

EXHIBIT "A"  
BID FORM

**TO:** Federal Deposit Insurance Corporation  
1601 Bryan St. - Suite 32128  
Dallas, Texas 75201

Attention: Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:** Torrey Pines Bank \*

**BID FOR:** Alliance Bank  
Culver City, CA (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to (i) a Purchase and Assumption or (ii) a Loan Sale.

\* Torrey Pines bank is a wholly owned subsidiary of Western Alliance Bancorp.

This is bid number \_\_\_\_\_  
of \_\_\_\_\_ bids submitted.

**I. Purchase and Assumption Bid**

The Potential Acquirer is: Torrey Pines Bank, San Diego, CA  
(Name, City, State)

The following options are to be selected by the Potential Acquirer. Each Section must have an option designated. Bids may be stated as a premium or as a discount. A premium is a positive dollar amount resulting from a positive percentage bid of Assumed Deposits paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount resulting from a negative percentage bid of Assumed Deposits to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids must be included in parenthesis "()".

**A. The bid amount is:**

All Deposits N/A % of Assumed Deposits.

Insured Deposits Only 0.00% of Assumed Deposits.

**B. Loan Pool Purchase Options with the Deposit Franchise  
(LOAN POOLS LISTED IN SECTION II)**

- Exercise the option to purchase certain or all Loan Pools  
 Bids on the Loan Pools are linked to the deposit franchise bid.  
 Bids on the Loan Pools are **not** linked to the deposit franchise bid.

**Note:** If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are not linked to the deposit franchise bid.

- Waive the option to purchase certain or all Loan Pools

This is bid number \_\_\_\_\_  
of \_\_\_\_\_ bids submitted.

## II. Loan Pool Purchase

The Potential Acquirer is: Torrey Pines Bank, San Diego, CA  
(Name, City, State)

### Loan Pools

- 100 Construction & Land Development: Commercial 33.90% of Book Value.
- 200 Construction & Land Development: Residential 33.90 % of Book Value.
- 300 Construction & Land Development: Undeterminable (1)33.90 % of Book Value.
- 400 Conventional 1-4 Family Property 33.90% of Book Value.
- 500 Equity Lines – Secured by 1-4 Family Property 33.90% of Book Value.
- 600 Multiple Family Residence 33.90% of Book Value.
- 700 Non-Farm, Non-Residential 33.90% of Book Value.
- 800 Commercial & Industrial 33.90% of Book Value.
- 900 Small Business Administration 33.90% of Book Value.
- 1000 Consumer – Performing 33.90% of Book Value.
- 1100 Non-Performing 33.90 % of Book Value.

### A. Note: Linked Bids

Bids on the above Loan Pools:

- are** linked to *each other*  
 **are not** linked to *each other*

**Note:** If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are **not** linked to each other.

This is bid number \_\_\_\_\_  
of \_\_\_\_\_ bids submitted.

III. **Resulting Institution Information** (Place "Xs" where and as appropriate)

A. If the Potential Acquirer's Bid is accepted:

(i) the resulting financial institution will be a

bank  
 thrift

(ii) the resulting financial institution

will  
 will not  
involve a de novo institution

(iii) the resulting financial institution

will  
 will not  
be operated as a branch of the Acquirer

B. Upon consummation of any transaction contemplated in this Bid, the name of the resulting financial institution involved in the transaction will be

Torrey Pines Bank

and such institution will be a:

national bank  
 state member bank  
 state non member bank  
 federal savings bank  
 state savings bank  
 federal savings and loan association  
 state savings and loan association  
 other (please explain)

C. To be completed **only** if a holding company is involved:

Name of holding company: Western Alliance Bancorporation

This is bid number \_\_\_\_\_  
of \_\_\_\_\_ bids submitted.

Address of holding company: 2700 West Sahara Avenue  
Las Vegas, NV 89102

The holding company <sup>is</sup> ~~will be~~ a:

bank holding company  
 thrift holding company

**IV. Contact**

The following person is the designated contact person for the Potential Acquirer:

Name: Dale Gibbons

Title: CFO, Western Alliance

Address: 2700 West Sahara Ave.  
Las Vegas, NV 89102

Telephone: 702-252-6236 (office)

702-370-7226 (other)

Facsimile: 702-252-3648

cc: Name: \_\_\_\_\_

**V. Consummation of Transaction**

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to one of the transactions contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a

This is bid number \_\_\_\_\_  
of \_\_\_\_\_ bids submitted.

