME BRICK COMPANY PENSION TRUST,
BENJAMIN

MOORE PENSION TRUST, THE BUFFALO NEWS
OFFICE

PENSION PLAN, THE BUFFALO NEWS EDITORIAL

PENSION PLAN, THE BUFFALO NEWS
MECHANICAL

PENSION PLAN, THE BUFFALO NEWS

DRIVERS/DISTRIBUTORS PENSION PLAN,
DEXTER

PENSION PLAN, FLIGHTSAFETY
INTERNATIONAL INC.

RETIREMENT INCOME PLAN, FRUIT OF THE
LOOM

PENSION TRUST, GEICO CORPORATION PENSION
PLAN

TRUST, JOHNS MANVILLE CORPORATION
MASTER

PENSION TRUST, JUSTIN BRANDS, INC., UNION PENSION
PLAN & JUSTIN BRANDS, INC. PENSION & TRUST
AND

SCOTT FETZER COMPANY COLLECTIVE
INVESTMENT

TRUST, AND BERKSHIRE HATHAWAY
ASSURANCE

CORPORATION, BERKSHIRE HATHAWAY LIFE

INSURANCE COMPANY OF NEBRASKA,
BERKSHIRE

HATHAWAY HOMESTATE INSURANCE
COMPANY, FIRST

BERKSHIRE HATHAWAY LIFE INSURANCE
COMPANY, PRINCETON

INSURANCE COMPANY, NATIONAL INDEMNITY

COMPANY OF MID AMERICA, SEAWORTHY
INSURANCE

COMPANY, UNIONE ITALIANA INSURANCE
COMPANY, GEICO

ADVANTAGE INSURANCE COMPANY, GEICO
CASUALTY

COMPANY, GEICO CHOICE INSURANCE

COMPANY, GEICO INDEMNITY COMPANY,

GEICO SECURE INSURANCE COMPANY,

BERKSHIRE HATHAWAY SPECIALTY
INSURANCE COMPANY,

GENERAL RE LIFE CORPORATION,

GENERAL STAR INDEMNITY COMPANY,

AND AMGUARD INSURANCE COMPANY

By: /s/ Warren E. Buffett
Warren E. Buffett
Attorney-in-Fact

SCHEDULE 13G

EXHIBIT A

RELEVANT SUBSIDIARIES AND MEMBERS OF FILING GROUP

PARENT HOLDING COMPANIES OR CONTROL PERSONS:

Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.)

Berkshire Hathaway Inc.

GEICO Corporation

General Re Corporation

U.S. Investment Corporation

Medical Protective Corporation

Central States of Omaha Companies, Inc.

Boat America Corporation

INSURANCE COMPANIES AS DEFINED IN SECTION 3(a)(19) OF THE ACT:

National Indemnity Company

National Fire & Marine Insurance Company

Columbia Insurance Company

National Liability & Fire Insurance Company

Cypress Insurance Company

National Indemnity Company of the South

Redwood Fire and Casualty Company

Government Employees Insurance Company

General Reinsurance Corporation

General Re Life Corporation

General Star Indemnity Company

Mount Vernon Fire Insurance Company

U.S. Underwriters Insurance Company

United States Liability Insurance Company

The Medical Protective Company

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Berkshire Hathaway Assurance Corporation

Berkshire Hathaway Life Insurance Company of Nebraska

Berkshire Hathaway Homestate Insurance Company

First Berkshire Hathaway Life Insurance Company

Princeton Insurance Company

National Indemnity Company of Mid America

Seaworthy Insurance Company

Unione Italiana Insurance Company

GEICO Advantage Insurance Company

GEICO Casualty Company

GEICO Choice Insurance Company

GEICO Indemnity Company

GEICO Secure Insurance Company

Berkshire Hathaway Specialty Insurance Company

Central States Indemnity Co. of Omaha

AmGuard Insurance Company

EMPLOYEE BENEFIT PLANS IN ACCORDANCE WITH 13d-1-(b)(1)(ii)(F)

Benjamin Moore Pension Trust

The Buffalo News Office Pension Plan

The Buffalo News Editorial Pension Plan

The Buffalo News Mechanical Pension Plan

The Buffalo News Drivers/Distributors Pension Plan

Dexter Pension Plan

FlightSafety International Inc. Retirement Income Plan

Fruit of the Loom Pension Trust

GEICO Corporation Pension Plan Trust

Johns Manville Corporation Master Pension Trust

Justin Brands Inc. Union Pension Plan & Justin Brands Inc. Pension Plan & Trust

Acme Brick Company Pension Trust

Scott Fetzer Company Collective Investment Trust

Dexter Pension Plan

Note: No Common Stock of Wells Fargo & Company is held directly by Berkshire Hathaway Inc. 2,240,000 shares of Common Stock of Wells Fargo & Company are held directly by Warren E. Buffett, an individual who may be deemed to control Berkshire Hathaway Inc. 10,922,577 shares or approximately 0.2% of Common Stock of Wells Fargo & Company are held directly by Nebraska Furniture Mart, Inc., The Fechheimer Brothers Company, and Precision Steel Warehouse, Inc. and BH Finance LLC, none of which are persons specified in Rule 13d-1 (b) (1) (ii) (A) through (J).

