

**EXHIBIT "A"  
BID FORM**

**TO:** Federal Deposit Insurance Corporation  
1910 Pacific Avenue - Suite 12092  
Dallas, Texas 75201

Attention: Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:**

**BID FOR:** NetBank  
Alpharetta, GA (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 Agreement and a Loan Sale Agreement.

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

- I. Omitted
- II. Purchase and Assumption Bid

The Potential Acquirer is: ING Bank, fsb Wilmington, DE  
(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 "( )".

A. Deposit Franchise Transaction (All Offices):

The bid amount is:

Insured Deposits Only 1.0 % of Assumed Deposits.

B. Loan Pool Purchase Options with the Deposit Franchise  
(LOAN POOLS LISTED IN SECTION III.A. AND SECTION III.D.)

- Exercise the option to purchase certain or all Loan Pools
- Waive the option to purchase certain or all Loan Pools



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

- 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.

**C. NetBank Business Finance**

If you are the winning bidder for Loan Pool 220 (Lease Portfolio – NBF), you are also given the option to acquire and assume all other assets and liabilities associated with or utilized by NetBank Business Finance. This will include;

- (1) being assigned the lease for the premises utilized by NetBank Business Finance;
- (2) assuming the leases for or purchasing all furniture, fixtures, and equipment located at the premises utilized by NetBank Business Finance;
- (3) assuming all contracts and any other agreements associated with or utilized by NetBank Business Finance; and
- (4) purchasing all other assets and assuming all other liabilities associated with or utilized by NetBank Business Finance which appears on the books and records of either the Failed Bank or NetBank Business Finance.

The price for any asset purchased pursuant to this option shall be its Book Value and shall be in addition to the amount paid for Loan Pool 220 (Lease Portfolio – NBF).

If you are the winning bidder for Loan Pool 220 (Lease Portfolio – NBF), you will:

- Exercise the foregoing option.
- Waive the foregoing option.

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

**D. Shared Loss Pool Purchase**

- 110 SFR Non-Jumbo Fixed Alt Docs Loans – Everhome
- 130 SFR Non-Jumbo ARMS Alt Docs Loans – Everhome
- 150 SFR Jumbo Fixed Alt Docs Loans – Everhome
- 170 SFR Jumbo ARM Alt Docs Loans – Everhome
- 180 SFR Sub-Prime First Lien - Everhome
- 200 I/O Jumbo & Non-Jumbo ARMS Full & Alt Docs -Everhome
- 202 I/O Non-Jumbo ARMS Alt Doc – Everhome
- 204 I/O Jumbo & Option ARMS Full Docs - Everhome
- 206 I/O Non-Jumbo ARM Alt Doc Loans - Everhome

\_\_\_\_\_ % of Combined Book Value for all nine (9) Pools.

- Bid on the Shared Loss Loan Pool is linked to the deposit franchise bid.
- Bid on the Shared Loss Loan Pool is not linked to the deposit franchise bid.

This is bid number _____ of _____ bids submitted.
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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

ING Bank, fsb

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:

ING DIRECT Bancorp

Address of holding company:

One South Orange Street

Wilmington, DE 19801

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: Stephan Klee

Title: Head of Management Reporting and Enterprise Development

Address: One South Orange Street

Wilmington, DE 19801

Telephone: (302) 255-3029 (office)

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

Facsimile: \_\_\_\_\_

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

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 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**ING Bank, fsb  
\_\_\_\_\_



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

By:   
(signature)  
Name: Stephan Klee  
Title: Head of Management Reporting and Enterprise Development  
Date: September 26, 2007

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**EXHIBIT "A"**  
**BID FORM**

**TO:** Federal Deposit Insurance Corporation  
1910 Pacific Avenue - Suite 12092  
Dallas, Texas 75201

Attention: Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:** EverBank

**BID FOR:** NetBank  
Alpharetta, GA (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 Agreement and a Loan Sale Agreement.

This is bid number 1  
of 6 bids submitted.

- 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.

**C. NetBank Business Finance**

If you are the winning bidder for Loan Pool 220 (Lease Portfolio – NBF), you are also given the option to acquire and assume all other assets and liabilities associated with or utilized by NetBank Business Finance. This will include;

- (1) being assigned the lease for the premises utilized by NetBank Business Finance;
- (2) assuming the leases for or purchasing all furniture, fixtures, and equipment located at the premises utilized by NetBank Business Finance;
- (3) assuming all contracts and any other agreements associated with or utilized by NetBank Business Finance; and
- (4) purchasing all other assets and assuming all other liabilities associated with or utilized by NetBank Business Finance which appears on the books and records of either the Failed Bank or NetBank Business Finance.

The price for any asset purchased pursuant to this option shall be its Book Value and shall be in addition to the amount paid for Loan Pool 220 (Lease Portfolio – NBF).

If you are the winning bidder for Loan Pool 220 (Lease Portfolio – NBF), you will:

N/A

- Exercise the foregoing option.
- Waive the foregoing option.

This is bid number <u>1</u> of <u>6</u> bids submitted.
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**D. Shared Loss Pool Purchase**

- 110 SFR Non-Jumbo Fixed Alt Docs Loans – Everhome
- 130 SFR Non-Jumbo ARMS Alt Docs Loans – Everhome
- 150 SFR Jumbo Fixed Alt Docs Loans – Everhome
- 170 SFR Jumbo ARM Alt Docs Loans – Everhome
- 180 SFR Sub-Prime First Lien - Everhome
- 200 I/O Jumbo & Non-Jumbo ARMS Full & Alt Docs -Everhome
- 202 I/O Non-Jumbo ARMS Alt Doc – Everhome
- 204 I/O Jumbo & Option ARMS Full Docs - Everhome
- 206 I/O Non-Jumbo ARM Alt Doc Loans - Everhome

88.5% of Combined Book Value for all nine (9) Pools.

Bid is based on assumption that the Maximum Loss Share Obligation is \$28,500,000

- Bid on the Shared Loss Loan Pool is linked to the deposit franchise bid.
- Bid on the Shared Loss Loan Pool is not linked to the deposit franchise bid.
- Bid on Shared Loss Loan Pool is linked to Loan Pools on Page 3

This is bid number 1  
of 6 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

EverBank

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:

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EXHIBIT "A"  
BID FORM

**TO:** Federal Deposit Insurance Corporation  
1910 Pacific Avenue - Suite 12092  
Dallas, Texas 75201  
  
Attention: Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:** Ever Bank

**BID FOR:** NetBank  
Alpharetta, GA (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 Agreement and a Loan Sale Agreement.

This is bid number 2  
of 6 bids submitted.

I. Omitted

II. Purchase and Assumption Bid

The Potential Acquirer is: EverBank Jacksonville, Florida  
(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 "( )".

A. Deposit Franchise Transaction (All Offices):

The bid amount is: No Bid - Loan Asset Bid Only

Insured Deposits Only \_\_\_\_\_ % of Assumed Deposits.

B. Loan Pool Purchase Options with the Deposit Franchise  
(LOAN POOLS LISTED IN SECTION III.A. AND SECTION III.D.)

Exercise the option to purchase certain or all Loan Pools

Waive the option to purchase certain or all Loan Pools

Loan Asset Bid only

This is bid number 2 of 6 bids submitted.

