

U.S. Bancorp
Credit and Finance Committee
Charter

Purpose:

The purpose of the Committee is to provide oversight of the credit administration function of the Company and its subsidiaries and oversight of its capital management, derivatives, interest rate, investments and acquisition strategies.

Membership:

The members of the Credit and Finance Committee will be appointed by the Board of Directors from time to time. Committee members are subject to removal at any time by a majority of the Board. Any vacancy may be filled by the Board. The Chair of the Committee will be appointed by the Board.

Powers and Responsibilities:

A. With respect to oversight of credit administration, the Committee will:

1. Review significant lending and credit policies.
2. Review management's assessment of incentives and procedures with respect to the balance of loan growth and credit risk.
3. Review management's assessment of asset quality and asset quality trends, credit quality administration and underwriting standards, and the effectiveness of portfolio credit risk management systems and processes to enable management to monitor and control credit risk.
4. Review management's assessment of the adequacy of the Company's credit management information systems.
5. Review management's assessment of the adequacy of the allowance for loan and lease losses.

B. With respect to its financial oversight function, the Committee will:

1. Review and approve significant asset/liability policies, including those relating to rate sensitivity, liquidity and capital adequacy.
2. Review capital, interest rate sensitivity, liquidity, securitizations, derivatives activity and investment portfolio position reports for compliance with approved policies.

3. Review market risk management policies and risk limits, and review reports of trading activities and risk exposures for compliance with such policies.
4. Review and approve the issuance or repurchase of equity securities or SEC registered debt securities and other significant financial transactions and equity investments.
5. Review and approve significant capital expenditures.
6. Review and evaluate potential mergers and acquisitions.
7. Review and approve dividend policy.

C. The Committee will also:

1. Conduct an annual performance evaluation of the Committee.
2. Provide regular reports of its activities to the Board.

Meetings:

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

Resources and Authority:

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

The Committee may delegate its authority to subcommittees established by the Committee from time to time, which subcommittees will consist of one or more members of the Committee and will report to the Committee.

Adoption of Charter:

This Charter was adopted by the Board of Directors on April 15, 2003.