

CACHE VALLEY BANK**AMENDED BID #1**

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

FROM: Cache Valley Bank
108 North Main
Logan, UT 84321
Attention: Corporate Counsel, N. George Daines

BID FOR: America West Bank
Layton, Utah

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 Agreement.

I. Omitted**II. Purchase and Assumption Bid**

The Potential Acquirer is: Cache Valley Bank, Logan, Utah 84321.

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:

The bid amount is:

All Deposits* (0.4%) of Assumed Deposits (negative bid).

***All Deposits will be assumed, but the bid is calculated on only certain deposits per the bid instructions.**

II. Omitted

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

and such institution will be a:

state member bank

state non member bank

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

Name of holding company: Cache Valley Banking Company

Address of holding company: 108 North Main, Logan, UT 84321

The holding company will be a bank holding company

V. Contact

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

Name: J. Gregg Miller and/or N. George Daines

Title: Bank President and/or Corporate Counsel

Address: 100 North Main, Logan, UT 84321

Telephone: (office) 435.753.3020 ext. 101; 435.753.4000



Facsimile: 435.753.4002

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 consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

BUYER'S PROPOSAL FEE TO BE WAIVED

K

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.

Printed Name of Potential Acquirer

By: Cache Valley Bank



Name: J. Gregg Miller

Title: Bank President

Date: April 29, 2009