III. Loan Pool Purchase

A. The Potential Acquirer is: EverBank Jacksonville Florida  
(Name, City, State)

Loan Pools

110	SFR Non-Jumbo Fixed Alt Docs Loans - Everhome	<u>86.0</u> %	of Book Value.
120	SFR Non-Jumbo Fixed Alt Docs Loans - Not Everhome	<u>86.0</u> %	of Book Value.
130	SFR Non-Jumbo ARMS Alt Docs Loans - Everhome	<u>86.0</u> %	of Book Value.
140	SFR Non-Jumbo ARMS Alt Docs Loans - Not Everhome	<u>86.0</u> %	of Book Value.
150	SFR Jumbo Fixed Alt Docs Loans - Everhome	<u>86.0</u> %	of Book Value.
170	SFR Jumbo ARM Alt Docs Loans - Everhome	<u>86.0</u> %	of Book Value.
175	SFR Jumbo ARM Alt Docs Loans - Not Everhome	<u>86.0</u> %	of Book Value.
180	SFR Sub-Prime First Lien - Everhome	<u>86.0</u> %	of Book Value.
190	SFR Sub-Prime Second Lien - Everhome	<u>86.0</u> %	of Book Value.
200	I/O Jumbo & Non-Jumbo ARMS Full & Alt Docs -Everhome	<u>86.0</u> %	of Book Value.
202	I/O Non-Jumbo ARMS Alt Doc - Everhome	<u>86.0</u> %	of Book Value.
204	I/O Jumbo & Option ARMS Full Docs - Everhome	<u>86.0</u> %	of Book Value.
206	I/O Non-Jumbo ARM Alt Doc Loans - Everhome	<u>86.0</u> %	of Book Value.
210	Government Loans FHA / VA Loans - Everhome	<u>86.0</u> %	of Book Value.
220	Lease Portfolio - NBF	<u>No Bid</u> %	of Book Value.*
230	All Other Secured Commercial	<u>No Bid</u> %	of Book Value.
240	2nd Mortgage SFR Consumer - Everhome	<u>86.0</u> %	of Book Value.
245	2nd Mtg SFR Consumer- Not Everhome	<u>86.0</u> %	of Book Value.
250	Home Equity Line of Credit - GMAC	<u>86.0</u> %	of Book Value.
252	Home Equity Line Of Credit - Everhome	<u>86.0</u> %	of Book Value.
255	HELOCs - Not Everhome or GMAC	<u>86.0</u> %	of Book Value.
260	Other Secured Consumer - SST	<u>No Bid</u> %	of Book Value.
280	Community Reinvestment - Net Bank	<u>No Bid</u> %	of Book Value.

\* By bidding on Loan Pool 220, you agree to assume certain liabilities and to purchase certain other assets as more fully described in the Bid Instructions.

B. 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.



This is bid number 2  
of 6 bids submitted.

- 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.

**C. NetBank Business Finance**

If you are the winning bidder for Loan Pool 220 (Lease Portfolio – NBF), you are also given the option to acquire and assume all other assets and liabilities associated with or utilized by NetBank Business Finance. This will include;

- (1) being assigned the lease for the premises utilized by NetBank Business Finance;
- (2) assuming the leases for or purchasing all furniture, fixtures, and equipment located at the premises utilized by NetBank Business Finance;
- (3) assuming all contracts and any other agreements associated with or utilized by NetBank Business Finance; and
- (4) purchasing all other assets and assuming all other liabilities associated with or utilized by NetBank Business Finance which appears on the books and records of either the Failed Bank or NetBank Business Finance.

The price for any asset purchased pursuant to this option shall be its Book Value and shall be in addition to the amount paid for Loan Pool 220 (Lease Portfolio – NBF).

If you are the winning bidder for Loan Pool 220 (Lease Portfolio – NBF), you will:

- Exercise the foregoing option.
  - Waive the foregoing option.
- N/A

This is bid number 2  
of 6 bids submitted.

**D. Shared Loss Pool Purchase**

- 110 SFR Non-Jumbo Fixed Alt Docs Loans - Everhome
- 130 SFR Non-Jumbo ARMS Alt Docs Loans - Everhome
- 150 SFR Jumbo Fixed Alt Docs Loans - Everhome
- 170 SFR Jumbo ARM Alt Docs Loans - Everhome
- 180 SFR Sub-Prime First Lien - Everhome
- 200 I/O Jumbo & Non-Jumbo ARMS Full & Alt Docs - Everhome
- 202 I/O Non-Jumbo ARMS Alt Doc - Everhome
- 204 I/O Jumbo & Option ARMS Full Docs - Everhome
- 206 I/O Non-Jumbo ARM Alt Doc Loans - Everhome

NO 610% of Combined Book Value for all nine (9) Pools.

- Bid on the Shared Loss Loan Pool is linked to the deposit franchise bid.
- Bid on the Shared Loss Loan Pool is not linked to the deposit franchise bid.

This is bid number 2  
of 6 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

EverBank

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 2  
of 6 bids submitted.

cc: Name:

Thomas A. Hajda

#### **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.

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**

EverBank

This is bid number 2  
of 6 bids submitted.

By: W. Blake Wilson  
(signature)  
Name: W. Blake Wilson  
Title: President and Chief Financial Officer  
Date: September 26, 2007

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**EXHIBIT "A"**  
**BID FORM**

**TO:** Federal Deposit Insurance Corporation  
1910 Pacific Avenue - Suite 12092  
Dallas, Texas 75201

Attention: Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:** EverBank

**BID FOR:** NetBank  
Alpharetta, GA (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 Agreement and a Loan Sale Agreement.

This is bid number 3  
of 6 bids submitted.

- I. Omitted
- II. Purchase and Assumption Bid

The Potential Acquirer is: EverBank, Jacksonville, Florida  
(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 "(").

A. Deposit Franchise Transaction (All Offices):

The bid amount is: NO BID

Insured Deposits Only NO BID % of Assumed Deposits.

B. Loan Pool Purchase Options with the Deposit Franchise  
(LOAN POOLS LISTED IN SECTION III.A. AND SECTION III.D.)

- Exercise the option to purchase certain or all Loan Pools
- Waive the option to purchase certain or all Loan Pools
- Loan asset bid only

This is bid number 3  
of 6 bids submitted.

III. Loan Pool Purchase

A. The Potential Acquirer is: EverBank, Jacksonville, Florida  
(Name, City, State)

Loan Pools

110	SFR Non-Jumbo Fixed Alt Docs Loans – Everhome	<u>92.50%</u>	of Book Value.
120	SFR Non-Jumbo Fixed Alt Docs Loans – Not Everhome	<u>NO 0.00%</u>	of Book Value.
130	SFR Non-Jumbo ARMS Alt Docs Loans – Everhome	<u>92.50%</u>	of Book Value.
140	SFR Non-Jumbo ARMS Alt Docs Loans – Not Everhome	<u>NO 0.00%</u>	of Book Value.
150	SFR Jumbo Fixed Alt Docs Loans – Everhome	<u>92.50%</u>	of Book Value.
170	SFR Jumbo ARM Alt Docs Loans – Everhome	<u>92.50%</u>	of Book Value.
175	SFR Jumbo ARM Alt Docs Loans - Not Everhome	<u>NO 0.00%</u>	of Book Value.
180	SFR Sub-Prime First Lien - Everhome	<u>NO 0.00%</u>	of Book Value.
190	SFR Sub-Prime Second Lien – Everhome	<u>NO 0.00%</u>	of Book Value.
200	I/O Jumbo & Non-Jumbo ARMS Full & Alt Docs -Everhome	<u>92.50%</u>	of Book Value.
202	I/O Non-Jumbo ARMS Alt Doc – Everhome	<u>92.50%</u>	of Book Value.
204	I/O Jumbo & Option ARMS Full Docs - Everhome	<u>92.50%</u>	of Book Value.
206	I/O Non-Jumbo ARM Alt Doc Loans - Everhome	<u>92.50%</u>	of Book Value.
210	Government Loans FHA / VA Loans – Everhome	<u>92.50%</u>	of Book Value.
220	Lease Portfolio - NBF	<u>NO 0.00%</u>	of Book Value.*
230	All Other Secured Commercial	<u>NO 0.00%</u>	of Book Value.
240	2nd Mortgage SFR Consumer - Everhome	<u>92.50%</u>	of Book Value.
245	2nd Mtg SFR Consumer- Not Everhome	<u>NO 0.00%</u>	of Book Value.
250	Home Equity Line of Credit - GMAC	<u>NO 0.00%</u>	of Book Value.
252	Home Equity Line Of Credit – Everhome	<u>92.50%</u>	of Book Value.
255	HBLOCs - Not Everhome or GMAC	<u>92.50%</u>	of Book Value.
260	Other Secured Consumer - SST	<u>NO 0.00%</u>	of Book Value.
280	Community Reinvestment - Net Bank	<u>NO 0.00%</u>	of Book Value.

\* By bidding on Loan Pool 220, you agree to assume certain liabilities and to purchase certain other assets as more fully described in the Bid Instructions.

B. 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.



This is bid number 3  
of 6 bids submitted.

