

STATE OF CALIFORNIA
STANDARD AGREEMENT – APPROVED BY THE
ATTORNEY GENERAL

STD. 2 (REV. 5-91)

CONTRACT NUMBER 5-00-CC-02	AM. NO. 2
TAXPAYER'S FEDERAL EMPLOYER IDENTIFICATION NUMBER 41-1881896	

THIS AGREEMENT, made and entered into this 25 day of August, 2001,
in the State of California, by and between State of California, through its duly elected or appointed, qualified and acting

TITLE OF OFFICER ACTING FOR STATE Deputy Director	AGENCY Dept. of General Services	, hereafter called the State, and
CONTRACTOR'S NAME U. S. Bank National Association ND (U.S. Bank)		, hereafter called the Contractor.

WITNESSETH: That the Contractor for and in consideration of the covenants, conditions, agreements, and stipulations of the State hereinafter expressed, does hereby agree to furnish to the State services and materials as follows: (Set forth service to be rendered by Contractor, and time for performance or completion.) This contract is authorized under the services contract law, Government Code 19130.

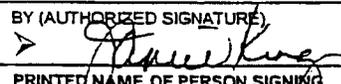
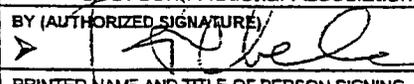
This amendment is to add further definition to the Merchant Category Codes, to establish a minimum reimbursement amount of the Payment Performance Rebate, and to change the frequency of the reimbursement of the Payment Performance Rebate to Participation Agencies.

- Exhibit A, section entitled, "Rebate Programs, Payment Performance Rebate," Page A-63, paragraph two, is amended to read as follows:

"U.S. Bank will pay a Payment Performance Rebate to qualifying Participating Agencies a minimum accrued amount of \$75 within 61 days of the fiscal calendar end of each quarter. If the accrued amount is less than \$75, the Payment Performance Rebate will be reimbursed annually, within 61 days of the at the Fiscal calendar year end. The payment will be made to the qualifying Participating Agencies by either check or electronic means."

- Pages F-52, 1-7, shall be inserted in Exhibit F, following Page F- 52, providing further definition of the Merchant Category Code Table and Groupings.

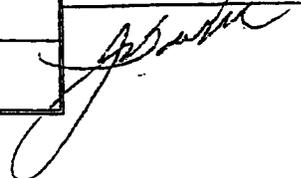
CONTINUED ON SHEETS, EACH BEARING NAME OF CONTRACTOR AND CONTRACT NUMBER.

STATE OF CALIFORNIA		CONTRACTOR											
AGENCY Department of General Services		CONTRACTOR (If other than an individual, state whether a corporation, partnership) U.S. Bank National Association ND (U. S. Bank) A Corporation											
BY (AUTHORIZED SIGNATURE) 		BY (AUTHORIZED SIGNATURE) 											
PRINTED NAME OF PERSON SIGNING RALPH CHANDLER		PRINTED NAME AND TITLE OF PERSON SIGNING ROBERT T. ABELE, SENIOR VICE PRESIDENT											
TITLE DEPUTY DIRECTOR		ADDRESS 601 Second Ave. S., Minneapolis, MN 55402-4302											
AMOUNT ENCUMBERED BY THIS DOCUMENT \$.00	PROGRAM/CATEGORY (CODE AND TITLE)	FUND TITLE		Department of General Services Use Only 									
PRIOR AMOUNT ENCUMBERED FOR THIS CONTRACT \$.00	(OPTIONAL USE)	<table border="1"> <tr> <th>ITEM</th> <th>CHAPTER</th> <th>STATUTE</th> <th>FISCAL YEAR</th> </tr> <tr> <td></td> <td></td> <td></td> <td>1</td> </tr> </table>				ITEM	CHAPTER	STATUTE	FISCAL YEAR				1
	ITEM					CHAPTER	STATUTE	FISCAL YEAR					
			1										
TOTAL AMOUNT ENCUMBERED TO DATE \$.00	OBJECT OF EXPENDITURE (CODE AND TITLE)												
I hereby certify upon my own personal knowledge that budgeted funds are available for the period and purpose of the expenditure stated above		T.B.A. NO.	B.R. NO.										
SIGNATURE OF ACCOUNTING OFFICER 			DATE										
<input type="checkbox"/> CONTRACTOR <input type="checkbox"/> STATE AGENCY <input type="checkbox"/> DEPT. OF GEN. SER. <input type="checkbox"/> CONTROLLER													

