

OVERVIEW	Section 301 of the Sarbanes-Oxley Act, and subsequent Securities and Exchange Commission rules, require Audit Committees to establish procedures for (1) the receipt, retention, and treatment of complaints relating to accounting, internal controls, or auditing matters, and (2) the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.
PURPOSE	The purpose of these procedures is to comply with Sarbanes-Oxley, the SEC, and the USB Code of Conduct by formalizing the steps to be taken by the Audit Committee in receiving and handling complaints.
RECEIPT OF COMPLAINT(S)	<p>According to Code of Conduct rules, complaints may be received in writing (either in the form of a letter, or preferably on a Complaint Form), at the address of the Audit Committee Representative. See Exhibit A.</p> <p>The bank has additionally contracted with service provider, Lighthouse Services, for independent acceptance of confidential reports of fraud, abuse, ethics and other violations via e-mail, fax, phone or web 24 hours a day, 7 days a week, 365 days a year.</p> <p>Case management is included with the service, and includes routing, assigning of risk levels, recording of follow-up and outcomes, and the creation and management of reports.</p>
Notification of Audit Committee Members	Upon receipt, the Audit Committee Representative will notify the Members. The Chief Risk Officer will be notified, as well, for arrangement for any needed administrative assistance and taking notes or minutes. Depending upon the severity and complexity of the alleged activity, the complaint may be discussed at a formally convened meeting, or via conference call.
Subsequent Meetings	Subsequent meetings will be called at the discretion of the Audit Committee, based upon progress of the investigation.
Preliminary Assessment	Although some complaints may be quickly resolved because they involve undisputed facts or clearly inconsequential matters, others will require careful investigation. This initial meeting/discussion will, generally, be for the purpose of assessment. The objective here will be determination timing and the person(s) to best conduct the investigation.
Notes and Records	All investigative materials, including the initial complaint, any accompanying documents, investigator's notes, and research documentation will be kept in a special file. This file will be stored at the Audit Committee Representative or appointee's office. Alternatively, the documents can be stored within the Lighthouse Case Management System.

INVESTIGATION

Investigator(s)	The Audit Committee Members will exercise their prerogative in determining the number and type of investigator(s) to be used. Options range from internal assistance, such as the Chief Risk Officer, to outside professional assistance in the form of accountants or attorneys.
Review of Pertinent Documents	The investigator, on the authority of the Audit Committee, shall have access to all pertinent Bank documents and personnel files.
Interviews	The investigator will interview the person filing the complaint, if not anonymous, and likely fact witnesses. The nature and conduct of the interviews will be determined by the nature of the complaint and, in all cases, will be confidential.
Preparation of Report	<p>At the conclusion of the investigation, the Members will determine whether it is necessary to prepare a formal, written report.</p> <p>If a written report is to be prepared, it will summarize the findings and may, if appropriate, include recommendations. It will identify the persons involved, documents reviewed, and contain an assessment of the evidence.</p> <p>The report will not contain speculations, and will avoid legal conclusions.</p>
Resolution	Finally, the Audit Committee will act on the investigation's findings. If it appears that there has been any form of retaliation against the person filing the complaint (whistleblower), those persons responsible must be disciplined consistent with the severity of their misconduct.

ADDITIONAL INFORMATION ABOUT THE WHISTLEBLOWING PROCESS IS MAINTAINED WITHIN CORPORATE POLICY MANUAL (CPM) 1002 'CODE OF BUSINESS CONDUCT AND ETHICS.

Exhibit A

Information About You (You may file anonymously, see instructions)

Your Name:
Your Address:
Home and Work Phone Numbers:

Information About Your Complaint

Name, Title of Individuals Involved:
Other Biographical Information about Individuals Involved:
Tell us how you learned about the Code violation, or activity (please include the actual or approximate date(s) the activity took place:

Documents in your possession:
Details about the violation, activity, or transaction:

Any Additional Information

When complete, mail to:	Ken Newby USB – Audit Committee Chairman C/O Deloitte 5250 N. Palm, Suite 300 Fresno, CA 93704 knewby@deloitteired.com