**D. Shared Loss Pool Purchase**

- 110 SFR Non-Jumbo Fixed Alt Docs Loans – Everhome
- 130 SFR Non-Jumbo ARMS Alt Docs Loans – Everhome
- 150 SFR Jumbo Fixed Alt Docs Loans – Everhome
- 170 SFR Jumbo ARM Alt Docs Loans – Everhome
- 180 SFR Sub-Prime First Lien - Everhome
- 200 I/O Jumbo & Non-Jumbo ARMS Full & Alt Docs -Everhome
- 202 I/O Non-Jumbo ARMS Alt Doc – Everhome
- 204 I/O Jumbo & Option ARMS Full Docs - Everhome
- 206 I/O Non-Jumbo ARM Alt Doc Loans - Everhome

10.612 % of Combined Book Value for all nine (9) Pools.

- Bid on the Shared Loss Loan Pool is linked to the deposit franchise bid.
- Bid on the Shared Loss Loan Pool is not linked to the deposit franchise bid.

This is bid number 3  
of 6 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

EverBank

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 3  
of 6 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: W. Blake Wilson

Title: President and Chief Financial Officer

Address: 501 Riverside Avenue, 12th Floor

Jacksonville, Florida 32202

\_\_\_\_\_

Telephone: (904) 623-8103 (office)

~~XXXXXXXXXXXX~~ (other)

Facsimile: (904) 623-8100

This is bid number 3  
of 6 bids submitted.

cc: Name:

Thomas A. Hajda

#### 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.

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

EverBank

This is bid number 3  
of 6 bids submitted.

By: W. Blake Wilson  
(signature)  
Name: W. Blake Wilson  
Title: President and Chief Financial Officer  
Date: September 26, 2007

4/4

EXHIBIT "A"  
BID FORM

**TO:** Federal Deposit Insurance Corporation  
1910 Pacific Avenue - Suite 12092  
Dallas, Texas 75201

**Attention:** Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:** EverBank

**BID FOR:** NetBank  
Alpharetta, GA (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 Agreement and a Loan Sale Agreement.

This is bid number 4  
of 6 bids submitted.

- I. Omitted
- II. Purchase and Assumption Bid

The Potential Acquirer is: EverBank Jacksonville, Florida  
(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 "( )".

A. Deposit Franchise Transaction (All Offices):

The bid amount is:

Insured Deposits Only 0 % of Assumed Deposits. (Par Bid)

B. Loan Pool Purchase Options with the Deposit Franchise  
(LOAN POOLS LISTED IN SECTION III.A. AND SECTION III.D.)

Exercise the option to purchase certain or all Loan Pools  
Waive the option to purchase certain or all Loan Pools

This is bid number 4  
of 6 bids submitted.

**III. Loan Pool Purchase**

A. The Potential Acquirer is: EverBank Jacksonville, Florida  
(Name, City, State)

**Loan Pools**

110	SFR Non-Jumbo Fixed Alt Docs Loans – Everhome	<u>          </u>	% of Book Value.
120	SFR Non-Jumbo Fixed Alt Docs Loans – Not Everhome	<u>81.94</u>	% of Book Value.
130	SFR Non-Jumbo ARMS Alt Docs Loans – Everhome	<u>          </u>	% of Book Value.
140	SFR Non-Jumbo ARMS Alt Docs Loans – Not Everhome	<u>81.94</u>	% of Book Value.
150	SFR Jumbo Fixed Alt Docs Loans – Everhome	<u>          </u>	% of Book Value.
170	SFR Jumbo ARM Alt Docs Loans – Everhome	<u>          </u>	% of Book Value.
175	SFR Jumbo ARM Alt Docs Loans - Not Everhome	<u>81.94</u>	% of Book Value.
180	SFR Sub-Prime First Lien - Everhome	<u>          </u>	% of Book Value.
190	SFR Sub-Prime Second Lien – Everhome	<u>81.94</u>	% of Book Value.
200	I/O Jumbo & Non-Jumbo ARMS Full & Alt Docs -Everhome	<u>          </u>	% of Book Value.
202	I/O Non-Jumbo ARMS Alt Doc – Everhome	<u>          </u>	% of Book Value.
204	I/O Jumbo & Option ARMS Full Docs - Everhome	<u>          </u>	% of Book Value.
206	I/O Non-Jumbo ARM Alt Doc Loans - Everhome	<u>          </u>	% of Book Value.
210	Government Loans FHA / VA Loans – Everhome	<u>81.94</u>	% of Book Value.
220	Lease Portfolio - NBF	<u>          </u>	% of Book Value.*
230	All Other Secured Commercial	<u>          </u>	% of Book Value.
240	2nd Mortgage SFR Consumer - Everhome	<u>81.94</u>	% of Book Value.
245	2nd Mtg SFR Consumer- Not Everhome	<u>81.94</u>	% of Book Value.
250	Home Equity Line of Credit - GMAC	<u>81.94</u>	% of Book Value.
252	Home Equity Line Of Credit – Everhome	<u>81.94</u>	% of Book Value.
255	HELOCs - Not Everhome or GMAC	<u>81.94</u>	% of Book Value.
260	Other Secured Consumer - SST	<u>          </u>	% of Book Value.
280	Community Reinvestment - Net Bank	<u>          </u>	% of Book Value.

\* By bidding on Loan Pool 220, you agree to assume certain liabilities and to purchase certain other assets as more fully described in the Bid Instructions.

B. **Note: Linked Bids**

Bids on the above Loan Pools:

- are linked to each other and are linked to share Loan Pools on Page 5  
 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.



N/A

Exercise the foregoing option.  
 Waive the foregoing option.

will:

If you are the winning bidder for Loan Pool 220 (Lease Portfolio - NBF), you

and shall be in addition to the amount paid for Loan Pool 220 (Lease Portfolio - NBF).  
The price for any asset purchased pursuant to this option shall be its Book Value

- (1) being assigned the lease for the premises utilized by NetBank Business Finance;
- (2) assuming the leases for or purchasing all furniture, fixtures, and equipment located at the premises utilized by NetBank Business Finance;
- (3) assuming all contracts and any other agreements associated with or utilized by NetBank Business Finance; and
- (4) purchasing all other assets and assuming all other liabilities associated with or utilized by NetBank Business Finance which appears on the books and records of either the Failed Bank or NetBank Business Finance.

If you are the winning bidder for Loan Pool 220 (Lease Portfolio - NBF), you are also given the option to acquire and assume all other assets and liabilities associated with or utilized by NetBank Business Finance. This will include;

C. NetBank Business Finance

- 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.

This is bid number 4 of 6 bids submitted.

This is bid number 4  
of 6 bids submitted.

**D. Shared Loss Pool Purchase**

- 110 SFR Non-Jumbo Fixed Alt Docs Loans - Everhome
- 130 SFR Non-Jumbo ARMS Alt Docs Loans - Everhome
- 150 SFR Jumbo Fixed Alt Docs Loans - Everhome
- 170 SFR Jumbo ARM Alt Docs Loans - Everhome
- 180 SFR Sub-Prime First Lien - Everhome
- 200 I/O Jumbo & Non-Jumbo ARMS Full & Alt Docs - Everhome
- 202 I/O Non-Jumbo ARMS Alt Doc - Everhome
- 204 I/O Jumbo & Option ARMS Full Docs - Everhome
- 206 I/O Non-Jumbo ARM Alt Doc Loans - Everhome

81.94% of Combined Book Value for all nine (9) Pools.

*Bid is based on assumption that the Maximum Loss Share Obligation is \$28,500,000*

- Bid on the Shared Loss Loan Pool is linked to the deposit franchise bid.
- Bid on the Shared Loss Loan Pool is not linked to the deposit franchise bid.

*(X) Bid on shared loss loan pool is linked to Loan Pools on Page 3*

This is bid number 4  
of 6 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

EverBank

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 4  
of 6 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: W. Blake Wilton

Title: President and Chief Financial Officer

Address: 501 Riverside Avenue, 12th Floor  
Jacksonville, Florida 32202

Telephone: (904) 623-8103 (office)

~~XXXXXXXXXX~~ (other)

Facsimile: (904) 623-8100

This is bid number <u>4</u> of <u>6</u> bids submitted.
--

cc: Name:

Thomas A. Hajda**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.

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**EverBank

This is bid number 4  
of 6 bids submitted.

By: W. Blake Wilton  
(signature)  
Name: W. Blake Wilton  
Title: President and Chief Financial Officer  
Date: September 26, 2007

5/4

**EXHIBIT "A"**  
**BID FORM**

**TO:** Federal Deposit Insurance Corporation  
1910 Pacific Avenue - Suite 12092  
Dallas, Texas 75201

Attention: Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:** EverBank

**BID FOR:** NetBank  
Alpharetta, GA (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 Agreement and a Loan Sale Agreement.