APPROVED

AUG 23 2001

DEPT OF GENERAL SERVICES



Merchant	Note: 'EXC' are Excluded and Block on ALL Cards	
Category	SIC	
Code	Code	Merchant Type
A	4511	Airlines, Air Carriers Not Otherwise Classified
A	4582	Airports, Flying Fields, Airport Terminals
A	3000-3299	Airlines
B	5013	Motor Vehicle Supplies and New Parts
B	5271	Mobile Home Dealers
B	5511	Automobile and Truck Dealers-Sales, Service, Repair, Parts, Lease
B	5521	Automobile and Truck Dealers Used Only
B	5531	Auto and Home Supply Stores
B	5532	Automotive Tire Stores
B	5533	Automotive Parts, Accessories Stores
B	5541	Service Stations
B	5542	Automated Fuel Dispensers
B	5551	Boat Dealers
B	5561	Recreational and Utility Trailers, Camper Dealers
B	5571	Motorcycle Dealers
B	5592	Motor Home Dealers
B	5598	Snowmobile Dealers
B	5599	Miscellaneous Automotive Dealers (Not Otherwise Classified)
B	7512	Car Rental Agencies- Not Otherwise Classified
B	7513	Truck & Utility Trailer Rentals
B	7519	Motor Home & Recreational Vehicle Rentals
B	7523	Parking Garages
B	7531	Automotive Body Repair Shops
B	7534	Tire Retreading & Repair
B	7535	Auto Painting
B	7538	Auto Svc Shops
B	7542	Car Washes
B	7549	Towing Svcs
B	3351-3440	Car Rental
C	7011	Lodging (Not Otherwise Classified)
C	3501-3722	Hotels, Motels
D	4011	Railroads
D	4111	Local/Suburban Commuter Passenger Trans. Including Ferries
D	4112	Passenger Railways
D	4119	Ambulance Services
D	4121	Taxicabs/Limousines
D	4131	Bus Lines, Including Charter, Tour Buses
D	4214	Motor Freight Carriers: Trucking, Moving & Storage, Local Delivery
D	4215	Courier Services- Air or Ground, Freight Forwarders
D	4411	Steamship/Cruise Lines
D	4457	Boat Rental and Leases
D	4468	Marinas, Marine Services and Supplies
D	4722	Travel Agencies
D	4723	TUJ Travel

