


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: **San Joaquin Bank**
Bakersfield, California (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 1
of 2 bids submitted.

I. Transaction # 1 – All Deposits

The Potential Acquirer is: Citizens Business Bank
(Name, City, State)

The asset premium (discount) bid must be stated as a dollar amount. The Deposit premium bid must be stated as a percentage. Bids may be stated as a positive or as a negative number. When completing the Bid Form, Potential Acquirers **must** indicate a negative bid by placing parenthesis "(" around the number. Bids will be considered positive if not in parenthesis. If no bid is made for a transaction or option, leave the space blank or write "no bid". If one of the two components is filled in and the other is blank, the bid will be treated as a live bid with a bid of 0 in the blank. **A bid of zero in any form will be treated as a live bid of \$0 or 0%.**

The asset premium (discount) bid is: \$ (57,600,000)

The Deposit premium bid is:* 0 %

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

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II. Transaction # 2 – Insured Deposits Only

The Potential Acquirer is: _____
(Name, City, State)

The asset premium (discount) bid must be stated as a dollar amount. The Deposit premium bid must be stated as a percentage. Bids may be stated as a positive or as a negative number. When completing the Bid Form, Potential Acquirers **must** indicate a negative bid by placing parenthesis "(" around the number. Bids will be considered positive if not in parenthesis. If no bid is made for a transaction or option, leave the space blank or write "no bid". If one of the two components is filled in and the other is blank, the bid will be treated as a live bid with a bid of 0 in the blank. **A bid of zero in any form will be treated as a live bid of \$0 or 0%.**

The asset premium (discount) bid is: \$ _____.

The Deposit premium bid is:* _____ %.

***The bid is calculated on only certain deposits per the bid instructions.**

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III. Addendum to Purchase to Purchase and Assumption Agreement

The Addendum to Purchase and Assumption Agreement attached to this Bid Form as Exhibit 1 is included as part of the transaction.

Section 2. Payment in the Event Losses Fail to Reach Expected Level. On the date that is 45 days following the last day (such day, the “True-Up Measurement Date”) of the calendar month in which the tenth anniversary of the calendar day following the Bank Closing occurs, the Assuming Bank shall pay to the Receiver [**Fifty**] percent [(**50%**)] of the excess, if any, of (i) [**twenty**] percent [(**20%**)] of the Cumulative Expected Losses less (ii) the sum of (A) [**twenty-five**] percent [(**25%**)] of the asset premium (discount) plus (B) [**twenty-five**] percent [(**25%**)] of the Cumulative Shared-Loss Payments plus (C) the Cumulative Servicing Payments. The Assuming Bank shall deliver to the Receiver not later than 30 days following the True-Up Measurement Date, a schedule, signed by an officer of the Assuming Bank, setting forth in reasonable detail the calculation of the Cumulative Shared-Loss Payments and the Cumulative Servicing Payments.

The Cumulative Expected Losses is \$ **144 Million**.

“Cumulative Shared-Loss Payments” means (i) the aggregate of all of the payments made or payable to the Assuming Bank under the Shared-Loss Agreements minus (ii) the aggregate of all of the payments made or payable to the Receiver under the Shared-Loss Agreements.

“Cumulative Servicing Payments” means the sum of the Period Servicing Amounts for every consecutive twelve-month period prior to and ending on the True-Up Measurement Date in respect of each of the Shared-Loss Agreements during which the applicable Shared-Loss Agreement is in effect.

“Period Servicing Amount” means, for any twelve month period with respect to each of the Shared-Loss Agreements during which such Shared-Loss Agreement is in effect, the product of (i) the simple average of the principal amount of Shared-Loss Loans and Shared-Loss Assets (other than the Shared-Loss Securities) (in each case as defined in the Shared-Loss Agreements), as the case may be, at the beginning of such period and at the end of such period times (ii) [**one**] percent [(**1%**)].

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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
 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

 Citizens Business Bank

and such institution will be a:

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

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of 2 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: Edward J. Biebrich, Jr.

Title: EVP/CFO

Address: 701 N. Haven Ave., Suite 350

Ontario, CA 91764

Telephone: 909/483-7149 (office)

_____ (other)

Facsimile: 909/481-2120

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 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.

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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

Citizens Business Bank

By: _____

(signature)

Name: _____

Edward J. Biebrich, Jr.

Title: _____

EVP/CFO

Date: _____

10/9/09