This is bid number 5  
of 6 bids submitted.

- I. Omitted
- II. Purchase and Assumption Bid

The Potential Acquirer is: EverBank, Jacksonville, Florida  
(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 "( )".

A. Deposit Franchise Transaction (All Offices):

The bid amount is:

Insured Deposits Only 0 % of Assumed Deposits. Par Bid

B. Loan Pool Purchase Options with the Deposit Franchise  
(LOAN POOLS LISTED IN SECTION III.A. AND SECTION III.D.)

- Exercise the option to purchase certain or all Loan Pools
- Waive the option to purchase certain or all Loan Pools



This is bid number 5  
of 16 bids submitted.

**III. Loan Pool Purchase**

A. The Potential Acquirer is: EverBank, Jacksonville, Florida  
(Name, City, State)

**Loan Pools**

110	SFR Non-Jumbo Fixed Alt Docs Loans – Everhome	<u>79.44%</u>	of Book Value.
120	SFR Non-Jumbo Fixed Alt Docs Loans – Not Everhome	<u>79.44%</u>	of Book Value.
130	SFR Non-Jumbo ARMS Alt Docs Loans – Everhome	<u>79.44%</u>	of Book Value.
140	SFR Non-Jumbo ARMS Alt Docs Loans – Not Everhome	<u>79.44%</u>	of Book Value.
150	SFR Jumbo Fixed Alt Docs Loans – Everhome	<u>79.44%</u>	of Book Value.
170	SFR Jumbo ARM Alt Docs Loans – Everhome	<u>79.44%</u>	of Book Value.
175	SFR Jumbo ARM Alt Docs Loans - Not Everhome	<u>79.44%</u>	of Book Value.
180	SFR Sub-Prime First Lien - Everhome	<u>79.44%</u>	of Book Value.
190	SFR Sub-Prime Second Lien – Everhome	<u>79.44%</u>	of Book Value.
200	I/O Jumbo & Non-Jumbo ARMS Full & Alt Docs -Everhome	<u>79.44%</u>	of Book Value.
202	I/O Non-Jumbo ARMS Alt Doc – Everhome	<u>79.44%</u>	of Book Value.
204	I/O Jumbo & Option ARMS Full Docs - Everhome	<u>79.44%</u>	of Book Value.
206	I/O Non-Jumbo ARM Alt Doc Loans - Everhome	<u>79.44%</u>	of Book Value.
210	Government Loans FHA / VA Loans – Everhome	<u>79.44%</u>	of Book Value.
220	Lease Portfolio - NBF	<u>No Bid %</u>	of Book Value.*
230	All Other Secured Commercial	<u>No Bid %</u>	of Book Value.
240	2nd Mortgage SFR Consumer - Everhome	<u>79.44%</u>	of Book Value.
245	2nd Mtg SFR Consumer- Not Everhome	<u>79.44%</u>	of Book Value.
250	Home Equity Line of Credit - GMAC	<u>79.44%</u>	of Book Value.
252	Home Equity Line Of Credit – Everhome	<u>79.44%</u>	of Book Value.
255	HELOCs - Not Everhome or GMAC	<u>79.44%</u>	of Book Value.
260	Other Secured Consumer - SST	<u>No Bid %</u>	of Book Value.
280	Community Reinvestment - Net Bank	<u>No Bid %</u>	of Book Value.

\* By bidding on Loan Pool 220, you agree to assume certain liabilities and to purchase certain other assets as more fully described in the Bid Instructions.

B. **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.

This is bid number 5  
of 6 bids submitted.

- 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.

**C. NetBank Business Finance**

If you are the winning bidder for Loan Pool 220 (Lease Portfolio – NBF), you are also given the option to acquire and assume all other assets and liabilities associated with or utilized by NetBank Business Finance. This will include;

- (1) being assigned the lease for the premises utilized by NetBank Business Finance;
- (2) assuming the leases for or purchasing all furniture, fixtures, and equipment located at the premises utilized by NetBank Business Finance;
- (3) assuming all contracts and any other agreements associated with or utilized by NetBank Business Finance; and
- (4) purchasing all other assets and assuming all other liabilities associated with or utilized by NetBank Business Finance which appears on the books and records of either the Failed Bank or NetBank Business Finance.

The price for any asset purchased pursuant to this option shall be its Book Value and shall be in addition to the amount paid for Loan Pool 220 (Lease Portfolio – NBF).

If you are the winning bidder for Loan Pool 220 (Lease Portfolio – NBF), you will:

- N/A  Exercise the foregoing option.
- Waive the foregoing option.

This is bid number 5  
of 6 bids submitted.

**D. Shared Loss Pool Purchase**

- 110 SFR Non-Jumbo Fixed Alt Docs Loans – Everhome
- 130 SFR Non-Jumbo ARMS Alt Docs Loans – Everhome
- 150 SFR Jumbo Fixed Alt Docs Loans – Everhome
- 170 SFR Jumbo ARM Alt Docs Loans – Everhome
- 180 SFR Sub-Prime First Lien - Everhome
- 200 I/O Jumbo & Non-Jumbo ARMS Full & Alt Docs -Everhome
- 202 I/O Non-Jumbo ARMS Alt Doc – Everhome
- 204 I/O Jumbo & Option ARMS Full Docs - Everhome
- 206 I/O Non-Jumbo ARM Alt Doc Loans - Everhome

No Bid % of Combined Book Value for all nine (9) Pools.

N/A

- Bid on the Shared Loss Loan Pool is linked to the deposit franchise bid.
- Bid on the Shared Loss Loan Pool is not linked to the deposit franchise bid.

This is bid number 5  
of 6 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

\_\_\_\_\_

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 5  
of 6 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: W. Blake Wilson

Title: President and Chief Financial Officer

Address: 501 Riverside Avenue, 12th Floor

Jacksonville, Florida 32202

\_\_\_\_\_

Telephone: (904) 623-8103 (office)

~~XXXXXXXXXXXX~~ (other)

Facsimile: (904) 623-8100

This is bid number <u>5</u> of <u>6</u> bids submitted.
--

cc: Name:

Thomas A. Hajda**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.

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**EverBank

This is bid number 5  
of 6 bids submitted.

By: W. Blake Wilson  
(signature)  
Name: W. Blake Wilson  
Title: President and Chief Financial Officer  
Date: September 26, 2007

6/4

**EXHIBIT "A"  
BID FORM**

**TO:** Federal Deposit Insurance Corporation  
1910 Pacific Avenue - Suite 12092  
Dallas, Texas 75201  
  
Attention: Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:** EverBank

**BID FOR:** NetBank  
Alpharetta, GA (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 Agreement and a Loan Sale Agreement.



This is bid number 6  
of 6 bids submitted.

I. Omitted

II. Purchase and Assumption Bid

The Potential Acquirer is: EverBank, Jacksonville, Florida  
(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 "( )".

A. Deposit Franchise Transaction (All Offices):

The bid amount is:

Insured Deposits Only 0 % of Assumed Deposits. (PAR BCD)

B. Loan Pool Purchase Options with the Deposit Franchise  
(LOAN POOLS LISTED IN SECTION III.A. AND SECTION III.D.)

- Exercise the option to purchase certain or all Loan Pools
- Waive the option to purchase certain or all Loan Pools

This is bid number 6  
of 6 bids submitted.