Purchaser Eligibility Certification ("Certification") and that all information provided and representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading. The Potential Acquirer agrees that if it is a successful bidder that on notification it will execute and immediately deliver to the FDIC a Certification via fax and overnight delivery.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

**Printed Name of Potential Acquirer**

\_\_\_\_\_  
Torrey Pines Bank

By: \_\_\_\_\_

(signature)

Name: Phil Fowler

Title: Chief Financial Officer

Date: February 3, 2009

This is bid number 1  
of 4 bids submitted.

**EXHIBIT "A"**  
**BID FORM**

**TO:** Federal Deposit Insurance Corporation  
1601 Bryan St. – Suite 32128  
Dallas, Texas 75201  
  
Attention: Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:** California Bank & Trust, San Diego, California

**BID FOR:** Alliance Bank  
Culver City, CA (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to (i) a Purchase and Assumption or (ii) a Loan Sale.

This is bid number 1 of 4 bids submitted.

**I. Purchase and Assumption Bid**

**The Potential Acquirer is:** California Bank & Trust, San Diego, California  
(Name, City, State)

The following options are to be selected by the Potential Acquirer. Each Section must have an option designated. Bids may be stated as a premium or as a discount. A premium is a positive dollar amount resulting from a positive percentage bid of Assumed Deposits paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount resulting from a negative percentage bid of Assumed Deposits to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids **must** be included in parenthesis "( )".

**A. The bid amount is:**

<b>All Deposits</b>	<u>1.47</u> % of Assumed Deposits. (*)
<b>Insured Deposits Only</b>	<u>                    </u> % of Assumed Deposits.

**B. Loan Pool Purchase Options with the Deposit Franchise  
(LOAN POOLS LISTED IN SECTION II)**

- Exercise the option to purchase certain or all Loan Pools
  - Bids on the Loan Pools **are** linked to the deposit franchise bid.
  - Bids on the Loan Pools **are not** linked to the deposit franchise bid.

Note: If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are **not** linked to the deposit franchise bid.

Waive the option to purchase certain or all Loan Pools

**(\*) This bid amount applies to all deposits to be assumed less assumed brokered deposits. No premium is offered with respect to brokered deposits.**

This is bid number 1 of 4 bids submitted.

**II. Loan Pool Purchase**

**The Potential Acquirer is:** California Bank & Trust, San Diego, California.  
(Name, City, State)

Loan Pools

- 100 Construction & Land Development: Commercial \_\_\_\_\_% of Book Value.
- 200 Construction & Land Development: Residential \_\_\_\_\_% of Book Value.
- 300 Construction & Land Development: Undeterminable (1) \_\_\_\_\_% of Book Value.
- 400 Conventional 1-4 Family Property \_\_\_\_\_% of Book Value.
- 500 Equity Lines – Secured by 1-4 Family Property \_\_\_\_\_% of Book Value.
- 600 Multiple Family Residence \_\_\_\_\_% of Book Value.
- 700 Non-Farm, Non-Residential \_\_\_\_\_% of Book Value.
- 800 Commercial & Industrial \_\_\_\_\_% of Book Value.
- 900 Small Business Administration \_\_\_\_\_% of Book Value.
- 1000 Consumer – Performing \_\_\_\_\_% of Book Value.
- 1100 Non-Performing \_\_\_\_\_% of Book Value.

**A. Note: Linked Bids**

Bids on the above Loan Pools:

- are** linked to each other
- are not** linked to each other

**Note:** If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are not linked to each other.

This is bid number 1 of 4 bids submitted.

III. **Resulting Institution Information** (Place "Xs" where and as appropriate)

A. If the Potential Acquirer's Bid is accepted:

(i) the resulting financial institution will be a

bank  
 thrift

(ii) the resulting financial institution

will  
 will not  
involve a de novo institution

(iii) the resulting financial institution

will  
 will not  
be operated as a branch of the Acquirer

B. Upon consummation of any transaction contemplated in this Bid, the name of the resulting financial institution involved in the transaction will be

**California Bank & Trust**

and such institution will be a:

national bank  
 state member bank  
 state non member bank  
 federal savings bank  
 state savings bank  
 federal savings and loan association  
 state savings and loan association  
 other (please explain)

C. To be completed **only** if a holding company is involved:

Name of holding company: **Zions Bancorporation**

This is bid number 1 of 4 bids submitted.

