

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:** William H. Sperling  
Republic Bank of Chicago

**BID FOR:** National Bank of Commerce  
Berkeley, Illinois (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 Agreement (Whole Bank).

This is bid number 1  
of 1 bids submitted.

**I. Whole Bank Purchase and Assumption Transaction with Loss Sharing**

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

For this Whole Bank Transaction, the Purchase and Assumption (Whole Bank), the bid is the dollar amount representing the First Loss Amount that 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. If no bid is made for a transaction, leave the space blank or write "no bid". **A bid of zero in any form will be treated as a live bid of \$0. If a negative number, the amount represents the amount of money to be paid by the FDIC to the winning bidder at closing.**

The bid amount is:

All Deposits and Unsecured Liabilities \$ \_\_\_\_\_

All Deposits \$ \_\_\_\_\_

Insured Deposits Only \$ \_\_\_\_\_

NO BID

This is bid number 1  
of 1 bids submitted.

## II. Whole Bank Purchase and Assumption Transaction without Loss Sharing

The Potential Acquirer is: Republic Bank of Chicago, Oak Brook, Illinois  
(Name, City, State)

Bids may be stated as a premium or as a discount. A premium is a positive dollar amount 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 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 bid of zero in any form will be treated as a live bid of \$0. If a negative number, the amount represents the amount of money to be paid by the FDIC to the winning bidder at closing.**

The bid amount is:

All Deposits \$ (44,925,000.00)

Insured Deposits Only \$ \_\_\_\_\_

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

Republic Bank of Chicago

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 1  
of 1 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: William H. Sperling

Title: Vice Chairman/President & CEO

Address: 2221 Camden Court

Oak Brook, Illinois 60523

Telephone: (630) 434-5070 (office)

\_\_\_\_\_ (other)

Facsimile: (630) 928-1479

cc: Name: Thomas M. Longino

**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 Purchaser Eligibility Certification ("Certification") and that all information provided and

This is bid number 1  
of 1 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**

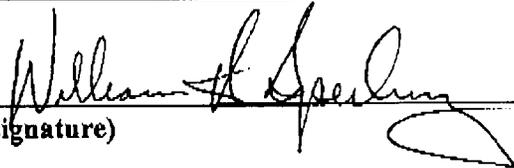
Republic Bank of Chicago  
By:   
(signature)  
Name: William H. Sperling  
Title: Vice Chairman/President & CEO  
Date: January 8, 2009

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:** MB Financial Bank, N.A.

**BID FOR:** National Bank of Commerce  
Berkeley, Illinois (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 Agreement (Whole Bank).

This is bid number 1  
of 3 bids submitted.

**I. Whole Bank Purchase and Assumption Transaction with Loss Sharing**

The Potential Acquirer is: MB Financial Bank, N.A., Chicago, IL  
(Name, City, State)

For this Whole Bank Transaction, the Purchase and Assumption (Whole Bank), the bid is the dollar amount representing the First Loss Amount that 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. If no bid is made for a transaction, leave the space blank or write "no bid". A bid of zero in any form will be treated as a live bid of \$0. If a negative number, the amount represents the amount of money to be paid by the FDIC to the winning bidder at closing.

The bid amount is:

All Deposits and Unsecured Liabilities \$ \_\_\_\_\_

All Deposits \$ (73,502,000)

Insured Deposits Only \$ \_\_\_\_\_

This is bid number 1  
of 3 bids submitted.

**II. Whole Bank Purchase and Assumption Transaction without Loss Sharing**

The Potential Acquirer is: MB Financial Bank, N.A., Chicago, IL  
(Name, City, State)

Bids may be stated as a premium or as a discount. A premium is a positive dollar amount 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 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 bid of zero in any form will be treated as a live bid of \$0. If a negative number, the amount represents the amount of money to be paid by the FDIC to the winning bidder at closing.

The bid amount is: No bid

All Deposits \$ \_\_\_\_\_.

Insured Deposits Only \$ \_\_\_\_\_.

This is bid number 1  
of 3 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

X  bank  
    thrift

(ii) the resulting financial institution

   will  
 X  will not  
involve a de novo institution

(iii) the resulting financial institution

X  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

MB Financial Bank, N.A.

and such institution will be a:

- X  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:  N/A

This is bid number 1  
of 3 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: Jill E. York

Title: EVP and Chief Financial Officer

Address: 6111 North River Road  
Rosemont, IL 60018

Telephone: (847) 653-1991 (office)  
\_\_\_\_\_ (other)

Facsimile: (847) 653-0080

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 Purchaser Eligibility Certification ("Certification") and that all information provided and

|  |
|--|
| This is bid number <u>1</u><br>of <u>3</u> 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**

MB Financial Bank, N.A.

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

(signature)

Name: Jill E. York

Title: EVP and Chief Financial Officer

Date: January 9, 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:** MB Financial Bank, N.A.