III. Loan Pool Purchase

A. The Potential Acquirer is: EverBank Jacksonville, Florida  
(Name, City, State)

Loan Pools

110	SFR Non-Jumbo Fixed Alt Docs Loans – Everhome	<u>84.25%</u>	of Book Value.
120	SFR Non-Jumbo Fixed Alt Docs Loans – Not Everhome	_____	% of Book Value.
130	SFR Non-Jumbo ARMS Alt Docs Loans – Everhome	<u>84.25%</u>	of Book Value.
140	SFR Non-Jumbo ARMS Alt Docs Loans – Not Everhome	_____	% of Book Value.
150	SFR Jumbo Fixed Alt Docs Loans – Everhome	<u>84.25%</u>	of Book Value.
170	SFR Jumbo ARM Alt Docs Loans – Everhome	<u>84.25%</u>	of Book Value.
175	SFR Jumbo ARM Alt Docs Loans - Not Everhome	_____	% of Book Value.
180	SFR Sub-Prime First Lien - Everhome	_____	% of Book Value.
190	SFR Sub-Prime Second Lien – Everhome	_____	% of Book Value.
200	I/O Jumbo & Non-Jumbo ARMS Full & Alt Docs -Everhome	<u>84.25%</u>	of Book Value.
202	I/O Non-Jumbo ARMS Alt Doc – Everhome	<u>84.25%</u>	of Book Value.
204	I/O Jumbo & Option ARMS Full Docs - Everhome	<u>84.25%</u>	of Book Value.
206	I/O Non-Jumbo ARM Alt Doc Loans - Everhome	<u>84.25%</u>	of Book Value.
210	Government Loans FHA / VA Loans – Everhome	<u>84.25%</u>	of Book Value.
220	Lease Portfolio - NBF	_____	% of Book Value.*
230	All Other Secured Commercial	_____	% of Book Value.
240	2nd Mortgage SFR Consumer - Everhome	<u>84.25%</u>	of Book Value.
245	2nd Mtg SFR Consumer- Not Everhome	_____	% of Book Value.
250	Home Equity Line of Credit - GMAC	_____	% of Book Value.
252	Home Equity Line Of Credit – Everhome	<u>84.25%</u>	of Book Value.
255	HELOCs - Not Everhome or GMAC	<u>84.25%</u>	of Book Value.
260	Other Secured Consumer - SST	_____	% of Book Value.
280	Community Reinvestment - Net Bank	_____	% of Book Value.

\* By bidding on Loan Pool 220, you agree to assume certain liabilities and to purchase certain other assets as more fully described in the Bid Instructions.

B. 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.

This is bid number 6  
of 6 bids submitted.

- 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.

**C. NetBank Business Finance**

If you are the winning bidder for Loan Pool 220 (Lease Portfolio – NBF), you are also given the option to acquire and assume all other assets and liabilities associated with or utilized by NetBank Business Finance. This will include;

- (1) being assigned the lease for the premises utilized by NetBank Business Finance;
- (2) assuming the leases for or purchasing all furniture, fixtures, and equipment located at the premises utilized by NetBank Business Finance;
- (3) assuming all contracts and any other agreements associated with or utilized by NetBank Business Finance; and
- (4) purchasing all other assets and assuming all other liabilities associated with or utilized by NetBank Business Finance which appears on the books and records of either the Failed Bank or NetBank Business Finance.

The price for any asset purchased pursuant to this option shall be its Book Value and shall be in addition to the amount paid for Loan Pool 220 (Lease Portfolio – NBF).

If you are the winning bidder for Loan Pool 220 (Lease Portfolio – NBF), you will:

- Exercise the foregoing option.
- Waive the foregoing option.

This is bid number 6  
of 6 bids submitted.

**D. Shared Loss Pool Purchase**

- 110 SFR Non-Jumbo Fixed Alt Docs Loans – Everhome
- 130 SFR Non-Jumbo ARMS Alt Docs Loans – Everhome
- 150 SFR Jumbo Fixed Alt Docs Loans – Everhome
- 170 SFR Jumbo ARM Alt Docs Loans – Everhome
- 180 SFR Sub-Prime First Lien - Everhome
- 200 I/O Jumbo & Non-Jumbo ARMS Full & Alt Docs -Everhome
- 202 I/O Non-Jumbo ARMS Alt Doc – Everhome
- 204 I/O Jumbo & Option ARMS Full Docs - Everhome
- 206 I/O Non-Jumbo ARM Alt Doc Loans - Everhome

NO BID % of Combined Book Value for all nine (9) Pools.

- Bid on the Shared Loss Loan Pool is linked to the deposit franchise bid.
- Bid on the Shared Loss Loan Pool is not linked to the deposit franchise bid.

This is bid number 6  
of 6 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

Ever 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 6  
of 6 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: W. Blake Wilson

Title: President and Chief Financial Officer

Address: 501 Riverside Avenue, 12th Floor  
Jacksonville, Florida 32202

\_\_\_\_\_

Telephone: (904) 623-8103 (office)

~~XXXXXXXXXX~~ (other)

Facsimile: (904) 623-8100

This is bid number <u>6</u> of <u>6</u> bids submitted.
--

cc: Name:

Thomas A. Hajda**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.

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**EverBank

This is bid number 6  
of 6 bids submitted.

By: W. Blake Wilson  
(signature)  
Name: W. Blake Wilson  
Title: President and Chief Financial Officer  
Date: September 26, 2007



**EXHIBIT "A"**  
**BID FORM**

**TO:** Federal Deposit Insurance Corporation  
1910 Pacific Avenue - Suite 12092  
Dallas, Texas 75201

Attention: Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:** First Tennessee Bank National Association  
165 Madison Avenue  
Memphis, TN 38103  
OCC Charter #336

**BID FOR:** **NetBank**  
**Alpharetta, GA (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 Agreement and a Loan Sale Agreement.



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

III. Loan Pool Purchase

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

Loan Pools

110	SFR Non-Jumbo Fixed Alt Docs Loans – Everhome	_____ %	of Book Value.
120	SFR Non-Jumbo Fixed Alt Docs Loans – Not Everhome	_____ %	of Book Value.
130	SFR Non-Jumbo ARMS Alt Docs Loans – Everhome	_____ %	of Book Value.
140	SFR Non-Jumbo ARMS Alt Docs Loans – Not Everhome	_____ %	of Book Value.
150	SFR Jumbo Fixed Alt Docs Loans – Everhome	_____ %	of Book Value.
170	SFR Jumbo ARM Alt Docs Loans – Everhome	_____ %	of Book Value.
175	SFR Jumbo ARM Alt Docs Loans - Not Everhome	_____ %	of Book Value.
180	SFR Sub-Prime First Lien - Everhome	_____ %	of Book Value.
190	SFR Sub-Prime Second Lien – Everhome	_____ %	of Book Value.
200	I/O Jumbo & Non-Jumbo ARMS Full & Alt Docs -Everhome	_____ %	of Book Value.
202	I/O Non-Jumbo ARMS Alt Doc – Everhome	_____ %	of Book Value.
204	I/O Jumbo & Option ARMS Full Docs - Everhome	_____ %	of Book Value.
206	I/O Non-Jumbo ARM Alt Doc Loans - Everhome	_____ %	of Book Value.
210	Government Loans FHA / VA Loans – Everhome	_____ %	of Book Value.
220	Lease Portfolio - NBF	_____ %	of Book Value.*
230	All Other Secured Commercial	_____ %	of Book Value.
240	2nd Mortgage SFR Consumer - Everhome	_____ %	of Book Value.
245	2nd Mtg SFR Consumer- Not Everhome	_____ %	of Book Value.
250	Home Equity Line of Credit - GMAC	_____ %	of Book Value.
252	Home Equity Line Of Credit – Everhome	_____ %	of Book Value.
255	HELOCs - Not Everhome or GMAC	_____ %	of Book Value.
260	Other Secured Consumer - SST	_____ %	of Book Value.
280	Community Reinvestment - Net Bank	_____ %	of Book Value.

\* By bidding on Loan Pool 220, you agree to assume certain liabilities and to purchase certain other assets as more fully described in the Bid Instructions.

B. 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.

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

- 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.

**C. NetBank Business Finance**

If you are the winning bidder for Loan Pool 220 (Lease Portfolio – NBF), you are also given the option to acquire and assume all other assets and liabilities associated with or utilized by NetBank Business Finance. This will include;

- (1) being assigned the lease for the premises utilized by NetBank Business Finance;
- (2) assuming the leases for or purchasing all furniture, fixtures, and equipment located at the premises utilized by NetBank Business Finance;
- (3) assuming all contracts and any other agreements associated with or utilized by NetBank Business Finance; and
- (4) purchasing all other assets and assuming all other liabilities associated with or utilized by NetBank Business Finance which appears on the books and records of either the Failed Bank or NetBank Business Finance.

The price for any asset purchased pursuant to this option shall be its Book Value and shall be in addition to the amount paid for Loan Pool 220 (Lease Portfolio – NBF).

If you are the winning bidder for Loan Pool 220 (Lease Portfolio – NBF), you will:

- Exercise the foregoing option.  
 Waive the foregoing option.