Address of holding company: One South Main Street  
Salt Lake City, Utah 84111

The holding company will be a:

- bank holding company
- thrift holding company

**IV. Contact**

The following person is the designated contact person for the Potential Acquirer:

Name: Alvin Lee

Title: Senior Vice President, Zions Bancorporation

Address: 300 Lakeside Drive, Eighth Floor

Oakland, California 94612

Telephone: 510.808.1662 (office)

[REDACTED] cell (other)

Facsimile: 510.808.1640

cc: Name: Brian D. Alprin, Esq.,  
Duane Morris LLP, 202.776.7820

**VI. Consummation of Transaction**

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to one of the transactions contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a

This is bid number 1  
of 4 bids submitted.

Purchaser Eligibility Certification ("Certification") and that all information provided and representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading. The Potential Acquirer agrees that if it is a successful bidder that on notification it will execute and immediately deliver to the FDIC a Certification via fax and overnight delivery.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

**Printed Name of Potential Acquirer**

**California Bank & Trust**

By: Dennis Uyemura  
(signature)

Name: Dennis Uyemura

Title: Managing Director / Chief Financial Officer

Date: February 2, 2009

This is bid number 2  
of 4 bids submitted.

**EXHIBIT "A"**  
**BID FORM**

**TO:** Federal Deposit Insurance Corporation  
1601 Bryan St. – Suite 32128  
Dallas, Texas 75201  
  
Attention: Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:** California Bank & Trust, San Diego, California

**BID FOR:** Alliance Bank  
Culver City, CA (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to (i) a Purchase and Assumption or (ii) a Loan Sale.



This is bid number 2  
of 4 bids submitted.

**II. Loan Pool Purchase**

The Potential Acquirer is: California Bank & Trust, San Diego, California.  
(Name, City, State)

Loan Pools

- 100 Construction & Land Development: Commercial \_\_\_\_\_% of Book Value.
- 200 Construction & Land Development: Residential \_\_\_\_\_% of Book Value.
- 300 Construction & Land Development: Undeterminable (1) \_\_\_\_\_% of Book Value.
- 400 Conventional 1-4 Family Property \_\_\_\_\_% of Book Value.
- 500 Equity Lines – Secured by 1-4 Family Property \_\_\_\_\_% of Book Value.
- 600 Multiple Family Residence \_\_\_\_\_% of Book Value.
- 700 Non-Farm, Non-Residential \_\_\_\_\_% of Book Value.
- 800 Commercial & Industrial \_\_\_\_\_% of Book Value.
- 900 Small Business Administration \_\_\_\_\_% of Book Value.
- 1000 Consumer – Performing \_\_\_\_\_% of Book Value.
- 1100 Non-Performing \_\_\_\_\_% of Book Value.

**A. Note: Linked Bids**

Bids on the above Loan Pools:

- are** linked to *each other*
- are not** linked to *each other*

**Note:** If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are **not** linked to each other.

This is bid number 2  
of 4 bids submitted.

**III. Resulting Institution Information** (Place "Xs" where and as appropriate)

A. If the Potential Acquirer's Bid is accepted:

(i) the resulting financial institution will be a

bank

thrift

(ii) the resulting financial institution

will

will not

involve a de novo institution

(iii) the resulting financial institution

will

will not

be operated as a branch of the Acquirer

B. Upon consummation of any transaction contemplated in this Bid, the name of the resulting financial institution involved in the transaction will be

**California Bank & Trust**

and such institution will be a:

national bank

state member bank

state non member bank

federal savings bank

state savings bank

federal savings and loan association

state savings and loan association

other (please explain)

C. To be completed only if a holding company is involved:

Name of holding company: Zions Bancorporation

This is bid number 2  
of 4 bids submitted.

Address of holding company: One South Main Street  
Salt Lake City, Utah 84111

The holding company will be a:

- bank holding company
- thrift holding company

**IV. Contact**

The following person is the designated contact person for the Potential Acquirer:

Name: Alvin Lee

Title: Senior Vice President, Zions Bancorporation

Address: 300 Lakeside Drive, Eighth Floor  
Oakland, California 94612

Telephone: 510.808.1662 (office)

[REDACTED] cell (other)

Facsimile: 510.808.1640

cc: Name: Brian D. Alprin, Esq.,  
Duane Morris LLP, 202.776.7820

**VI. Consummation of Transaction**

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to one of the transactions contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a

This is bid number 2  
of 4 bids submitted.

