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January 24, 2012

Ms. Cecile Peters
Chief, Information Technology
Division of Corporation Finance
100 F Street, NE MS 3040
Washington, DC 20549



CERT NYS
File No. 001-06880

Dear Ms. Peters:

The New York Stock Exchange certifies approval for listing and registration under the Securities Exchange Act of 1934, U.S. Bancorp, Depository Shares each representing 1/1,000th interest in a share of Series F Non-Cumulative Perpetual Preferred Stock, and requests immediate acceleration of registration. Adequate distribution assured. Form 8-A received on January 23, 2012. Tentative listing date – January 27, 2012.

Sincerely,