

This is the only bid  
being submitted.

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:** **California Bank & Trust, San Diego, California**

**BID FOR:** **Vineyard Bank, National Association**  
**Rancho Cucamonga, CA (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.

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**I. Transaction # 1 — All Deposits**

**The Potential Acquirer is: California Bank & Trust, San Diego, California**

(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%.**

A.           **The asset premium (discount) bid is:**                     (\$242,000,000)          .

**The Deposit premium bid is:\***   0%                                  .

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

**B. One of the following options must be selected by the Potential Acquirer:**

Bid for Vineyard Bank, N.A. **is not** linked to any other franchise bid.

Bid for Vineyard Bank, N.A. **is** linked to our bid for Temecula Valley Bank, Temecula, CA.

**Note:** If none of the above boxes are checked with an "X" or otherwise it will be assumed that the bid is not linked to any other franchise bid.

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## II. Transaction # 2 — Insured Deposits Only

The Potential Acquirer is: California Bank & Trust, San Diego, California

(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%.**

A. The asset premium (discount) bid is: \_\_\_\_\_.

The Deposit premium bid is:\* \_\_\_\_\_%.

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

B. One of the following options must be selected by the Potential Acquirer:

Bid for Vineyard Bank, N.A. is **not** linked to any other franchise bid.

Bid for Vineyard Bank, N.A. is linked to our bid for Temecula Valley Bank, Temecula, CA.

**Note:** If none of the above boxes are checked with an "X" or otherwise it will be assumed that the bid is not linked to any other franchise bid.

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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

**California Bank & Trust**

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: **Zions Bancorporation**

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Address of holding company: One South Main Street  
Salt Lake City, Utah 84111

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: Alvin Lee

Title: Senior Vice President, Zions Bancorporation

Address: 300 Lakeside Drive, Eighth Floor  
Oakland, California 94612

Telephone: 510.808.1662 (office)



Facsimile: 510.808.1640

cc: Name: Brian D. Alprin, Esq.,  
Duane Morris LLP, 202.776.7820

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**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 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**

**California Bank & Trust**

By:

  
\_\_\_\_\_  
(signature)

Name: **Dennis Uyemura**

Title: **Managing Director / Chief Financial Officer**

Date: **July 14, 2009**