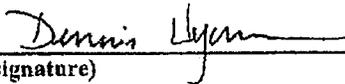
Purchaser Eligibility Certification ("Certification") and that all information provided and representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading. The Potential Acquirer agrees that if it is a successful bidder that on notification it will execute and immediately deliver to the FDIC a Certification via fax and overnight delivery.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

**Printed Name of Potential Acquirer**

California Bank & Trust

By:   
(signature)

Name: Dennis Uyemura

Title: Managing Director / Chief Financial Officer

Date: February 2, 2009

This is bid number 3  
of 4 bids submitted.

**EXHIBIT "A"**  
**BID FORM**

**TO:** Federal Deposit Insurance Corporation  
1601 Bryan St. – Suite 32128  
Dallas, Texas 75201  
  
Attention: Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:** **California Bank & Trust, San Diego, California**

**BID FOR:** **Alliance Bank**  
**Culver City, CA (the "Bank")**

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to a Purchase and Assumption (Whole Bank) with Loss Share Agreement.

This is bid number 3  
of 4 bids submitted.

**I. Transaction # 1 – All Deposits and Unsecured Liabilities**

**The Potential Acquirer is:** California Bank & Trust, San Diego, California  
(Name, City, State)

Bids may be stated as a positive dollar amount, which represents the amount of First Loss the Potential Acquirer will assume prior to the commencement of loss sharing with the FDIC for the purchase of assets and/or to assume certain liabilities of the Bank, or a negative dollar amount, which is the amount to be paid by the FDIC to the Potential Acquirer for the purchase of assets and/or to assume certain liabilities of the Bank. When completing the Bid Form, Potential Acquirers **must** indicate a negative by placing parenthesis "(" around the dollar amount. All amounts will be considered positive (i.e., a First Loss amount) if not in parenthesis. If no bid is made for a transaction or option, leave the space blank or write "no bid". **A bid of zero in any form will be treated as a live bid of \$0.**

A. **The bid amount is:** \_\_\_\_\_.

This is bid number 3  
of 4 bids submitted.

**II. Transaction # 2 – All Deposits**

**The Potential Acquirer is:** California Bank & Trust, San Diego, California  
(Name, City, State)

Bids may be stated as a positive dollar amount, which represents the amount of First Loss the Potential Acquirer will assume prior to the commencement of loss sharing with the FDIC for the purchase of assets and/or to assume certain liabilities of the Bank, or a negative dollar amount, which is the amount to be paid by the FDIC to the Potential Acquirer for the purchase of assets and/or to assume certain liabilities of the Bank. When completing the Bid Form, Potential Acquirers **must** indicate a negative by placing parenthesis "(" around the dollar amount. All amounts will be considered positive (i.e., a First Loss amount) if not in parenthesis. If no bid is made for a transaction or option, leave the space blank or write "no bid". **A bid of zero in any form will be treated as a live bid of \$0.**

A. **The bid amount is:** (\$24,500,000)

This is bid number 3  
of 4 bids submitted.

**III. Transaction # 3 – Insured Deposits Only**

**The Potential Acquirer is:** California Bank & Trust, San Diego, California  
(Name, City, State)

Bids may be stated as a positive dollar amount, which represents the amount of First Loss the Potential Acquirer will assume prior to the commencement of loss sharing with the FDIC for the purchase of assets and/or to assume certain liabilities of the Bank, or a negative dollar amount, which is the amount to be paid by the FDIC to the Potential Acquirer for the purchase of assets and/or to assume certain liabilities of the Bank. When completing the Bid Form, Potential Acquirers **must** indicate a negative by placing parenthesis "( )" around the dollar amount. All amounts will be considered positive (i.e., a First Loss amount) if not in parenthesis. If no bid is made for a transaction or option, leave the space blank or write "no bid". **A bid of zero in any form will be treated as a live bid of \$0.**

A. **The bid amount is:** \_\_\_\_\_

This is bid number 3 of 4 bids submitted.