Merchant		Note: 'EXC' are Excluded and Block on ALL Cards
Category	SIC	
Code	Code	Merchant Type
D	4784	Tolls and Bridge Fees
D	4789	Transportation Services Not Otherwise Classified
E	4812	Telecommunication Equipment Incl. Telephone sales
E	4814	Telecommunication Services-Local, Long Distance, Credit Card Calls
E	4821	Telegraph Services
E	4899	Cable and Other Pay Television Services
E	4900	Utilities-Electric, Gas, Water, Sanitary
EXC	4815	Visa Phone
EXC	4829	Wire Transfer-Money Orders
EXC	5960	Direct Marketing Insurance Svcs
EXC	6010	Financial Institutions-Manual Cash Disbursements
EXC	6011	Financial Institutions-Automated Cash Disbursements
EXC	6051	Non-Financial Inst. Foreign Currency, Money Orders, Travelers Checks
EXC	6211	Securitys Brokers/Dealers
EXC	6760	Savings Bonds
EXC	7012	Timeshares
EXC	7995	Betting, Lottery, Casino Gaming, Off Track Betting
EXC	8651	Political Orgs
EXC	8661	Religious Orgs
EXC	9211	Court Costs
EXC	9222	Fines
EXC	9223	Bail Bonds
EXC	9311	Tax Payments
EXC	9700	Automated Referral Svc
F	4761	Trans/Travel Related Arrangement Svcs. Mail or Phone Order
F	5962	Direct Marketing Travel Related Arrangement Svcs
G	5192	Books, Periodicals, and Newspapers
G	5961	Mail Order Houses/Catalog Stores/Book/Record Clubs
G	5964	Catalog Merchant
G	5965	Combination Catalog & Retail Merchant
G	5966	Outbound Telemarketing Merchant
G	5967	Inbound Teleservices Merchant
G	5968	Continuity/Subscription Merchant
G	5969	Other Direct Marketers (not Otherwise Classified)
H	5122	Drug, Drug Proprietaries, and Druggist Sundries
H	5411	Grocery Stores, Supermarket
H	5422	Freezer and Locker Meat Provisioners
H	5441	Candy, Nut, and Confectionary
H	5451	Dairy Products Stores
H	5462	Bakeries
H	5499	Miscellaneous Food Stores-Specialty, Markets, Convenience
H	5912	Drug Stores & Pharmacies
H	5921	Package Stores-Beer, Wine, Liquor
I	5811	Caterers
I	5812	Eating and Drinking Places

Merchant	Note: 'EXC' are Excluded and Block on ALL Cards	
Category	SIC	
Code	Code	Merchant Type
I	5813	Drinking Places, Bars, Taverns, Nightclubs, Discoteques
I	5814	Fast Food Resturants
J	5300	Wholesale Clubs
J	5309	Duty Free Stores
J	5310	Discount Stores
J	5311	Department Stores
J	5331	Variety Stores
J	5399	Miscellaneous General Merchandise
K	5021	Office Furniture
K	5039	Construction Materials Not Otherwise Classified
K	5044	Photographic, Photocopy, Microfilm Equipment & Supplies
K	5045	Computers and Computer Peripheral Equipment & Software
K	5046	Commercial Equipment- Not Otherwise Classified
K	5047	Medical, Dental, Ophthalmic & Hospital Equipment & Supplies
K	5072	Hardware Equipment & Supplies
K	5074	Plumbing & Heating Equipment & Supplies
K	5085	Industrial Supplies (Not Otherwise Classified)
K	5094	Precious Stones & Metals, Watches & Jewelry
K	5099	Durable Goods (Not Otherwise Classified)
K	5111	Stationary, Office Supplies, Printing & Writing Paper
K	5131	Piece Goods, Notions, and Other Dry Goods Stores
K	5137	Men's, Women's, and Children's Uniforms
K	5139	Commercial Footware
K	5193	Florists Supplies, Nursery Stock and Flowers
K	5198	Paints, Varnishes, and Supplies
K	5199	Non-Durable Goods (Not Otherwise Classified)
K	5200	Home Supply Warehouse Stores
K	5211	Lumber and Building Materials Stores
K	5231	Glass, Paint and Wallpaper Stores
K	5251	Hardware Stores
K	5261	Nurseries, Lawn, Garden Supply Stores
K	5611	Men's and Boys Clothing and Accessories Stores
K	5621	Women's Ready-To-Wear Stores
K	5631	Women's Accesory and Specialty Stores
K	5641	Children's and Infant's Wear Stores
K	5651	Family Clothing Stores
K	5655	Sports Apparel, Riding Apparel Stores
K	5661	Shoe Stores
K	5681	Furriers and Fur Stores
K	5691	Men's and Women's Clothing Stores
K	5697	Tailors, Seamstresses, Mending, Alterations
K	5698	Wig and Toupee Stores
K	5699	Misc. Apparel and Accessory Stores
K	5712	Furniture, Home Furnishings and Equipment Stores, Except Appliances
K	5713	Floor Covering Stores