**BID FOR:** National Bank of Commerce  
Berkeley, Illinois (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 Agreement (Whole Bank).

This is bid number 2  
of 3 bids submitted.

**I. Whole Bank Purchase and Assumption Transaction with Loss Sharing**

The Potential Acquirer is: MB Financial Bank, N.A., Chicago, IL  
(Name, City, State)

For this Whole Bank Transaction, the Purchase and Assumption (Whole Bank), the bid is the dollar amount representing the First Loss Amount that 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. If no bid is made for a transaction, leave the space blank or write "no bid". **A bid of zero in any form will be treated as a live bid of \$0. If a negative number, the amount represents the amount of money to be paid by the FDIC to the winning bidder at closing.**

|   |           |
|---|-----------|
| The bid amount is:                            | No bid    |
| <b>All Deposits and Unsecured Liabilities</b> | \$ _____. |
| <b>All Deposits</b>                           | \$ _____. |
| <b>Insured Deposits Only</b>                  | \$ _____. |

This is bid number 2  
of 3 bids submitted.

**II. Whole Bank Purchase and Assumption Transaction without Loss Sharing**

The Potential Acquirer is: MB Financial Bank, N.A., Chicago, IL  
(Name, City, State)

Bids may be stated as a premium or as a discount. A premium is a positive dollar amount 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 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 bid of zero in any form will be treated as a live bid of \$0. If a negative number, the amount represents the amount of money to be paid by the FDIC to the winning bidder at closing.**

**The bid amount is:**

All Deposits \$ (59,000,000)

Insured Deposits Only \$ \_\_\_\_\_

This is bid number 2  
of 3 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

X bank  
\_\_\_\_\_ thrift

(ii) the resulting financial institution

\_\_\_\_\_ will  
X will not  
involve a de novo institution

(iii) the resulting financial institution

X 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

MB Financial Bank, N.A.

and such institution will be a:

X 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: N/A

This is bid number 2  
of 3 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: Jill E. York

Title: EVP and Chief Financial Officer

Address: 6111 North River Road  
Rosemont, IL 60018

Telephone: (847) 653-1991 (office)  
\_\_\_\_\_ (other)

Facsimile: (847) 653-0080

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

**V. Consummation of Transaction**

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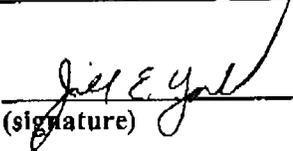
representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true 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.

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**Printed Name of Potential Acquirer**

MB Financial Bank, N.A.

By:   
(signature)

Name: Jill E. York

Title: EVP and Chief Financial Officer

Date: January 9, 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:** MB Financial Bank, N.A.

**BID FOR:** National Bank of Commerce  
Berkeley, Illinois (the "Bank")

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This is bid number 3  
of 3 bids submitted.

**I. Whole Bank Purchase and Assumption Transaction with Loss Sharing**

The Potential Acquirer is: MB Financial Bank, N.A., Chicago, IL  
(Name, City, State)

For this Whole Bank Transaction, the Purchase and Assumption (Whole Bank), the bid is the dollar amount representing the First Loss Amount that 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. If no bid is made for a transaction, leave the space blank or write "no bid". **A bid of zero in any form will be treated as a live bid of \$0. If a negative number, the amount represents the amount of money to be paid by the FDIC to the winning bidder at closing.**

The bid amount is:

All Deposits and Unsecured Liabilities \$ \_\_\_\_\_.

All Deposits \$ \_\_\_\_\_.

Insured Deposits Only \$ 25,000,000.

This is bid number 3  
of 3 bids submitted.

**II. Whole Bank Purchase and Assumption Transaction without Loss Sharing**

The Potential Acquirer is: MB Financial Bank, N.A., Chicago, IL  
(Name, City, State)

Bids may be stated as a premium or as a discount. A premium is a positive dollar amount 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 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 bid of zero in any form will be treated as a live bid of \$0. If a negative number, the amount represents the amount of money to be paid by the FDIC to the winning bidder at closing.

The bid amount is: No bid

All Deposits \$ \_\_\_\_\_

Insured Deposits Only \$ \_\_\_\_\_

This is bid number 3  
of 3 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

MB Financial Bank, N.A.

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: N/A

This is bid number 3  
of 3 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: Jill E. York

Title: EVP and Chief Financial Officer

Address: 6111 North River Road  
Rosemont, IL 60018

Telephone: (847) 653-1991 (office)  
\_\_\_\_\_ (other)

Facsimile: (847) 653-0080

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

**V. Consummation of Transaction**

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This is bid number 3  
of 3 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.

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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**

MB Financial Bank, N.A.

By:

(signature)

Name: Jill E. York

Title: EVP and Chief Financial Officer

Date: January 9, 2009