III. **Resulting Institution Information** (Place "Xs" where and as appropriate)

A. If the Potential Acquirer's Bid is accepted:

(i) the resulting financial institution will be a

bank  
 thrift

(ii) the resulting financial institution

will  
 will not  
involve a de novo institution

(iii) the resulting financial institution

will  
 will not  
be operated as a branch of the Acquirer

B. Upon consummation of any transaction contemplated in this Bid, the name of the resulting financial institution involved in the transaction will be

**California Bank & Trust**

and such institution will be a:

national bank  
 state member bank  
 state non member bank  
 federal savings bank  
 state savings bank  
 federal savings and loan association  
 state savings and loan association  
 other (please explain)

C. To be completed **only** if a holding company is involved:

Name of holding company: **Zions Bancorporation**

This is bid number 3 of 4 bids submitted.

Address of holding company: One South Main Street  
Salt Lake City, Utah 84111

The holding company will be a:

- bank holding company
- thrift holding company

**IV. Contact**

The following person is the designated contact person for the Potential Acquirer:

Name: Alvin Lee

Title: Senior Vice President, Zions Bancorporation

Address: 300 Lakeside Drive, Eighth Floor

Oakland, California 94612

Telephone: 510.808.1662 (office)

[REDACTED] cell (other)

Facsimile: 510.808.1640

cc: Name: Brian D. Alprin, Esq.,  
Duane Morris LLP, 202.776.7820

**VI. Consummation of Transaction**

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to one of the transactions contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and

This is bid number 3  
of 4 bids submitted.

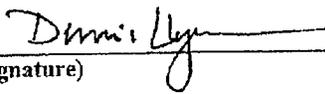
representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading. The Potential Acquirer agrees that if it is a successful bidder that on notification it will execute and immediately deliver to the FDIC a Certification via fax and overnight delivery.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

**Printed Name of Potential Acquirer**

California Bank & Trust

By:   
(signature)

Name: Dennis Uyemura

Title: Managing Director / Chief Financial Officer

Date: February 2, 2009

This is bid number 4  
of 4 bids submitted.

**EXHIBIT "A"**  
**BID FORM**

**TO:** Federal Deposit Insurance Corporation  
1601 Bryan St. – Suite 32128  
Dallas, Texas 75201

Attention: Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:** California Bank & Trust, San Diego, California

**BID FOR:** Alliance Bank  
Culver City, CA (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to a Purchase and Assumption (Whole Bank) with Loss Share Agreement.

This is bid number 4  
of 4 bids submitted.

**I. Transaction # 1 – All Deposits and Unsecured Liabilities**

**The Potential Acquirer is:** California Bank & Trust, San Diego, California  
(Name, City, State)

Bids may be stated as a positive dollar amount, which represents the amount of First Loss the Potential Acquirer will assume prior to the commencement of loss sharing with the FDIC for the purchase of assets and/or to assume certain liabilities of the Bank, or a negative dollar amount, which is the amount to be paid by the FDIC to the Potential Acquirer for the purchase of assets and/or to assume certain liabilities of the Bank. When completing the Bid Form, Potential Acquirers **must** indicate a negative by placing parenthesis "(" around the dollar amount. All amounts will be considered positive (i.e., a First Loss amount) if not in parenthesis. If no bid is made for a transaction or option, leave the space blank or write "no bid". **A bid of zero in any form will be treated as a live bid of \$0.**

A. **The bid amount is:** \_\_\_\_\_.

This is bid number 4  
of 4 bids submitted.

**II. Transaction # 2 – All Deposits**

**The Potential Acquirer is:** California Bank & Trust, San Diego, California  
(Name, City, State)

Bids may be stated as a positive dollar amount, which represents the amount of First Loss the Potential Acquirer will assume prior to the commencement of loss sharing with the FDIC for the purchase of assets and/or to assume certain liabilities of the Bank, or a negative dollar amount, which is the amount to be paid by the FDIC to the Potential Acquirer for the purchase of assets and/or to assume certain liabilities of the Bank. When completing the Bid Form, Potential Acquirers must indicate a negative by placing parenthesis "( )" around the dollar amount. All amounts will be considered positive (i.e., a First Loss amount) if not in parenthesis. If no bid is made for a transaction or option, leave the space blank or write "no bid". A bid of zero in any form will be treated as a live bid of \$0.

A. **The bid amount is:** \_\_\_\_\_.

This is bid number 4  
of 4 bids submitted.

