

**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:** U.S. Bank National Association

**BID FOR:** First Bank of Idaho, FSB  
Ketchum, Idaho (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.

This bid is subject to approval of the Federal Deposit Insurance Corporation under Section 13(k) of the Federal Deposit Insurance Act (12 U.S.C. 1823(k))

This is bid number _____ of _____ bids submitted.
--

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

**The Potential Acquirer is: U.S. Bank National Association, Minneapolis, Minnesota.**  
 (Name, City, State)

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 (All Offices):

**The bid amount is:**

<b>All Deposits (<u>except brokered deposits and CDARs</u>)*</b>	<b><u>0.55% of Assumed Deposits.</u></b>
<b>Insured Deposits Only**</b>	<b><u>% of Assumed Deposits.</u></b>

\*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.

**PLEASE NOTE THAT THIS BID FORM HAS BEEN ALTERED TO BID ON ASSUMPTION OF ALL DEPOSITS EXCEPT BROKERED DEPOSITS AND CDARS. Based on information provided, we estimate the balance of brokered deposits and CDARs not being assumed at approximately \$115,000,000.**

**III. Omitted**

This is bid number \_\_\_\_\_  
of \_\_\_\_\_ bids submitted.

**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**

U.S. Bank National Association

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 \_\_\_\_\_  
of \_\_\_\_\_ bids submitted.

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: Daniel Good

Title: Vice President

Address: 800 Nicollet Mall

Minneapolis, MN 55402--4302

Telephone: (612) 303-4306 (office)

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

Facsimile: (612) 303-4830

cc: Name: Christopher Fischer

**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.

This is bid number \_\_\_\_\_  
of \_\_\_\_\_ bids submitted.


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.

U.S. Bank National Association

**Printed Name of Potential Acquirer**

By:   
(signature)

Name: Terrance R. Dolan

Title: Executive Vice President and Controller

Date: April 22, 2009