



May 15, 2008

Mr. Alan Fisher
Executive Director
California Reinvestment Coalition
474 Valencia Street, Suite 230
San Francisco, CA 94103

Mr. Kevin Stein
Associate Director
California Reinvestment Coalition
474 Valencia Street, Suite 230
San Francisco, CA 94103

Re: U.S. Bank/California Reinvestment Coalition Five-Year Agreement

Dear Alan and Kevin,

We are delighted that U.S. Bank and the California Reinvestment Coalition (CRC) have been able to come to a mutually satisfactory resolution of the issues that we have been discussing over the past few weeks. Our partnerships with organizations such as CRC help us better understand the most pressing needs in our communities, and we truly appreciate your willingness to discuss these issues.

Accordingly, this letter will serve as documentation of the understandings we have reached as a result of our discussions. The term of this agreement, and the commitment it embodies, is for five (5) years, and shall expire on December 31, 2012. This agreement covers only the issues discussed in connection with the Mellon 1st Business Bank purchase. U.S. Bank will continue to honor the commitments specified in the California Community Investment Plan, as drafted in 2000, and since revised thereafter.

ATM Notification of Potential Overdraft

At our last annual meeting, and again in early April, we discussed whether U.S. Bank would consider implementing ATM notifications of potential overdrafts in California for its consumer checking account customers.

U.S. Bank understands CRC's concern, and has implemented balance prompts in California, as well as across our footprint. These prompts will alert our consumer checking customers when, at that point in time, an ATM transaction at a U.S. Bank ATM may result in either a low balance (\$5 or less) or a

negative ending balance. Specifically, if a customer initiates an ATM withdrawal that will result in that customer's U.S. Bank checking account balance of \$5 or less, the following message now appears:

Attention: Completing this transaction may result in overdraft fees. Do you wish to continue the transaction?

*Yes, continue withdrawal or
No, return to main menu.*

With this change in California, U.S. Bank now understands that the request for ATM balance prompts has been addressed to both parties' satisfaction, and is no longer an issue between them. Please note that we will continue this practice in California for the term of our agreement, recognizing, however, that we may make slight adjustments in our wording or practice as may be legally necessary or otherwise appropriate.

Contributions

In the past, U.S. Bank has provided annual cash contributions for nonprofits in the state of California at a dollar amount equal to .02% of its California deposit base, as reported publicly by the FDIC on June 30th of the year prior to the giving period for the U.S. Bank charter. In an effort to provide ongoing support for nonprofits in the state of California, U.S. Bank agrees to increase the dollar amount of cash contributions in the state of California over a five-year period according to the following schedule:

- 2008 - .022% of the California deposit base, as reported publicly by the FDIC in 2007
- 2009 - .022% of the California deposit base, as reported publicly by the FDIC in 2008
- 2010 - .023% of the California deposit base, as reported publicly by the FDIC in 2009
- 2011 - .024% of the California deposit base, as reported publicly by the FDIC in 2010
- 2012 - .025% of the California deposit base, as reported publicly by the FDIC in 2011

In addition, U.S. Bank commits that 50% of each year's cash contributions, as scheduled above, will consist of contributions to organizations involved in affordable housing and economic development activities. This is an increase from our current 40% level.

At the end of 2012, U.S. Bank will review our cash contributions and the comparable cash contributions of our peer financial institutions in the state of California to evaluate whether our giving is at an appropriate level.

Trustee Best Practices

At our last meeting and again in April, we discussed U.S. Bank's role as a trustee on pools of mortgage-backed securities. CRC requested that the Bank work with them to develop industry wide trustee best practices that help represent the interests of investors, homeowners, tenants, and communities. CRC further requested that U.S. Bank make a financial commitment to support housing counseling agencies in California in response to current community needs. As a result of our discussions, U.S. Bank will:

- Send the letter that CRC has previously reviewed to organizations that service mortgage loans on behalf of one or more securitization trusts for which U.S. Bank acts as trustee, urging those servicers to comply with industry best practices in loss mitigation and foreclosure.

- Continue dialogue with CRC about its role as trustee, including discussion about potential best practices that are mutually acceptable and actionable, including other ways the Bank can help communities deal with the impact of foreclosures.
- Contribute \$250,000 in 2008 and \$100,000 in 2009 to support the efforts of reputable mortgage counseling agencies in California. We will share with CRC a list of the organizations supported by these contributions. The \$350,000 will be in addition to our 2008 and 2009 cash contributions in the state of California.

Technical Assistance for Small Businesses

In the course of our discussions, CRC asked that U.S. Bank expand its reach in the area of small business technical assistance, particularly in its financial support of small business technical assistance providers. U.S. Bank is committed to meeting the financial needs of small businesses and recognizes the need for technical assistance for small businesses in the state of California. Therefore, U.S. Bank will contribute \$150,000 in 2008 to technical assistance providers in the state of California. The \$150,000 will be in addition to our cash contributions in 2008 in the state of California.

U.S. Bank looks forward to our continued partnership with CRC and its member organizations. We are pleased that this five-year, mutually beneficial agreement has been reached, as set forth in this letter. We are happy to play an important role in the economic health and well being of the communities we proudly serve in the state of California.

Sincerely,

U.S. Bank, N.A. (for itself, and its subsidiaries and affiliates)

By: _____
Title:

Richard K. Davis
Chairman, President and CEO
U.S. Bancorp

By: _____
Title:

Joseph Otting
Vice Chair
U.S. Bancorp

cc: Richard Hartnack, Vice Chair, U.S. Bank
Richard Hidy, Executive Vice President, U.S. Bank
Lee Mitau, Executive Vice President and General Counsel, U.S. Bank
Kent Stone, Executive Vice President, U.S. Bank
Lisa Glover, Senior Vice President, U.S. Bank