**III. Transaction # 3 – Insured Deposits Only**

**The Potential Acquirer is:** California Bank & Trust, San Diego, California  
(Name, City, State)

Bids may be stated as a positive dollar amount, which represents the amount of First Loss the Potential Acquirer will assume prior to the commencement of loss sharing with the FDIC for the purchase of assets and/or to assume certain liabilities of the Bank, or a negative dollar amount, which is the amount to be paid by the FDIC to the Potential Acquirer for the purchase of assets and/or to assume certain liabilities of the Bank. When completing the Bid Form, Potential Acquirers must indicate a negative by placing parenthesis "( )" around the dollar amount. All amounts will be considered positive (i.e., a First Loss amount) if not in parenthesis. If no bid is made for a transaction or option, leave the space blank or write "no bid". A bid of zero in any form will be treated as a live bid of \$0.

A. **The bid amount is:** (\$9,900,000)

This is bid number 4 of 4 bids submitted.

III. **Resulting Institution Information** (Place "Xs" where and as appropriate)

A. If the Potential Acquirer's Bid is accepted:

(i) the resulting financial institution will be a

bank  
 thrift

(ii) the resulting financial institution

will  
 will not  
 involve a de novo institution

(iii) the resulting financial institution

will  
 will not  
 be operated as a branch of the Acquirer

B. Upon consummation of any transaction contemplated in this Bid, the name of the resulting financial institution involved in the transaction will be

**California Bank & Trust**

and such institution will be a:

- national bank
- state member bank
- state non member bank
- federal savings bank
- state savings bank
- federal savings and loan association
- state savings and loan association
- other (please explain)

C. To be completed **only** if a holding company is involved:

Name of holding company: Zions Bancorporation

This is bid number 4  
of 4 bids submitted.

Address of holding company: One South Main Street  
Salt Lake City, Utah 84111

The holding company will be a:

- bank holding company
- thrift holding company

**IV. Contact**

The following person is the designated contact person for the Potential Acquirer:

Name: Alvin Lee

Title: Senior Vice President, Zions Bancorporation

Address: 300 Lakeside Drive, Eighth Floor  
Oakland, California 94612

Telephone: 510.808.1662 (office)

[REDACTED] cell (other)

Facsimile: 510.808.1640

cc: Name: Brian D. Alprin, Esq.,  
Duane Morris LLP, 202.776.7820

**VI. Consummation of Transaction**

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to one of the transactions contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and

This is bid number 4  
of 4 bids submitted.

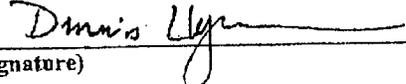
representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading. The Potential Acquirer agrees that if it is a successful bidder that on notification it will execute and immediately deliver to the FDIC a Certification via fax and overnight delivery.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

**Printed Name of Potential Acquirer**

California Bank & Trust

By:   
(signature)

Name: Dennis Uyemura

Title: Managing Director / Chief Financial Officer

Date: February 2, 2009

**EXHIBIT "A"**  
**BID FORM**

**TO:** Federal Deposit Insurance Corporation  
1601 Bryan St. - Suite 32128  
Dallas, Texas 75201

Attention: Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:** Pacific Western Bank - Vic Santoro

**BID FOR:** Alliance Bank  
Culver City, CA (the "Bank") - B08-37

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to (i) a Purchase and Assumption or (ii) a Loan Sale.

This is bid number \_\_\_\_\_  
of \_\_\_\_\_ bids submitted.

**I. Purchase and Assumption Bid**

**The Potential Acquirer is:** Pacific Western Bank, San Diego, CA.  
(Name, City, State)

The following options are to be selected by the Potential Acquirer. Each Section must have an option designated. Bids may be stated as a premium or as a discount. A premium is a positive dollar amount resulting from a positive percentage bid of Assumed Deposits paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount resulting from a negative percentage bid of Assumed Deposits to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids must be included in parenthesis "()".

**A. The bid amount is:**

<b>All Deposits</b>	<u>----- % of Assumed Deposits.</u>
<b>Insured Deposits Only</b>	<u>0.15 % of Assumed Deposits.</u>

**B. Loan Pool Purchase Options with the Deposit Franchise**  
(LOAN POOLS LISTED IN SECTION II)

- Exercise the option to purchase certain or all Loan Pools
  - Bids on the Loan Pools are linked to the deposit franchise bid.
  - Bids on the Loan Pools are **not** linked to the deposit franchise bid.

