

**USA BANK
BOARD OF DIRECTORS
NOMINATING/CORPORATE GOVERNANCE COMMITTEE**

CHARTER

I. Purpose

The primary objectives of the Nominating/Corporate Governance Committee (the “Committee”) are to advise and assist the Board of Directors (the “Board”) of USA Bank (the “Company”) by:

1. Recommending to the Board qualification criteria for candidates to fill vacancies on the Board of Directors; and evaluating and identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and recommending to the Board a group of director nominees for each annual meeting of the Company’s stockholders and any vacancies in the Board to be filled by the Board or the Company’s stockholders;
2. Establishing and monitoring the Company’s overall philosophy and policies concerning corporate governance, and developing, reviewing, revising and recommending to the Board the Company’s Corporate Governance Principles and Practices in accordance with applicable American Stock Exchange (“AMEX”) and legal requirements;
3. Advising the Board regarding Committee membership and ensuring that certain Committees of the Board shall have the benefit of qualified and experienced “independent” directors;
4. Appointing and monitoring outside advisors on governance matters and any other service providers to the Committee;
5. Overseeing the annual evaluation of the Board’s, each Board Committee’s and management’s effectiveness, as well as the periodic evaluation of individual directors; and

II. Organization and Committee Qualifications

1. The Nominating/Corporate Governance Committee shall be comprised of at least three (3) independent directors, each of whom shall satisfy the applicable independence requirements of the Securities and Exchange Commission (the “Commission”), the AMEX, the Board of Directors and any other applicable regulatory requirements.

2. Committee members shall be elected by a majority vote of the Board of Directors on an annual basis within 90 days after the end of the Company's fiscal year.

3. Committee members shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal.

4. Vacancies on the Committee shall be filled by a majority vote of the Board at the next meeting of the Board following the occurrence of a vacancy.

5. A member of the Committee may be removed with or without cause by a majority vote of the Board.

6. The Chairperson of the Committee shall be designated by the full Board, or in the event it does not do so, the Committee members shall elect a Chairperson by a majority vote of the full Committee.

7. The Committee may form and delegate authority to subcommittees when appropriate and in accordance with applicable law, regulation or AMEX requirements.

8. The Board shall make any final decisions with respect to the Committee structure or membership.

III. Meetings

1. The Chairperson of the Committee will preside at each meeting and, in consultation with other members of the Committee, set the frequency and length of each meeting and the agenda of items to be addressed at each meeting.

2. The Chairperson shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting.

3. The Chairperson may request members of management and other persons to be present at the meetings and to provide such pertinent information as requested.

4. The Committee shall report regularly to the full Board after each Committee meeting and with respect to such other matters as deemed appropriate by the Committee.

5. The Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Chairperson may call meetings of the Committee. Any or all meetings of the Committee may be held telephonically.

IV. Minutes

1. Minutes of the meetings are to be prepared at the direction of the Chairperson and sent to Committee members and all other Directors.
2. Copies of the minutes of the Committee's meetings and actions are to be provided to the Chief Financial Officer.

V. Goals and Responsibilities

A. Review of Documents and Governance Structure and Processes

1. Develop and recommend to the Board for its approval a set of Corporate Governance Principles and Practices applicable to the Company.
2. Review and assess the adequacy of this Charter and the Corporate Governance Principles and Practices of the Company each year.
3. Submit proposed changes to the Company's organization certificate and bylaws, this Charter and the Company's Corporate Governance Principles and Practices to the Board for approval and publish such documents as required by law or AMEX rules.
4. Recommend changes in the organization, character, activities and the workings and governance of the Board that will further its performance and development.
5. Generally advise the Board on Corporate Governance matters and practices. Propose changes as applicable.
6. Annually review and evaluate the performance of the Committee.
7. Oversee the management continuity/succession planning process.

B. Board Members

1. Review possible candidates for Board membership (including candidates recommended by stockholders) consistent with the Board's criteria for selecting new directors.
2. Conduct the appropriate and necessary inquiries into the qualifications of possible candidates.
3. Annually recommend a slate of nominees to the Board with respect to nominees for the Board at the annual meeting of the Company's stockholders.

4. Make recommendations on retirement, terms and/or tenure. Currently, the Committee has not established a mandatory retirement age. A Director may serve only as long as he or she has a demonstrated ability to effectively fulfill his or her responsibilities as a Director.

5. Review annually each Director's independence, material relationships, and significant changes in status or employment. Issue determinations as to the continued independence and suitability of each Director.

C. Committee Members

1. Evaluate and advise the Board on the qualifications of proposed members and Chairs of Board Committees.

2. Make recommendations to the Board for election of Chairs of Board Committees.

3. Advise the Board as to Board Committee member appointments and removals.

4. Review Board Committee Charters, structure and operations (including authority to delegate to subcommittees) and make recommendations to the Board with respect thereto.

5. Monitor Board Committee reporting to the Board.

D. Director Education and Orientation

1. Oversee the Company's director orientation and continuing education program.

E. Evaluation of Directors, Committees and Board

1. Annually review Director Compensation and recommend Director compensation criteria to the full Board in conjunction with the Compensation Committee, as appropriate.

2. Provide oversight evaluation of the Board and Management, in conjunction with the Compensation Committee.

3. Annually conduct a self-evaluation of the performance of the Committee and adherence to its Charter.

4. Annually review the contributions, qualifications and independence of Directors and determine their willingness and ability to continue in service to the Company.

F. Other

1. Develop and monitor a Code of Ethics for the CEO and Senior Finance Personnel, and for all employees of the Company.
2. Perform any other activities consistent with this Charter, the Company's By-laws and applicable law as deemed appropriate by the Committee or the Board.

VI. Resources

The Committee shall have the authority to obtain advice and seek assistance from internal or external legal, accounting or other advisors. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify candidates, including sole authority to approve such search firm's fees and any other retention terms.

VII. Disclosure

This Charter will be made available on the Company's website.

Approved by the Board of Directors: July 10, 2006

Approved by the Nominating/Corporate Governance Committee: July 10, 2006