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

**D. Shared Loss Pool Purchase**

- 110 SFR Non-Jumbo Fixed Alt Docs Loans - Everhome
- 130 SFR Non-Jumbo ARMS Alt Docs Loans - Everhome
- 150 SFR Jumbo Fixed Alt Docs Loans - Everhome
- 170 SFR Jumbo ARM Alt Docs Loans - Everhome
- 180 SFR Sub-Prime First Lien - Everhome
- 200 I/O Jumbo & Non-Jumbo ARMS Full & Alt Docs - Everhome
- 202 I/O Non-Jumbo ARMS Alt Doc - Everhome
- 204 I/O Jumbo & Option ARMS Full Docs - Everhome
- 206 I/O Non-Jumbo ARM Alt Doc Loans - Everhome

\_\_\_\_\_ % of Combined Book Value for all nine (9) Pools.

- Bid on the Shared Loss Loan Pool is linked to the deposit franchise bid.
- Bid on the Shared Loss Loan Pool is not linked to the deposit franchise 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

First Tennessee Bank National Association, OCC # 336

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: Milton A. Gutelius, Jr.

Title: Senior Vice President & Treasurer

Address: 165 Madison Avenue

Memphis, TN 38103

Telephone: 901-523-4234 (office)

[REDACTED] (other)

Facsimile: 901-523-4614

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

cc: Name: Karen Goff

**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.

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**

First Tennessee Bank National Association



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

By: Milton A. Gutelius, Jr.  
 (signature)  
 Name: Milton A. Gutelius, Jr.  
 Title: Senior Vice President & Treasurer  
 Date: September 25, 2007

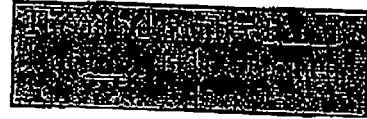
EXHIBIT "A"  
BID FORM

**TO:** Federal Deposit Insurance Corporation  
1910 Pacific Avenue - Suite 12092  
Dallas, Texas 75201  
  
Attention: Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:** Bank of the West  
180 Montgomery Street  
San Francisco, CA 94104

**BID FOR:** NetBank  
Alpharetta, GA (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 Agreement and a Loan Sale Agreement.



- I. Omitted
- II. Purchase and Assumption Bid

The Potential Acquirer is: \_\_\_\_\_  
 (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 "( )".

A. Deposit Franchise Transaction (All Offices):

The bid amount is: NO BID

Insured Deposits Only \_\_\_\_\_ % of Assumed Deposits.

B. Loan Pool Purchase Options with the Deposit Franchise  
 (LOAN POOLS LISTED IN SECTION III.A. AND SECTION III.D.)

- Exercise the option to purchase certain or all Loan Pools
- Waive the option to purchase certain or all Loan Pools



**III. Loan Pool Purchase**

**A. The Potential Acquirer is:** Bank of the West, San Francisco, CA

(Name, City, State)

**Loan Pools**

110	SFR Non-Jumbo Fixed Alt Docs Loans — Everhome	_____ %	of Book Value.
120	SFR Non-Jumbo Fixed Alt Docs Loans — Not Everhome	_____ %	of Book Value.
130	SFR Non-Jumbo ARMS Alt Docs Loans — Everhome	_____ %	of Book Value.
140	SFR Non-Jumbo ARMS Alt Docs Loans — Not Everhome	_____ %	of Book Value.
150	SFR Jumbo Fixed Alt Docs Loans — Everhome	_____ %	of Book Value.
170	SFR Jumbo ARM Alt Docs Loans — Everhome	_____ %	of Book Value.
175	SFR Jumbo ARM Alt Docs Loans - Not Everhome	_____ %	of Book Value.
180	SFR Sub-Prime First Lien - Everhome	_____ %	of Book Value.
190	SFR Sub-Prime Second Lien — Everhome	_____ %	of Book Value.
200	I/O Jumbo & Non-Jumbo ARMS Full & Alt Docs -Everhome	_____ %	of Book Value.
202	I/O Non-Jumbo ARMS Alt Doc — Everhome	_____ %	of Book Value.
204	I/O Jumbo & Option ARMS Full Docs - Everhome	_____ %	of Book Value.
206	I/O Non-Jumbo ARM Alt Doc Loans - Everhome	_____ %	of Book Value.
210	Government Loans FHA / VA Loans — Everhome	_____ %	of Book Value.
220	Lease Portfolio - NBF	_____ %	of Book Value.
230	All Other Secured Commercial	<u>90.00**</u> %	of Book Value.*
240	2nd Mortgage SFR Consumer - Everhome	_____ %	of Book Value.
245	2nd Mtg SFR Consumer- Not Everhome	_____ %	of Book Value.
250	Home Equity Line of Credit - GMAC	_____ %	of Book Value.
252	Home Equity Line Of Credit — Everhome	_____ %	of Book Value.
255	HELOCs - Not Everhome or GMAC	_____ %	of Book Value.
260	Other Secured Consumer - SST	_____ %	of Book Value.
280	Community Reinvestment - Net Bank	_____ %	of Book Value.

\* By bidding on Loan Pool 220, you agree to assume certain liabilities and to purchase certain other assets as more fully described in the Bid Instructions.

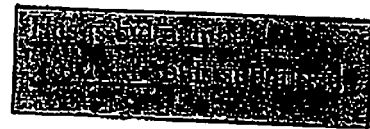
\*\* Bank of the West's bid for Loan Pool 220 is subject to the following changes in the Loan Sale Agreement: (a) The Settlement Date shall not be earlier than 150 days from the Closing Date. (b) Section 2.4(a)(1) shall be revised to read in part: "(1) for Loans which are leases, any changes in the outstanding balance on the Failed Bank's books as of the Bank Closing Date, the unearned income and the Book Value".

**B. 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.



- 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.

**C. NetBank Business Finance**

If you are the winning bidder for Loan Pool 220 (Lease Portfolio — NBF), you are also given the option to acquire and assume all other assets and liabilities associated with or utilized by NetBank Business Finance. This will include;

- (1) being assigned the lease for the premises utilized by NetBank Business Finance;
- (2) assuming the leases for or purchasing all furniture, fixtures, and equipment located at the premises utilized by NetBank Business Finance;
- (3) assuming all contracts and any other agreements associated with or utilized by NetBank Business Finance; and
- (4) purchasing all other assets and assuming all other liabilities associated with or utilized by NetBank Business Finance which appears on the books and records of either the Failed Bank or NetBank Business Finance.

The price for any asset purchased pursuant to this option shall be its Book Value and shall be in addition to the amount paid for Loan Pool 220 (Lease Portfolio — NBF).

If you are the winning bidder for Loan Pool 220 (Lease Portfolio — NBF), you will:

- \*\* Exercise the foregoing option.
- Waive the foregoing option.

\*\* Bank of the West's bid for Loan Pool 220 is subject to the following changes in the Loan Sale Agreement: (a) The Settlement Date shall not be earlier than 150 days from the Closing Date. (b) Section 2.4(a)(1) shall be revised to read in part: "(1) for Loans which are leases, any changes in the outstanding balance on the Failed Bank's books as of the Bank Closing Date, the unearned income and the Book Value".



**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

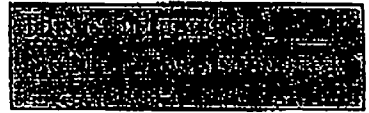
**B. Upon consummation of any transaction contemplated in this Bid, the name of the resulting financial institution involved in the transaction will be**

Bank of the West

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:**



cc: Name: Jerry Newell cell (925 /381-7193)

**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.

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.


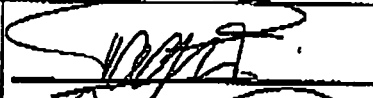

**Printed Name of Potential Acquirer**

BANK OF THE WEST

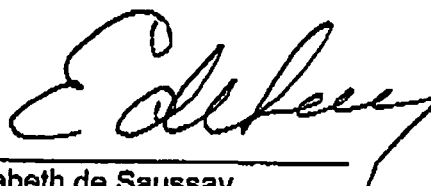
**BANK OF THE WEST  
CERTIFICATE OF INCUMBENCY**

The undersigned Assistant Secretary of Bank of the West, a California banking corporation ("Bank"), hereby certifies as follows:

1. That she is the duly elected, qualified and acting Assistant Secretary of the Bank and is charged with maintaining the records, minutes and seal of the Bank.
2. That pursuant to the Bank's By-Laws, as amended, the following named persons were designated and appointed to the offices indicated below, and that said persons do continue to hold such offices at this time, and the signatures set forth opposite the names are genuine signatures.