**Note:** If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are not linked to the deposit franchise bid.

- Waive the option to purchase certain or all Loan Pools

This is bid number \_\_\_\_\_  
of \_\_\_\_\_ bids submitted.

**II. Loan Pool Purchase** PACIFIC WESTERN BANK MAKES NO BIDS ON ANY LOAN

**The Potential Acquirer is:** Pacific Western Bank, San Diego, CA.  
(Name, City, State)

**Loan Pools**

- 100 Construction & Land Development: Commercial \_\_\_\_\_% of Book Value.
- 200 Construction & Land Development: Residential \_\_\_\_\_% of Book Value.
- 300 Construction & Land Development: Undeterminable (1) \_\_\_\_\_% of Book Value.
- 400 Conventional 1-4 Family Property \_\_\_\_\_% of Book Value.
- 500 Equity Lines – Secured by 1-4 Family Property \_\_\_\_\_% of Book Value.
- 600 Multiple Family Residence \_\_\_\_\_% of Book Value.
- 700 Non-Farm, Non-Residential \_\_\_\_\_% of Book Value.
- 800 Commercial & Industrial \_\_\_\_\_% of Book Value.
- 900 Small Business Administration \_\_\_\_\_% of Book Value.
- 1000 Consumer – Performing \_\_\_\_\_% of Book Value.
- 1100 Non-Performing \_\_\_\_\_% of Book Value.

**A. Note: Linked Bids**

Bids on the above Loan Pools:

- are** linked to *each other*
- are not** linked to *each other*

**Note:** If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are **not** linked to each other.

This is bid number \_\_\_\_\_  
of \_\_\_\_\_ bids submitted.

**III. Resulting Institution Information** (Place "Xs" where and as appropriate)

A. If the Potential Acquirer's Bid is accepted:

(i) the resulting financial institution will be a

bank  
 thrift

(ii) the resulting financial institution

will  
 will not  
involve a de novo institution

(iii) the resulting financial institution

will  
 will not  
be operated as a branch of the Acquirer

B. Upon consummation of any transaction contemplated in this Bid, the name of the resulting financial institution involved in the transaction will be

Pacific Western Bank

and such institution will be a:

- national bank
- state member bank
- state non member bank
- federal savings bank
- state savings bank
- federal savings and loan association
- state savings and loan association
- other (please explain)

C. To be completed **only** if a holding company is involved:

Name of holding company: \_\_\_\_\_

This is bid number \_\_\_\_\_  
of \_\_\_\_\_ bids submitted.

Address of holding company: \_\_\_\_\_  
\_\_\_\_\_

The holding company will be a:

- \_\_\_\_\_ bank holding company
- \_\_\_\_\_ thrift holding company

**IV. Contact**

The following person is the designated contact person for the Potential Acquirer:

Name: Victor R. Santoro

Title: Executive Vice President

Address: 10250 Constellation Blvd, Suite 1640  
Los Angeles, CA 90067

Telephone: (310) 728-1021 (office)  
(310) 728-1026 (other)

Facsimile: (310) 201-0498

cc: Name: Jared Wolff

**V. Consummation of Transaction**

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to one of the transactions contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a

This is bid number \_\_\_\_\_  
of \_\_\_\_\_ bids submitted.

Purchaser Eligibility Certification ("Certification") and that all information provided and representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading. The Potential Acquirer agrees that if it is a successful bidder that on notification it will execute and immediately deliver to the FDIC a Certification via fax and overnight delivery.

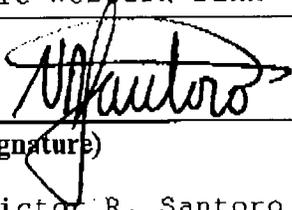
The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

**Printed Name of Potential Acquirer**

Pacific Western Bank

By:

  
(signature)

Name: Victor R. Santoro

Title: Executive Vice President

Date: February 3, 2009

EXHIBIT "A"  
BID FORM

**TO:** Federal Deposit Insurance Corporation  
1601 Bryan St. - Suite 32128  
Dallas, Texas 75201

Attention: Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:** CITIZENS BUSINESS BANK

**BID FOR:** Alliance Bank  
Culver City, CA (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to (i) a Purchase and Assumption or (ii) a Loan Sale.

This is bid number 1  
of 1 bids submitted.