SCHEDULE 13G

EXHIBIT B

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

AND POWER OF ATTORNEY

The undersigned persons hereby agree that reports on Schedule 13G, and amendments thereto, with respect to the Common Stock of Wells Fargo & Company may be filed in a single statement on behalf of each of such persons, and further, each of such persons designates Warren E. Buffett as its agent and Attorney-in-Fact for the purpose of executing any and all Schedule 13G filings required to be made by it with the Securities and Exchange Commission.

Dated: February 14, 2014

/S/ Warren E. Buffett
Warren E. Buffett

Berkshire Hathaway Inc.

Dated: February 14, 2014

/S/ Warren E. Buffett
By: Warren E. Buffett
Title: Chairman of the Board

National Indemnity Company

Dated: February 14, 2014

/S/ Marc D. Hamburg
By: Marc D. Hamburg
Title: Chairman of the Board

National Fire & Marine Insurance Company

Dated: February 14, 2014

/S/ Marc D. Hamburg
By: Marc D. Hamburg
Title: Chairman of the Board

Nebraska Furniture Mart, Inc.

Dated: February 14, 2014

/S/ Marc D. Hamburg
By: Marc D. Hamburg
Title: Assistant Secretary

The Fechheimer Brothers Company

Dated: February 14, 2014

/S/ Marc D. Hamburg
By: Marc D. Hamburg
Title: Assistant Secretary

Columbia Insurance Company

Dated: February 14, 2014

/S/ Marc D. Hamburg
By: Marc D. Hamburg
Title: Chairman of the Board

Precision Steel Warehouse, Inc.

Dated: February 14, 2014

/S/ Raymond Luchetti
By: Raymond Luchetti
Title: Treasurer

National Liability & Fire Insurance Company

Dated: February 14, 2014

/S/ Dale D. Geistkemper
By: Dale D. Geistkemper
Title: Treasurer

Cypress Insurance Company

Dated: February 14, 2014

/S/ Marc D. Hamburg
By: Marc D. Hamburg
Title: Assistant Secretary

National Indemnity Company of the South

Dated: February 14, 2014

/S/ Marc D. Hamburg
By: Marc D. Hamburg
Title: Chairman of the Board

Redwood Fire and Casualty Insurance Company

Dated: February 14, 2014

/S/ Marc D. Hamburg
By: Marc D. Hamburg
Title: Assistant Secretary

GEICO Corporation

Dated: February 14, 2014

/S/ Michael H. Campbell
By: Michael H. Campbell
Title: Vice President

Government Employees Insurance Company

Dated: February 14, 2014

/S/ Michael H. Campbell
By: Michael H. Campbell
Title: Vice President

General Re Corporation

Dated: February 14, 2014

/S/ William Gasdaska
By: William Gasdaska
Title: Vice President

General Reinsurance Corporation

Dated: February 14, 2014

/S/ William Gasdaska
By: William Gasdaska
Title: Vice President

U.S. Investment Corporation

Dated: February 14, 2014

/S/ Louis S. Rivituso
By: Louis S. Rivituso
Title: Treasurer

Mount Vernon Fire Insurance Company

Dated: February 14, 2014

/S/ Louis S. Rivituso
By: Louis S. Rivituso
Title: Treasurer

U.S. Underwriters Insurance Company

Dated: February 14, 2014

/S/ Louis S. Rivituso
By: Louis S. Rivituso
Title: Treasurer

United States Liability Insurance Company

Dated: February 14, 2014

/S/ Louis S. Rivituso
By: Louis S. Rivituso
Title: Treasurer

The Medical Protective Company

Dated: February 14, 2014

/S/ Daniel Landrigan
By: Daniel Landrigan
Title: Senior Vice President

Medical Protective Corporation

Dated: February 14, 2014

/S/ Daniel Landrigan
By: Daniel Landrigan
Title: Senior Vice President

Central States of Omaha Companies, Inc.

Dated: February 14, 2014

/S/ Thomas Schlichting
By: Thomas Schlichting
Title: Vice President

Central States Indemnity Co. of Omaha

Dated: February 14, 2014

/S/ Thomas Schlichting
By: Thomas Schlichting
Title: Vice President

Benjamin Moore Pension Trust

Dated: February 14, 2013

/S/ Michael Searles
By: Michael Searles
Title: President and Chief Executive Officer, Benjamin Moore

The Buffalo News Office Pension Plan

Dated: February 14, 2014

/S/ Warren Colville
By: Warren Colville
Title: President and Chief Executive Officer, The Buffalo News

The Buffalo News Editorial Pension Plan

Dated: February 14, 2014

/S/ Warren Colville
By: Warren Colville
Title: President and Chief Executive Officer, The Buffalo News

The Buffalo News Mechanical Pension Plan

Dated: February 14, 2014

/S/ Warren Colville
By: Warren Colville
Title: President and Chief Executive Officer, The Buffalo News

The Buffalo News Drivers/Distributors Pension Plan

Dated: February 14, 2014

/S/ Warren Colville
By: Warren Colville
Title: President and Chief Executive Officer, The Buffalo News

Dexter Pension Plan

Dated: February 14, 2014

/S/ James Issler
By: James Issler
Title: President, H.H. Brown Shoe Co.