Name	Title	Signature
Jerry Newell	Executive Vice President	
Patrick Pages	Senior Vice President	
Richard Aubrey	Senior Vice President	

3. That pursuant to the Bank's By-Laws, as amended, the undersigned has the power and authority to execute this certificate on behalf of the Bank and that she has so executed this certificate and set the seal of the Bank this 25<sup>th</sup> day of September 2007.



Elisabeth de Saussay  
Assistant Secretary





By: Jerry Newell  
(signature)

Name: Jerry Newell

Title: Executive Vice President

Date: September 25, 2007

1/2

**EXHIBIT "A"  
BID FORM**

**TO:** Federal Deposit Insurance Corporation  
1910 Pacific Avenue - Suite 12092  
Dallas, Texas 75201

**Attention:** Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:** Beal Banc Holding Company on behalf of its to be  
formed subsidiary Beal Savings Bank and Beal Bank, ssb

**BID FOR:** NetBank  
Alpharetta, GA (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 Agreement and a Loan Sale Agreement.

This is bid number 1  
of 2 bids submitted.

I. Omitted

II. Purchase and Assumption Bid

The Potential Acquirer is: Beal Bank, ssb, Plano, Texas/  
Beal Savings Bank, Plano, Texas  
(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 "( )".

A. Deposit Franchise Transaction (All Offices):

The bid amount is:

..... Insured Deposits Only

..... % of Assumed Deposits.

We are not bidding on the deposits  
B. Loan Pool Purchase Options with the Deposit Franchise  
(LOAN POOLS LISTED IN SECTION III.A. AND SECTION III.D.)

- Exercise the option to purchase certain or all Loan Pools
- Waive the option to purchase certain or all Loan Pools

This is bid number 1  
of 2 bids submitted.

III. Loan Pool Purchase

A. The Potential Acquirer is: Beal Bank, ssb, Plano, Texas /  
Beal Savings Bank, Plano, Texas  
(Name, City, State)

Loan Pools

110	SFR Non-Jumbo Fixed Alt Docs Loans - Everhome	<u>80.20 %</u>	of Book Value.
120	SFR Non-Jumbo Fixed Alt Docs Loans - Not Everhome	<u>80.20 %</u>	of Book Value.
130	SFR Non-Jumbo ARMS Alt Docs Loans - Everhome	<u>80.20 %</u>	of Book Value.
140	SFR Non-Jumbo ARMS Alt Docs Loans - Not Everhome	<u>80.20 %</u>	of Book Value.
150	SFR Jumbo Fixed Alt Docs Loans - Everhome	<u>80.20 %</u>	of Book Value.
170	SFR Jumbo ARM Alt Docs Loans - Everhome	<u>80.20 %</u>	of Book Value.
175	SFR Jumbo ARM Alt Docs Loans - Not Everhome	<u>80.20 %</u>	of Book Value.
180	SFR Sub-Prime First Lien - Everhome	<u>80.20 %</u>	of Book Value.
190	SFR Sub-Prime Second Lien - Everhome	<u>80.20 %</u>	of Book Value.
200	I/O Jumbo & Non-Jumbo ARMS Full & Alt Docs - Everhome	<u>80.20 %</u>	of Book Value.
202	I/O Non-Jumbo ARMS Alt Doc - Everhome	<u>80.20 %</u>	of Book Value.
204	I/O Jumbo & Option ARMS Full Docs - Everhome	<u>80.20 %</u>	of Book Value.
206	I/O Non-Jumbo ARM Alt Doc Loans - Everhome	<u>80.20 %</u>	of Book Value.
210	Government Loans FHA / VA Loans - Everhome	<u>80.20 %</u>	of Book Value.
220	Lease Portfolio - NBF	<u>80.20 %</u>	of Book Value.
230	All Other Secured Commercial	<u>      % </u>	of Book Value.*
240	2nd Mortgage SFR Consumer - Everhome	<u>      % </u>	of Book Value.
245	2nd Mtg SFR Consumer- Not Everhome	<u>      % </u>	of Book Value.
250	Home Equity Line of Credit - GMAC	<u>      % </u>	of Book Value.
252	Home Equity Line Of Credit - Everhome	<u>      % </u>	of Book Value.
255	HELOCs - Not Everhome or GMAC	<u>      % </u>	of Book Value.
260	Other Secured Consumer - SST	<u>      % </u>	of Book Value.
280	Community Reinvestment - Net Bank	<u>      % </u>	of Book Value.

\* By bidding on Loan Pool 220, you agree to assume certain liabilities and to purchase certain other assets as more fully described in the Bid Instructions.

B. 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.

This is bid number 1  
of 2 bids submitted.

- 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.

**C. NetBank Business Finance**

If you are the winning bidder for Loan Pool 220 (Lease Portfolio – NBF), you are also given the option to acquire and assume all other assets and liabilities associated with or utilized by NetBank Business Finance. This will include;

- (1) being assigned the lease for the premises utilized by NetBank Business Finance;
- (2) assuming the leases for or purchasing all furniture, fixtures, and equipment located at the premises utilized by NetBank Business Finance;
- (3) assuming all contracts and any other agreements associated with or utilized by NetBank Business Finance; and
- (4) purchasing all other assets and assuming all other liabilities associated with or utilized by NetBank Business Finance which appears on the books and records of either the Failed Bank or NetBank Business Finance.

The price for any asset purchased pursuant to this option shall be its Book Value and shall be in addition to the amount paid for Loan Pool 220 (Lease Portfolio – NBF).

If you are the winning bidder for Loan Pool 220 (Lease Portfolio – NBF), you will:

- Exercise the foregoing option.
- Waive the foregoing option.

This is bid number 1  
of 2 bids submitted.

**D. Shared Loss Pool Purchase**

- 110 SFR Non-Jumbo Fixed Alt Docs Loans - Everhome
- 130 SFR Non-Jumbo ARMS Alt Docs Loans - Everhome
- 150 SFR Jumbo Fixed Alt Docs Loans - Everhome
- 170 SFR Jumbo ARM Alt Docs Loans - Everhome
- 180 SFR Sub-Prime First Lien - Everhome
- 200 I/O Jumbo & Non-Jumbo ARMS Full & Alt Docs - Everhome
- 202 I/O Non-Jumbo ARMS Alt Doc - Everhome
- 204 I/O Jumbo & Option ARMS Full Docs - Everhome
- 206 I/O Non-Jumbo ARM Alt Doc Loans - Everhome

\_\_\_\_\_ % of Combined Book Value for all nine (9) Pools.

- Bid on the Shared Loss Loan Pool is linked to the deposit franchise bid.
- Bid on the Shared Loss Loan Pool is not linked to the deposit franchise bid.

This is bid number 1  
of 2 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 10(f) election  
 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

Beal Bank, ssb, Plano, Texas/ and/or  
Beal Savings Bank, Plano, Texas

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 1  
of 2 bids submitted.

Name of holding company:

Beal Banc Holding Company 100% owned by Beal Financial Corporation

Address of holding company:

6000 Legacy Drive, Plano, Texas

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: Jonathan Goodman/Molly Curl

Title: \_\_\_\_\_

Address: 6000 Legacy Drive, Plano, Texas

Telephone: 469-467-5600 (office)

~~XXXXXXXXXX~~ (other)

Facsimile: 469-241-9571



This is bid number 1  
of 2 bids submitted.

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 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**

Beal Bank, ssb, Plano, Texas/ and/or  
Real Savings Bank  
\_\_\_\_\_

This is bid number 1  
of 2 bids submitted.

By: \_\_\_\_\_  
 (signature) 

Name: Andrew Beal

Title: President

Date: September 26, 2007

2/2

**EXHIBIT "A"**  
**BID FORM**

**TO:** Federal Deposit Insurance Corporation  
1910 Pacific Avenue - Suite 12092  
Dallas, Texas 75201

**Attention:** Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:** Beal Banc Holding Company on behalf of its to be  
formed subsidiary Beal Savings Bank and Beal Bank, ssb

**BID FOR:** NetBank  
Alpharetta, GA (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 Agreement and a Loan Sale Agreement.

This is bid number 2  
of 2 bids submitted.