Merchant		Note: 'EXC' are Excluded and Block on ALL Cards
Category	SIC	
Code	Code	Merchant Type
K	5714	Drapery, Windowcovering and Upholstery Stores
K	5718	Fireplace and Accessories Stores
K	5719	Misc. Home Furnishing Specialty Stores
K	5722	Household Appliance Stores
K	5732	Electronics Sales
K	5733	Music Stores, Musical Instruments, Pianos, Sheet Music
K	5734	Computer Software Stores
K	5735	Record Shops
K	5931	Used Merchandise, Secondhand Stores
K	5932	Antique Stores
K	5933	Pawn Shops
K	5935	Wrecking and Salvage Yards
K	5937	Anitque Reproductions
K	5940	Bicycle Shops
K	5941	Sporting Goods Stores
K	5942	Book Stores
K	5943	Stationary Stores, Office & School Supply Stores
K	5944	Jewelry Stores, Watches, Clocks, Silverware
K	5945	Hobby, Toy, Game Shops
K	5947	Gift, Card, Novelty, & Souvenir Stores
K	5948	Luggage & Leather Goods Stores
K	5949	Sewing, Needlework, Fabric, & Piece Goods Stores
K	5950	Glassware/Crystal Stores
K	5963	Door to Door Sales
K	5965	Camera & Photographic Supply Stores
K	5970	Artsist Supply Craft Stores
K	5971	Art Dealers and Galleries
K	5972	Stamp and Coin Stores
K	5973	Religious Goods Stores
K	5974	Rubber Stamp Stores
K	5975	Hearing Aid Sales, Service, Supply Stores
K	5976	Orthopedic Goods-Prosthetic Devices
K	5977	Cosmetic Stores
K	5978	Typewriter Stores-Sales, Retail, Service
K	5992	Florists
K	5993	Cigar Stores and Stands
K	5994	News Dealers and Newstands
K	5995	Pet Shops, Pet Food & Supply Stores
K	5996	Swimming Pools-Sales & Svc
K	5997	Electric Razor Stores
K	5998	Tent & Awning Shops
K	5999	Miscellaneous & Specialty Retail Stores
K	6012	Financial Merchandise & Svcs
K	5065	Electrical Parts and Equipment
L	1520	General Contractors Residential & Commercial

Merchant		Note: 'EXC' are Excluded and Block on ALL Cards
Category	SIC	
Code	Code	Merchant Type
L	1711	Heating, Plumbing Air Conditioning Contractors
L	1731	Electrical Contractors
L	1740	Masonry, Stonework, Tile Setting, Plastering, Insulation Contractors
L	1750	Carpentry
L	1761	Roofing and Siding, Sheet Metal Work
L	1771	Contractors- Concrete Work
L	1799	Special Trade Contractors (Not Otherwise Classified)
M	7032	Sporting & Recreational Camps
M	7033	Trailer Parks & Camp Grounds
M	7832	Movie Theaters
M	7841	Video Tape Rentals
M	7911	Dance Halls, Studios, Schools
M	7922	Theatrical Producers, Ticket Agencies
M	7929	Bands, Orchestras, Entertainers
M	7932	Billiard & Pool Establishments
M	7933	Bowling Alleys
M	7941	Commercial Sports, Sports Clubs, Promoters
M	7991	Tourist Attractions & Exhibits
M	7992	Golf Courses
M	7993	Video Amusement Game Supplies
M	7994	Video Arcades
M	7996	Amusement Parks, Circuses, Carnivals
M	7997	Membership Clubs & Country Clubs
M	7998	Aquariums
M	7999	Recreation Svcs
N	7210	Laundry, Cleaning & Garment Svcs
N	7211	Laundries- Family & Commercial
N	7216	Dry Cleaners
N	7217	Carpet and Upholstery Cleaning
N	7221	Photographic Studios
N	7230	Barber and Beauty Shops
N	7251	Shoe Repair, Shoe Shine, & Hat Cleaning Shops
N	7261	Funeral Service
N	7273	Dating & Escort Svcs
N	7276	Tax Preparation Svcs
N	7277	Counseling Svcs Debt, Marriage, Personal
N	7278	Buying/Shopping Svcs/Clubs
N	7296	Clothing Rental-Costumes/Uniforms
N	7297	Massage Parlors
N	7298	Health & Beauty Spas
N	7299	Misc. Personal Svcs (Not Otherwise Classified)
N/A	2741	Misc. Publishing and Printing
N/A	2791	Typesetting, Plate Making, and Related Svcs
N/A	2842	Specialty Cleaning, Polishing and Sanitation Preparations
O	4225	Public Warehousing- Farm Products, Refrigerated, Household Goods

