

U.S. Bancorp Compensation Committee Charter

Purposes:

The purposes of the Compensation Committee are to carry out the responsibilities of the Board of Directors relating to compensation of the Company's executive officers; to approve compensation policies, practices and programs for the Corporation and its affiliates; and to produce an annual report on executive compensation to include in the Company's proxy statement for its annual meeting of shareholders, consistent with applicable rules and regulations.

Membership:

The Committee will consist solely of non-employee directors who meet the independence requirements of the New York Stock Exchange. No director may serve on the Committee unless he or she is a "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 and satisfies the requirements of an outside director for purposes of Section 162(m) of the Internal Revenue Code. The members of the Committee will be those directors appointed by the Board from time to time. Committee members may be removed at any time by a majority of the Board. Any vacancy on the Committee may be filled by the Board. The Chair of the Committee will be appointed by the Board.

Duties and Responsibilities:

The Committee will:

1. Recommend to the Board for approval new executive incentive compensation plans and equity-based plans and significant amendments to existing incentive compensation plans and equity-based plans.
2. Review and approve other compensation plans and programs applicable to the Company's executive officers and other senior management.
3. Review and approve compensation (including employment, change in control and other compensation agreements) for the Company's executive officers and non-employee directors.
4. Review and approve corporate goals and objectives related to the compensation of the Chief Executive Officer.
5. Evaluate the Chief Executive Officer's performance consistently with approved goals and objectives and establish the compensation of the Chief Executive Officer based on this evaluation .

6. Produce an annual report on executive compensation to include in the Company's proxy statement for the annual meeting of shareholders, consistent with applicable rules and regulations.
7. Review and approve director compensation annually.
8. Review and approve retirement plans for the Company's employees.
9. Review the periodic actuarial reports and the actuarial assumptions used for the Company's tax-qualified and non-qualified pension plans and review and approve the employer contributions to such pension plans; and approve investment manager appointments for such pension plans and periodically review investment strategies, activity and performance with the investment managers for such pension plans.
10. Conduct an annual performance evaluation of the Committee.
11. Provide regular reports of the Committee's activities to the Board.

Meetings

The Committee will meet at least four times a year and at such additional times as determined by the Chair or by a majority of the Committee. A majority of the members of the Committee will constitute a quorum.

Resources and Authority:

The Committee will have the resources and authority it deems necessary and appropriate to discharge its responsibilities, including sole authority to retain and terminate external compensation consultants and to approve the fees and other retention terms related to the appointment of such consultants.

The Committee may delegate its authority to the Chief Executive Officer consistently with Section 157(c) of the Delaware General Corporation Law, *except* that the Committee will not delegate its authority with respect to compensation matters involving any persons subject to Section 16 of the Securities and Exchange Act of 1934 or in a manner that would result in noncompliance with Section 162(m) of the Internal Revenue Code.

Adoption of Charter:

This Charter was adopted by the Board of Directors on January 21, 2003.