

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:** Pacific Continental Bank

**BID FOR:** Pinnacle Bank  
Beaverton, 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 a Purchase and Assumption.

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

**I. Omitted**

**II. Purchase and Assumption Bid**

**The Potential Acquirer is:** Pacific Continental Bank  
(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:** \$21,300

**All Deposits\*** \_\_\_\_\_ % of Assumed Deposits.

**Insured Deposits Only\*\*** \_\_\_\_\_ 0.07% 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.**

**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 (deposits will be  
transferred to nearby branches owned by Pacific Continental

B. Upon consummation of any transaction contemplated in this Bid, the name of the  
resulting financial institution involved in the transaction will be

\_\_\_\_\_ 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:

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

Name of holding company: Pacific Continental Corporation

Address of holding company: 111 W 7<sup>th</sup> Ave., Eugene, OR

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: Mick Reynolds

Title: EVP/CFO

Address: 111 W 7<sup>th</sup> Ave., Eugene, OR  
97401

Telephone: 541-686-8685 (office)  
541-335-9089 (other)

Facsimile: 541-984-2341

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 the transaction contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to

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

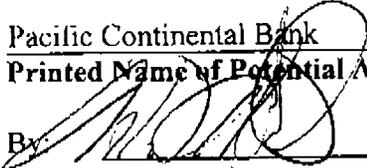
consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

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.

Pacific Continental Bank  
Printed Name of Potential Acquirer

By:   
(signature)

Name: Michael A. Reynolds

Title: EVP/CFO

Date: February 11, 2009

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:** Washington Trust Bank

**BID FOR:** Pinnacle Bank  
Beaverton, 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 a Purchase and Assumption.

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

I. Omitted

II. Purchase and Assumption Bid

The Potential Acquirer is: Washington Trust Bank, Spokane, WA  
(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:

All Deposits\* **3.88%** % of Assumed Deposits.  
Insured Deposits Only\*\* **No Bid** % 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.

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

Washington Trust 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)

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

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

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: John E. Heath

Title: President / COO

Address: 717 W. Sprague Avenue  
Spokane, WA 99201

Telephone: (509) 353-3897 (office)  
\_\_\_\_\_ (other)

Facsimile: (509) 353-5616

cc: Name: Lawrence V. Sorensen

**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

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

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.

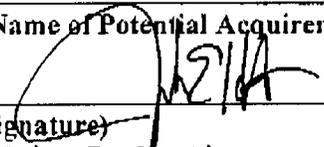
Washington Trust Bank  
Printed Name of Potential Acquirer  
By:   
(signature)  
Name: John E. Heath  
Title: President / COO  
Date: February 11, 2009

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:** Washington Trust Bank

**BID FOR:** Pinnacle Bank  
Beaverton, 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 a Purchase and Assumption (Whole Bank) with Loss Share Agreement.

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

**I. Transaction # 1 – All Deposits and Unsecured Liabilities**

**The Potential Acquirer is:** Washington Trust Bank, Spokane, WA  
(Name, City, State)

The transaction 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 transaction bid is:

( \$ 7,651,000.<sup>00</sup> )  
3.88% %.

The Deposit premium bid is:

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

**II. Transaction # 2 – All Deposits**

**The Potential Acquirer is:** Washington Trust Bank, Spokane, WA  
(Name, City, State)

The transaction 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 transaction bid is:** \$ no bid

**The Deposit premium bid is:** no bid %.

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

**III. Transaction # 3 – Insured Deposits Only**

The Potential Acquirer is: Washington Trust Bank, Spokane, WA  
(Name, City, State)

The transaction 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 transaction bid is: \$ no bid

The Deposit premium bid is: no bid %.

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

Washington Trust 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)

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: John E. Heath

Title: President / COO

Address: 717 W. Sprague Avenue  
Spokane, WA 99201

Telephone: (509) 353-3897 (office)  
\_\_\_\_\_ (other)

Facsimile: (509) 353-5616

cc: Name: Lawrence V. Sorensen

**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.

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

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

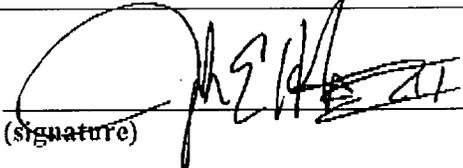
representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true 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**

Washington Trust Bank

By:   
(signature)

Name: John E. Heath

Title: President / COO

Date: February 11, 2009

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:** CAPITAL PACIFIC BANK

**BID FOR:** [Failed Bank] PINNACLE BANK  
[City, State] (the "Bank") BEAVERTON, OREGON

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

**I. Transaction # 1 – All Deposits and Unsecured Liabilities**

**The Potential Acquirer is:** \_\_\_\_\_  
(Name, City, State)

The transaction bid must be stated as a dollar amount. The Deposit premium bid must be stated as a percentagc. 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 transaction bid is:** \$ \_\_\_\_\_

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

This is bid number 1  
of 1 bids submitted.

**II. Transaction # 2 – All Deposits**

The Potential Acquirer is: CAPITAL PACIFIC BANK PORTLAND, OREGON  
(Name, City, State)

The transaction 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 transaction bid is: \$ (13,000,000)  
The Deposit premium bid is: 2 %

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

**III. Transaction # 3 – Insured Deposits Only**

The Potential Acquirer is: \_\_\_\_\_  
(Name, City, State)

The transaction 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 transaction bid is: \$ \_\_\_\_\_.

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

This is bid number 1  
of 1 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

CAPITAL PACIFIC 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)

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

Name of holding company: CAPITAL PACIFIC BANCORP

This is bid number 1  
of 1 bids submitted.

Address of holding company: 805 SW BROADWAY, SUITE 780  
PORTLAND, OREGON 97205

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: MARK STEVENSON

Title: CEO

Address: 805 SW BROADWAY SUITE 780  
PORTLAND, OREGON 97205

Telephone: 503-542-8565 (office)

503-796-0100 (other)

Facsimile: 503-542-8528

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.

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

This is bid number   1    
of   1   bids submitted.

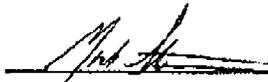
representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true 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**

CAPITAL PACIFIC BANK

By:   
(signature)

Name: MARK STEVENIN

Title: CEO

Date: 2-10-09