

**CPP ANNUAL USE OF CAPITAL SURVEY - 2012**

**NAME OF INSTITUTION**

(Include Holding Company Where Applicable)

First Banks, Inc.

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UST Sequence Number:	446	Holding Company Docket Number: (For Thrift Holding Companies)	Not Applicable
CPP/CDCI Funds Received:	295,400,000	FDIC Certificate Number: (For Depository Institutions)	12229
CPP/CDCI Funds Repaid to Date:	0	Credit Union Charter Number: (For Credit Unions)	Not Applicable
Date Funded (first funding):	Dec 31, 2008	City:	St. Louis, Missouri
Date Repaid <sup>1</sup> :	N/A	State:	Missouri

<sup>1</sup>If repayment was incremental, please enter the most recent repayment date.

American taxpayers are quite interested in knowing how banks have used the money that Treasury has invested under the Capital Purchase Program (CPP) and Community Development Capital Initiative (CDCI). To answer that question, Treasury is seeking responses that describe generally how the CPP/CDCI investment has affected the operation of your business. We understand that once received, the cash associated with TARP funding is indistinguishable from other cash sources, unless the funds were segregated, and therefore it may not be feasible to identify precisely how the CPP/CDCI investment was deployed or how many CPP/CDCI dollars were allocated to each use. Nevertheless, we ask you to provide as much information as you can about how you have used the capital Treasury has provided, and how your uses of that capital have changed over time. Treasury will be pairing this survey with a summary of certain balance sheet and other financial data from your institution's regulatory filings, so to the extent you find it helpful to do so, please feel free to refer to your institution's quarterly call reports to illustrate your answers. This is your opportunity to speak to the taxpayers in your own words, which will be posted on our website.

What specific ways did your institution utilize CPP/CDCI capital? Check all that apply and elaborate as appropriate, especially if the uses have shifted over time. Your responses should reflect actions taken over the past year (or for the portion of the year in which CPP/CDCI funds were outstanding).

<input checked="" type="checkbox"/>	Increase lending or reduce lending less than otherwise would have occurred.	First Bank is in a position and is actively seeking to increase its loan portfolio in various segments as a result of continued improvement in its liquidity and regulatory capital positions resulting from improved financial performance supported by the CPP funds.
<input checked="" type="checkbox"/>	To the extent the funds supported increased lending, please describe the major type of loans, if possible (residential mortgage loans, commercial mortgage loans, small business loans, etc.).	The CPP funds have provided First Bank the opportunity to continue to be an active lender in various loan portfolio segments. During 2012, First Bank originated \$876.2 million of new loans. In addition, First Bank sold \$442.5 million of residential mortgage loans into the secondary market in 2012.
<input checked="" type="checkbox"/>	Increase securities purchased (ABS, MBS, etc.).	First Bank has continued to actively increase and further diversify its investment securities portfolio to improve its net interest income and increase its available liquidity. First Bank's investment securities portfolio was \$2.68 billion at 12/31/12, compared to \$2.47 billion at 12/31/11.

<input type="checkbox"/>	Make other investments	
<input type="checkbox"/>	Increase reserves for non-performing assets	
<input checked="" type="checkbox"/>	Reduce borrowings	First Bank reduced its secured borrowings by \$735.7 million in 2010 primarily as a result of its strengthened liquidity position that had been successfully built in 2009 and 2010. First Bank has not borrowed any funds since 2010.
<input type="checkbox"/>	Increase charge-offs	
<input type="checkbox"/>	Purchase another financial institution or purchase assets from another financial institution	
<input type="checkbox"/>	Held as non-leveraged increase to total capital	

What actions were you able to avoid because of the capital infusion of CPP/CDCI funds?

The capital infusion of CPP funds by the U.S. Treasury in the amount of \$295.4 million, as well as the capital infusion of \$125.0 million by the voting shareholders in 2008, has assisted First Bank in maintaining its "well capitalized" status with regard to its regulatory capital ratios under the regulatory framework for Prompt Corrective Action provisions of the FDIC Improvement Act, which represents a critical element of First Bank's operating environment. By maintaining its "well capitalized" status, First Bank has been allowed the opportunity to have sufficient time to adopt and implement critical elements of its Capital Optimization Plan, or Capital Plan, which was developed and designed to improve the Company's regulatory capital ratios and financial performance through certain divestiture activities, asset reductions and expense reductions.

