

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 Bank

BID FOR: Silver Falls Bank
Silverton, OR (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 2 bids submitted.

I. Purchase and Assumption Bid

The Potential Acquirer is: Citizens Bank Corvallis, Oregon
(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	<u>0.00</u> % of Assumed Deposits.
Insured Deposits Only	<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 is bid number 1
of 2 bids submitted.

II. Loan Pool Purchase

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

Optional Pools	Pool Description	# of Loans	Book Value
Pool 100	Performing Construction	51	\$33,921,598
Pool 200	Performing Land	30	\$16,126,595
Pool 300	Performing SFR	78	\$13,813,759
Pool 400	Performing C&I	77	\$14,140,078
Pool 500	Performing Commercial RE	44	\$16,580,324
Pool 600	Performing Consumer	22	\$268,154
Pool 700	Non-Performing	79	\$31,757,025
	Total Optional Pools	381	\$126,607,533

Loan Pools

- 100 % of Book Value.
- 200 % of Book Value.
- 300 % of Book Value.
- 400 % of Book Value.
- 500 % of Book Value.
- 600 % of Book Value.
- 700 % 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.

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

Name of holding company: Citizens Bancorp

Address of holding company: 275 SW 3rd St/PO Box 30

Corvallis, OR 97339

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: Lark Wysham

Title: EVP/CFO

Address: 275 SW 3rd Street/PO Box 30

Corvallis, OR 97339

Telephone: 541-766-2252 (office)

541-990-7494 (other)

Facsimile: 541-757-3546

cc: Name: William V. Humphreys Sr.

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.

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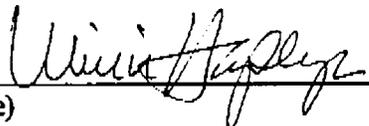
The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and representations made by or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

By: 
(signature)

Name: William V. Humphreys Sr.

Title: President & CEO

Date: February 10, 2009

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This is bid number 2
of 2 bids submitted.

II. Loan Pool Purchase

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

Optional Pools	Pool Description	# of Loans	Book Value
Pool 100	Performing Construction	51	\$33,921,598
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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 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)

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

Name of holding company: Citizens Bancorp

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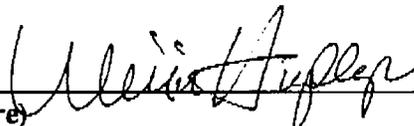
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