

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 Continental Bank

BID FOR: Bank of Clark County
Vancouver, WA (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.



This is bid number _____
of _____ bids submitted.

I. Omitted

II. Purchase and Assumption Bid

The Potential Acquirer is: Pacific Continental Bank, Eugene, OR
(Name, City, State)

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 "()".

Deposit Franchise Transaction (All Offices):

The bid amount is:

\$511,615 or

All Deposits* .22 % of Assumed Deposits.

Insured Deposits Only % of Assumed Deposits.

***All Deposits will be assumed, but the bid is calculated on all deposits less brokered deposits.**

III. Omitted

This is bid number _____ of
_____ bids submitted.

IV. 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 Continental 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

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

state savings and loan association
other (please explain)

This is bid number _____
of _____ bids submitted.

Name of holding company: Pacific Continental Corporation

Address of holding company: 111 W 7th Ave., Eugene, OR 97401

The holding company will be a:

bank holding company
 thrift holding company

V. Contact

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

Name: Michael A. Reynolds

Title: EVP/CFO

Address: 111 W 7th Ave., Eugene, OR 97404

F

Telephone: 541-686-8685 _____ (office)

541-335-9089 _____ (other)

Facsimile: 541-984-2341

cc: Name: _____

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 the transaction contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to

This is bid number _____
of _____ bids submitted.

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 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.

Pacific Continental Bank

Printed Name of Potential Acquirer

By: 
(signature)

Name: Michael A. Reynolds

Title: EVP/CFO



This is bid number _____
of _____ bids submitted.

Date: January 15, 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:

IMPERVA BANK

BID FOR:

Bank of Clark County
Vancouver, Washington (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.

This is bid number _____
of _____ bids submitted.

I. Omitted

II. Purchase and Assumption Bid

The Potential Acquirer is: UMPLVA BANK, ROSEBURG, OREGON
(Name, City, State)

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 "()".

Deposit Franchise Transaction (All Offices):

The bid amount is:

Insured Deposits Only 0 % of Assumed Deposits.

III. Omitted

This is bid number _____
of _____ bids submitted.

IV. 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

UMPEVA 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)

This is bid number _____
of _____ bids submitted.

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

Name of holding company:

Address of holding company:

The holding company will be a:

- bank holding company
- thrift holding company

V. Contact

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

Name: ZON FARNSWORTH

Title: EVP/CHIEF FINANCIAL OFFICER

Address: ONE SW COLUMBIA, SUITE 1200

PORTLAND, OR 97258

Telephone: 503-727-4108 (office)

503-702-4909 (other) CELL

Facsimile: 503-727-4233

cc: Name: STEVE PHILPOTT

This is bid number _____
of _____ bids submitted.

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 the transaction 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 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.

IN PROCESS AS DISCUSSED, DELIVERY TBD

Printed Name of Potential Acquirer

Umpqua Bank

By: [Signature]

(signature)
Name: RON FARNSWORTH

Title: VP/CHIEF FINANCIAL OFFICER

Date: 1/16/09

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: Sterling Savings Bank

BID FOR: Bank of Clark County
Vancouver, Washington (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.

This is bid number _____
of _____ bids submitted.

- I. Omitted
- II. Purchase and Assumption Bid

The Potential Acquirer is: Sterling Savings Bank, Spokane, WA
(Name, City, State)

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 "()".

Deposit Franchise Transaction (All Offices):

The bid amount is:

Insured Deposits Only 0 % of Assumed Deposits.

- III. Omitted

This is bid number _____ of _____ bids submitted.
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IV. 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

Sterling Savings 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)

This is bid number _____ of _____ bids submitted.
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C. To be completed **only** if a holding company is involved:

Name of holding company:

Address of holding company:

The holding company will be a:

- bank holding company
 thrift holding company

V. **Contact**

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

Name: Heidi B. Stanley

Title: Chief Executive Officer

Address: 111 N. Wall St.

Spokane, WA 99201

Telephone: (509) 358-6160 (office)

_____ (other)

Facsimile: (509) 368-2042

cc: Name: Andrew J. Schultheis, 422 W. Riverside Ave., Ste 1100, Spokane WA 99201
Telephone: (509) 624-5265 Facsimile: (509) 458-2728

This is bid number _____ of _____ bids submitted.
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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 the transaction 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.

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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

Sterling Savings Bank

By:

Heidi B. Stanley
(signature)

Name: Heidi B. StanleyTitle: Chief Executive OfficerDate: 1/16/09