FlightSafety International Inc. Retirement Income Plan

Dated: February 14, 2014

/S/ Bruce Whitman
By: Bruce Whitman
Title: President and Chief Executive Officer,

FlightSafety International, Inc.

Fruit of the Loom Pension Trust

Dated: February 14, 2014

/S/ Rick Medlin
By: Rick Medlin
Title: President and Chief Executive Officer, Fruit of the Loom

GEICO Corporation Pension Plan Trust

Dated: February 14, 2013

/S/ Olza M. Nicely
By: Olza M. Nicely
Title: President and Chief Executive Officer, GEICO Corporation

Johns Manville Corporation Master Pension Plan

Dated: February 14, 2014

/S/ Mary Rhinehart
By: Mary Rhinehart
Title: President and Chief Executive Officer

Johns Manville Corporation

Justin Brands, Inc. Union Pension Plan & Justin Brands, Inc.

Pension Plan & Trust

Dated: February 14, 2014

/S/ Randy Watson
By: Randy Watson
Title: President and Chief Executive Officer, Justin Brands, Inc.

Acme Brick Company Pension Trust

Dated: February 14, 2014

/S/ Dennis Knautz
By: Dennis Knautz
Title: President and Chief Executive Officer,

Acme Building Brands

Scott Fetzer Company Collective Investment Trust

Dated: February 14, 2014

/S/ Robert McBride
By: Robert McBride
Title: President and Chief Executive Officer,

Scott Fetzer Companies

Berkshire Hathaway Assurance Corporation

Dated: February 14, 2014

/S/ Dale D. Geistkemper
By: Dale D. Geistkemper
Title: Treasurer

Berkshire Hathaway Life Insurance Company of Nebraska

Dated: February 14, 2014

/S/ Dale D. Geistkemper
By: Dale D. Geistkemper
Title: Treasurer

Berkshire Hathaway Homestate Insurance Company

Dated: February 14, 2014

/S/ Jackie L. Perry
By: Jackie L. Perry
Title: Treasurer

Princeton Insurance Company

Dated: February 14, 2014

/S/ Daniel J. Landrigan
By: Daniel J. Landrigan
Title: Vice Chairman

First Berkshire Hathaway Life Insurance Company

Dated: February 14, 2014

/S/ Dale D. Geistkemper
By: Dale D. Geistkemper
Title: Treasurer

National Indemnity Company of Mid America

Dated: February 14, 2014

/S/ Dale D. Geistkemper
By: Dale D. Geistkemper
Title: Treasurer

Boat America Corporation

Dated: February 14, 2014

/S/ William M. Oakerson
By: William M. Oakerson
Title: Chairman

Seaworthy Insurance Company

Dated: February 14, 2014

/S/ William M. Oakerson
By: William M. Oakerson
Title: Chairman

Unione Italiana Insurance Company

Dated: February 14, 2014

/S/ Dale D. Geistkemper
By: Dale D. Geistkemper
Title: Treasurer

GEICO Advantage Insurance Company

Dated: February 14, 2014

/S/ Charles G. Schara
By: Charles G. Schara
Title: Treasurer

GEICO Casualty Company

Dated: February 14, 2014

/S/ Charles G. Schara
By: Charles G. Schara
Title: Treasurer

GEICO Choice Insurance Company

Dated: February 14, 2014

/S/ Charles G. Schara
By: Charles G. Schara
Title: Treasurer

GEICO Indemnity Company

Dated: February 14, 2014

/S/ Charles G. Schara
By: Charles G. Schara
Title: Treasurer

GEICO Secure Insurance Company

Dated: February 14, 2014

/S/ Charles G. Schara
By: Charles G. Schara
Title: Treasurer

AmGuard Insurance Company

Dated: February 14, 2014

/S/ Sy Foguel
By: Sy Foguel
Title: President

Berkshire Hathaway Specialty Insurance Company

Dated: February 14, 2014

/S/ Dale D. Geistkemper
By: Dale D. Geistkemper

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Title: Treasurer

General Re Life Corporation

Dated: February 14, 2014

/S/ Joseph Conetta
By: Joseph Conetta
Title: Treasurer

General Star Indemnity Company

Dated: February 14, 2014

/S/ William H. Gardanska
By: William H. Gardanska

Title: Vice President