Merchant		Note: 'EXC' are Excluded and Block on ALL Cards
Category	SIC	
Code	Code	Merchant Type
O	5051	Metal Service Centers and Offices
O	6300	Insurance Sales & Underwriting
O	6381	Insurance Premiums
O	6399	Insurance (Not Otherwise Classified)
O	7311	Advertising Services
O	7321	Consumer Credit Reporting Svcs
O	7332	Blue Printing & Photocopying Svcs
O	7333	Commercial Photography, Art & Graphics
O	7338	Quick Copy & Reproduction Svcs
O	7339	Stenographic Svcs
O	7341	Window Cleaning Svcs
O	7342	Exterminating Svcs
O	7349	Cleaning & Maintenance
O	7361	Employment Agencies/Temporary Help Svcs
O	7372	Computer Programming/Design & Data Processing Svcs
O	7375	Information Retrieval Services
O	7379	Computer Maintenance Repair Svcs
O	7392	Management, Consulting & Public Relations Svcs
O	7393	Detective Agencies, Protective Svcs, Armoured Cars
O	7394	Equipment Rental, Tool Rental, Furniture Rental, Appliance Rental
O	7395	Photofinishing & Developing Labs
O	7399	Business Svcs- Not Otherwise Classified
O	7622	Radio, Television & Stereo Repair
O	7623	Air Conditioning & Refrigeration Repair
O	7629	Electrical & Small Appliance Repair
O	7631	Watch, Clock, & Jewelry Repair
O	7641	Reupholstery & Furniture Repair
O	7692	Welding
O	7699	Misc Repair Shops
O	7829	Motion Picture & Video Tape Production
O	8111	Legal Svcs, Attorneys
O	8734	Testing Labs (Non-Medical)
O	8911	Architectural, Engineering & Surveying Svcs
O	8931	Accounting, Auditing, & Bookkeeping Svcs
O	8999	Professional Svcs NOC
O	0742	Veterinary Services
O	0763	Agricultural Co-operative
O	0780	Landscaping and Horticultural Services
P	8011	Doctors
P	8021	Dentists, Orthodontists
P	8031	Osteopaths
P	8041	Chiropractors
P	8042	Optometrists
P	8043	Opticians
P	8044	Optical Goods & Eyeglasses

Merchant		
Category	SIC	
Code	Code	Merchant Type
		Note: 'EXC' are Excluded and Block on ALL Cards
P	8049	Chiropractors
P	8050	Nursing & Personal Care Facilities
P	8062	Hospitals
P	8071	Medical & Dental Laboratories
P	8099	Medical Svcs Not Otherwise Classified
Q	8211	Elementary & Secondary Schools
Q	8220	Colleges & Universities, Junior Colleges
Q	8241	Correspondence Schools
Q	8244	Business & Secratarial Schools
Q	8249	Vocational & Trade Schools
Q	8299	Schools Not Otherwise Classified
Q	8351	Child Care Svcs
R	8398	Charitable & Social Svc Organizations
R	8641	Civic, Social, & Fraternal Assns
R	8675	Automobile Orgs
R	8699	Membership Orgs Not Otherwise Classified
S	5169	Chemical & Allied Products (Not Otherwise Classified)
S	5983	Fuel Dealers-Fuel Oil, Wood, Coal, Liquefied Petroleum
T	9402	Postage Stamps
U	9399	Government Services