

IN THE MATTER OF
THE SECURITIES LEGISLATION
OF ALBERTA, BRITISH COLUMBIA, MANITOBA AND NOVA SCOTIA

AND

IN THE MATTER OF
THE MUTUAL RELIANCE REVIEW SYSTEM
FOR EXEMPTIVE RELIEF APPLICATIONS

AND

IN THE MATTER OF U.S. BANCORP

MRRS DECISION DOCUMENT

1. WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of Alberta, British Columbia, Manitoba and Nova Scotia (the "Jurisdictions") has received an application from U.S. Bancorp (the "Filer") for a decision under the securities legislation of the Jurisdictions (the "Legislation") that the requirement to be registered to trade in a security (the "Registration Requirement") and to file and obtain a receipt for a preliminary prospectus and a prospectus in respect of such security (the "Prospectus Requirement") shall not apply to intended trades in securities of the Filer acquired under the Employee Stock Purchase Plan (the "ESPP") or the 1999 Stock Incentive Plan (the "SIP") of the Filer (collectively, the "Plans");

2. AND WHEREAS pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), the Alberta Securities Commission is the principal regulator for this application;

3. AND WHEREAS the Filer has represented to the Decision Makers that:

3.1 the Filer is incorporated under the laws of the state of Delaware;

3.2 the Filer is not, and has no present intention of becoming, a reporting issuer or the equivalent under the Legislation of any of the Jurisdictions, but is subject to reporting and other requirements of the United States of America *Securities Exchange Act 1934*, as amended (the "1934 Act");

3.3 the authorized capital of the Filer consists of 1,500,000,000 shares of common stock, \$1.25 par value per share (the "Shares"), of which 753,330,212 Shares were issued and outstanding as at December 31, 1999;

3.4 the Shares are listed on the New York Stock Exchange (the "NYSE");

3.5 U.S. Bancorp Canada Co. ("USB Canada") is incorporated under the laws of Nova Scotia and is a wholly-owned subsidiary of the Filer;

3.6 the Filer has established the Plans for the benefit of employees of the Filer and certain affiliates of the Filer, including USB Canada;

3.7 there are approximately 36 employees resident in Canada eligible to participate in the ESPP, of which seven are resident in the Jurisdictions (two in British Columbia, three in Alberta, one in Manitoba and one in Nova Scotia). Currently there are three employees resident in Canada eligible to participate in the SIP, none of whom are resident in the Jurisdictions;

3.8 participation in the Plans will be voluntary and eligible employees will not be induced to participate in the Plans by expectation of employment or continued employment with the Filer, USB Canada or any other affiliated corporations. Eligible employees resident in the Jurisdictions may elect to participate in the Plans by completing standard enrollment applications forms (such participating employees, the "Participants");

3.9 Shares to be issued under the ESPP may be issued directly by the Filer or the Filer may purchase Shares in the market for sale under the ESPP; Shares to be issued upon the exercise of options granted under the SIP will be issued directly by the Filer;

3.10 Participants will be provided with all disclosure material relating to the Filer which is distributed to the Filer's shareholders resident in the United States, including, without limitation, annual reports and proxy statements;

3.11 USB Canada may assist in the administration of the Plans through, among other things, distributing and collecting Plan enrollment forms, collecting payroll deductions and forwarding such payroll deductions to the Filer;

3.12 eligible employees resident in the Jurisdictions do not currently hold more than 1% of the outstanding Shares and the number of such eligible employees holding Shares is less than 1% of the total number of holders of Shares;

3.13 the sale of Shares to Participants or the granting of options to acquire Shares and the issuance of Shares upon the exercise of the options under the Plans will be made in accordance with all applicable laws in the United States;

3.14 each Participant will be provided with a copy of the applicable Plan, as well as a copy of this MRRS Decision Document;

3.15 there is presently no market in Canada for any securities of the Filer, and no such market is expected to develop;

3.16 when a U.S. broker-dealer registered under the 1934 Act (a "U.S. Registrant") sells Shares on behalf of a Participant, neither the Participant nor the U.S. Registrant, is able to rely on the exemption from the Registration Requirement contained in the Legislation for trades made by a person acting solely through a registered dealer under the Legislation; and

3.17 the Legislation of certain of the Jurisdictions deems any trade in Shares acquired under the Plans to be a distribution unless, among other things, the Filer is a reporting issuer and has been a reporting issuer for the 12 months immediately preceding the trade;

4. AND WHEREAS under the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

5. AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

6. THE DECISION of the Decision Makers under the Legislation is that the first trade in Shares acquired by Participants under the Plans is not subject to the Registration Requirement or the Prospectus Requirement provided that the trade is executed through the facilities of an exchange or organized market outside of Canada, in accordance with all laws and rules applicable to such exchange or market.

DATED at Edmonton, Alberta this "18th" day of "October", 2000.

Eric T. Spink, Vice-Chair Glenda A. Campbell, Vice-Chair