As disclosed in First Banks, Inc.'s U.S. Securities and Exchange Commission filings, the Company has been working since the beginning of 2008 to strengthen its regulatory capital ratios and improve its financial performance. First Banks, Inc. experienced operating losses in 2008, 2009, 2010 and 2011 that were significantly driven by substantial asset quality deterioration primarily resulting from the global economic recession as well as significantly reduced real estate values in most of the markets in which First Bank currently operates and/or previously operated, including California, Florida, Illinois, Missouri and Texas. As a result, First Banks, Inc. announced the adoption of its Capital Plan in August 2009. The Capital Plan was adopted in order to, among other things, preserve the Company's risk-based capital. As a result of the capital infusion of the CPP funds, First Bank was able to remain "well capitalized" and therefore, was able to avoid exiting certain loan products, such as home equity and 1-4 family residential mortgage loans. Furthermore, First Bank was able to avoid divesting of certain branch offices and/or business segments at sales prices that would have been substantially lower than the sales prices that First Bank has been able to generate subsequent to the capital infusion of CPP funds. In addition to the Capital Plan, the Company also developed several other plans, including a Profit Improvement Plan, a Liquidity Plan and an Asset Quality Improvement Plan. These plans were developed and designed to assist with the implementation of various business strategies developed to achieve earnings, growth and asset quality targets by expanding the deposit base; improving the net interest margin; increasing noninterest income; further diversifying the loan portfolio; substantially improving asset quality; controlling noninterest expenses; and closely monitoring and managing the overall liquidity position. Through management's successful implementation of various elements of the Company's Capital Plan in 2009, 2010, 2011 and 2012, First Bank improved its regulatory capital and liquidity positions. In addition, during 2012, both the Company and First Bank returned to profitability and posted earnings in each of the four quarters and for the year ended December 31, 2012.

What actions were you able to take that you may not have taken without the capital infusion of CPP/CDCI funds?

The CPP funds, along with the investment from the voting shareholders, have allowed First Banks, Inc. the opportunity to continue to successfully implement various elements of its previously announced Capital Plan, thereby contributing to its overall ability to continue to improve its financial performance, proceed through the significant and lengthy credit cycle that has contributed to substantial loan losses resulting from a number of borrower's inability and/or unwillingness to service their debt obligations to First Bank, and restore the Company's and First Bank's profitability. Without the CPP funds, First Bank may not have had sufficient time to successfully complete various elements of its Capital Plan, including certain divestiture activities, asset reductions and expense reductions.

The CPP funds have also allowed First Bank the opportunity to continue to lend in certain loan portfolio segments, further contributing to First Bank's ability to meet the financial needs of its customers. Additionally, as part of its Asset Quality Improvement Plan initiatives, First Bank has also been focused on reducing its overall concentration in certain real estate lending segments, primarily within its 1-4 family residential real estate construction and development loan portfolio. Consequently, the CPP funds have also provided First Bank with a number of opportunities to aggressively exit certain loan relationships in this loan portfolio segment in an effort to mitigate potential future losses in certain geographical sectors. In this regard, First Bank reduced its real estate construction and land development loan portfolio from \$1.57 billion at December 31, 2008 (representing 18.4% of its loan portfolio) to \$175.0 million at December 31, 2012 (representing 6.0% of its loan portfolio).

As previously described, First Bank is in a position and is actively seeking to increase its loan portfolio as a result of its improved liquidity and regulatory capital positions (as further described in more detail in other sections of this survey) and its restored profitability. In addition, First Bank has continued to actively renew existing commercial and consumer loans at maturity based on terms and conditions deemed appropriate for the respective borrowing relationships.

Please describe any other actions that you were able to undertake with the capital infusion of CPP/CDCI funds.

As previously mentioned, the CPP funds, along with the investment from the voting shareholders, have allowed First Banks, Inc. the opportunity to continue to successfully implement various elements of its Capital Plan, thereby contributing to its overall ability to continue to improve its financial performance, proceed through the significant and lengthy credit cycle that has contributed to substantial loan losses resulting from a number of borrower's inability and/or unwillingness to service their debt obligations to First Bank, and restore the Company's and First Bank's profitability. The CPP funds have also allowed First Bank the opportunity to continue to lend in certain loan portfolio segments, primarily the 1-4 family residential mortgage and home equity segments, and more recently, the commercial and industrial and commercial real estate segments, further contributing to First Bank's ability to meet the financial needs of its customers. Without the CPP funds, First Bank may not have had sufficient time to successfully complete various elements of its Capital Plan, including certain divestiture activities, asset reductions and expense reductions. In addition, First Bank may not have had the ability to continue its lending activities, which represent a primary component of its earnings power.

First Bank's regulatory capital ratios have continued to improve subsequent to the receipt of the CPP funds. A summary of First Bank's regulatory capital ratios as of December 31, 2008, 2009, 2010, 2011 and 2012 is as follows:

	12/31/08 (1)	12/31/09	12/31/10	12/31/11	12/31/12
Total Capital Ratio	11.01%	10.39%	12.95%	14.98%	17.18%
Tier 1 Ratio (to risk-weighted assets)	9.75%	9.11%	11.66%	13.70%	15.92%
Tier 1 Ratio (to average assets)	8.85%	6.56%	7.40%	8.19%	9.13%

(1) First Bank's regulatory capital ratios as of December 31, 2008 presented above reflect the investment of \$200.0 million of CPP funds on December 31, 2008. Excluding this investment, First Bank's Total Capital Ratio, Tier 1 Ratio (to risk-weighted assets) and Tier 1 Ratio (to average assets) would have been 8.90%, 7.64% and 6.94%, respectively.