**I. Purchase and Assumption Bid**

The Potential Acquirer is: CITIZENS BUSINESS BANK, ONTARIO, ON.  
(Name, City, State)

The following options are to be selected by the Potential Acquirer. Each Section must have an option designated. Bids may be stated as a premium or as a discount. A premium is a positive dollar amount resulting from a positive percentage bid of Assumed Deposits paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount resulting from a negative percentage bid of Assumed Deposits to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids must be included in parenthesis "( )".

**A. The bid amount is:**

**All Deposits** \_\_\_\_\_ % of Assumed Deposits.

**Insured Deposits Only** \_\_\_\_\_ 3.0% of Assumed Deposits.

**B. Loan Pool Purchase Options with the Deposit Franchise  
(LOAN POOLS LISTED IN SECTION II)**

- Exercise the option to purchase certain or all Loan Pools
  - Bids on the Loan Pools are linked to the deposit franchise bid.
  - Bids on the Loan Pools are **not** linked to the deposit franchise bid.

**Note:** If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are not linked to the deposit franchise bid.

Waive the option to purchase certain or all Loan Pools

This is bid number 1  
of 1 bids submitted.

**II. Loan Pool Purchase**

**The Potential Acquirer is:** \_\_\_\_\_  
(Name, City, State)

Loan Pools

- 100 Construction & Land Development: Commercial \_\_\_\_\_% of Book Value.
- 200 Construction & Land Development: Residential \_\_\_\_\_% of Book Value.
- 300 Construction & Land Development: Undeterminable (1) \_\_\_\_\_% of Book Value.
- 400 Conventional 1-4 Family Property \_\_\_\_\_% of Book Value.
- 500 Equity Lines -- Secured by 1-4 Family Property \_\_\_\_\_% of Book Value.
- 600 Multiple Family Residence \_\_\_\_\_% of Book Value.
- 700 Non-Farm, Non-Residential \_\_\_\_\_% of Book Value.
- 800 Commercial & Industrial \_\_\_\_\_% of Book Value.
- 900 Small Business Administration \_\_\_\_\_% of Book Value.
- 1000 Consumer -- Performing \_\_\_\_\_% of Book Value.
- 1100 Non-Performing \_\_\_\_\_% of Book Value.

**A. Note: Linked Bids**

Bids on the above Loan Pools:

- are** linked to each other
- are not** linked to each other

**Note:** If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are **not** linked to each other.

This is bid number 1  
of 1 bids submitted.

**III. Resulting Institution Information** (Place "Xs" where and as appropriate)

A. If the Potential Acquirer's Bid is accepted:

(i) the resulting financial institution will be a

bank  
 thrift

(ii) the resulting financial institution

will  
 will not  
involve a de novo institution

(iii) the resulting financial institution

will  
 will not  
be operated as a branch of the Acquirer

B. Upon consummation of any transaction contemplated in this Bid, the name of the resulting financial institution involved in the transaction will be

CITIZENS BUSINESS BANK

and such institution will be a:

- national bank
- state member bank
- state non member bank
- federal savings bank
- state savings bank
- federal savings and loan association
- state savings and loan association
- other (please explain)

C. To be completed **only** if a holding company is involved:

Name of holding company: \_\_\_\_\_

This is bid number   /    
of   /   bids submitted.

Address of holding company: \_\_\_\_\_  
\_\_\_\_\_

The holding company will be a:

- bank holding company
- thrift holding company

**IV. Contact**

The following person is the designated contact person for the Potential Acquirer:

Name: EDWARD J. BIEBRICH, JR

Title: EVP - CFO

Address: 701 NORTH HAVEN AVENUE  
ONTARIO, CA 91764

Telephone: 909-482-7149 (office)  
\_\_\_\_\_ (other)

Facsimile: 909-481-2120

cc: Name: ED BIEBRICH

**V. Consummation of Transaction**

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to one of the transactions contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a

This is bid number 1  
of 1 bids submitted.

Purchaser Eligibility Certification ("Certification") and that all information provided and representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading. The Potential Acquirer agrees that if it is a successful bidder that on notification it will execute and immediately deliver to the FDIC a Certification via fax and overnight delivery.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

Printed Name of Potential Acquirer

CITIZEN BUSINESS BANK

By: Edward J. Bierlich, Jr.  
(signature)

Name: EDWARD J. BIERLICH, JR

Title: EVP - CFO

Date: February 2, 2009