

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: MidFirst Bank

BID FOR: Union Bank
Gilbert, AZ

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: MidFirst Bank, Oklahoma City, OK
(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:

	Non-conforming bid (See attachment)
All Deposits*	<u> </u> % of Assumed Deposits.
	Non-conforming bid (See attachment)
Insured Deposits Only**	<u> </u> % of Assumed Deposits.

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

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

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)

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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of 2 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
 X 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

MidFirst Bank

and such institution will be a:

 national bank
 state member bank
 state non member bank
 federal savings bank
 state savings bank
 X 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: Midland Financial Co.

This is bid number 1
of 2 bids submitted.

Address of holding company: 501 N. W. Grand Blvd.
Oklahoma City, OK 73118

The holding company will be a:

 bank holding company
 X thrift holding company

IV. Contact

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

Name: Greg Schaefer

Title: First VP

Address: _____

Telephone: 405.767.7450 (office)

 (other)

Facsimile: 405.767.5481

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 representations made by or on behalf of the Potential Acquirer in connection with this

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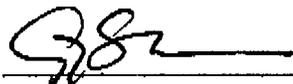
transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make 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

MIdFirst Bank

By: 
(signature)

Name: Greg Schaefer

Title: First VP

Date: 8-11-2009

**Non-conforming bid attachment
(Union Bank, Gilbert, AZ)**

We are submitting a deposit only bid that is conditioned upon the exclusion of all brokered (DO & Non-DO) and QuickRate/Marketplace deposits. As such, our premium (discount) of 0.62% should be calculated based on the remaining deposits. *This is a premium.*