I. Omitted

II. Purchase and Assumption Bid

The Potential Acquirer is: Beal Bank, ssb, Plano, Texas/  
Beal Savings Bank, Plano, Texas  
(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 "()".

A. Deposit Franchise Transaction (All Offices):

The bid amount is:

Insured Deposits Only \_\_\_\_\_ % of Assumed Deposits.

We are not bidding on the deposits

B. Loan Pool Purchase Options with the Deposit Franchise  
(LOAN POOLS LISTED IN SECTION III.A. AND SECTION III.D.)

- Exercise the option to purchase certain or all Loan Pools
- Waive the option to purchase certain or all Loan Pools

This is bid number 2  
of 2 bids submitted.

III. Loan Pool Purchase

A. The Potential Acquirer is: Beal Bank, ssb, Plano, Texas /  
Beal Savings Bank, Plano, Texas  
(Name, City, State)

Loan Pools

110	SFR Non-Jumbo Fixed Alt Docs Loans - Everhome	_____ %	of Book Value.
120	SFR Non-Jumbo Fixed Alt Docs Loans - Not Everhome	_____ %	of Book Value.
130	SFR Non-Jumbo ARMS Alt Docs Loans - Everhome	_____ %	of Book Value.
140	SFR Non-Jumbo ARMS Alt Docs Loans - Not Everhome	_____ %	of Book Value.
150	SFR Jumbo Fixed Alt Docs Loans - Everhome	_____ %	of Book Value.
170	SFR Jumbo ARM Alt Docs Loans - Everhome	_____ %	of Book Value.
175	SFR Jumbo ARM Alt Docs Loans - Not Everhome	_____ %	of Book Value.
180	SFR Sub-Prime First Lien - Everhome	_____ %	of Book Value.
190	SFR Sub-Prime Second Lien - Everhome	_____ %	of Book Value.
200	I/O Jumbo & Non-Jumbo ARMS Full & Alt Docs - Everhome	_____ %	of Book Value.
202	I/O Non-Jumbo ARMS Alt Doc - Everhome	_____ %	of Book Value.
204	I/O Jumbo & Option ARMS Full Docs - Everhome	_____ %	of Book Value.
206	I/O Non-Jumbo ARM Alt Doc Loans - Everhome	_____ %	of Book Value.
210	Government Loans FHA / VA Loans - Everhome	_____ %	of Book Value.
220	Lease Portfolio - NBF	_____ %	of Book Value.*
230	All Other Secured Commercial	_____ %	of Book Value.
240	2nd Mortgage SFR Consumer - Everhome	<u>72.30</u> %	of Book Value.
245	2nd Mtg SFR Consumer - Not Everhome	<u>72.30</u> %	of Book Value.
250	Home Equity Line of Credit - GMAC	_____ %	of Book Value.
252	Home Equity Line Of Credit - Everhome	_____ %	of Book Value.
255	HELOCs - Not Everhome or GMAC	_____ %	of Book Value.
260	Other Secured Consumer - SST	<u>72.30</u> %	of Book Value.
280	Community Reinvestment - Net Bank	_____ %	of Book Value.

\* By bidding on Loan Pool 220, you agree to assume certain liabilities and to purchase certain other assets as more fully described in the Bid Instructions.

B. 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.

This is bid number 2  
of 2 bids submitted.

- 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.

**C. NetBank Business Finance**

If you are the winning bidder for Loan Pool 220 (Lease Portfolio – NBF), you are also given the option to acquire and assume all other assets and liabilities associated with or utilized by NetBank Business Finance. This will include;

- (1) being assigned the lease for the premises utilized by NetBank Business Finance;
- (2) assuming the leases for or purchasing all furniture, fixtures, and equipment located at the premises utilized by NetBank Business Finance;
- (3) assuming all contracts and any other agreements associated with or utilized by NetBank Business Finance; and
- (4) purchasing all other assets and assuming all other liabilities associated with or utilized by NetBank Business Finance which appears on the books and records of either the Failed Bank or NetBank Business Finance.

The price for any asset purchased pursuant to this option shall be its Book Value and shall be in addition to the amount paid for Loan Pool 220 (Lease Portfolio – NBF).

If you are the winning bidder for Loan Pool 220 (Lease Portfolio – NBF), you will:

- Exercise the foregoing option.  
 Waive the foregoing option.

This is bid number 2  
of 2 bids submitted.

**D. Shared Loss Pool Purchase**

- 110 SFR Non-Jumbo Fixed Alt Docs Loans - Everhome
- 130 SFR Non-Jumbo ARMS Alt Docs Loans - Everhome
- 150 SFR Jumbo Fixed Alt Docs Loans - Everhome
- 170 SFR Jumbo ARM Alt Docs Loans - Everhome
- 180 SFR Sub-Prime First Lien - Everhome
- 200 I/O Jumbo & Non-Jumbo ARMS Full & Alt Docs -Everhome
- 202 I/O Non-Jumbo ARMS Alt Doc - Everhome
- 204 I/O Jumbo & Option ARMS Full Docs - Everhome
- 206 I/O Non-Jumbo ARM Alt Doc Loans - Everhome

           % of Combined Book Value for all nine (9) Pools.

- Bid on the Shared Loss Loan Pool is linked to the deposit franchise bid.
- Bid on the Shared Loss Loan Pool is not linked to the deposit franchise bid.

This is bid number 2  
of 2 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

x bank 10(1) election  
       thrift

(ii) the resulting financial institution

x will  
       will not  
       involve a de novo institution

(iii) the resulting financial institution

       will  
x 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

Beal Bank, ssb, Plano, Texas/ and/or  
Beal Savings Bank, Plano, Texas

and such institution will be a:

- national bank
- state member bank
- state non member bank
- federal savings bank
- x 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 2  
of 2 bids submitted.

Name of holding company:

Beal Bank Holding Company 100% owned by Beal Financial Corporation

Address of holding company:

6000 Legacy Drive, Plano, Texas

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: Jonathan Goodman/Molly Curl

Title: \_\_\_\_\_

Address: 6000 Legacy Drive, Plano, Texas

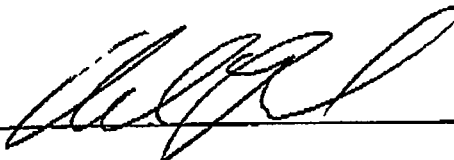
\_\_\_\_\_  
\_\_\_\_\_

Telephone: 469-467-5600 (office)

[REDACTED] (other)

Facsimile: 469-241-9571

This is bid number 2  
of 2 bids submitted.

By:   
(signature)

Name: Andrew Beal

Title: President

Date: September 26, 2007

Second Round

1/3

EXHIBIT "A"  
SECOND ROUND LOAN POOL BID FORM

**TO:** Federal Deposit Insurance Corporation  
1910 Pacific Avenue - Suite 12092  
Dallas, Texas 75201

Attention: Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:** EverBank

**BID FOR:** NetBank  
Alpharetta, Georgia (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 pursuant to a Loan Sale Agreement.

This is bid number 1  
of 3 bids submitted.

**I. Loan Pool Purchase**

The Potential Acquirer is: EverBank, Jacksonville, FL  
(Name, City, State)

**Loan Pools**

120 SFR Non-Jumbo Fixed Alt Docs Loans – Not Everhome	<u>80.5</u> %	of Book Value.
140 SFR Non-Jumbo ARMS Alt Docs Loans – Not Everhome	<u>80.5</u> %	of Book Value.
175 SFR Jumbo ARM Alt Docs Loans - Not Everhome	<u>80.5</u> %	of Book Value.
180 SFR Sub-Prime First Lien - Everhome	_____ %	of Book Value.
190 SFR Sub-Prime Second Lien – Everhome	_____ %	of Book Value.
230 All Other Secured Commercial	<u>80.5</u> %	of Book Value.
245 2nd Mtg SFR Consumer- Not Everhome	<u>80.5</u> %	of Book Value.
250 Home Equity Line of Credit - GMAC	<u>80.5</u> %	of Book Value.
260 Other Secured Consumer - SST	_____ %	of Book Value.
280 Community Reinvestment - Net Bank	_____ %	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.

This is bid number <u>1</u> of <u>3</u> bids submitted.
--

**II. Contact**

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

Name: W. Blake Wilson

Title: President and Chief Financial Officer

Address: 501 Riverside Avenue, 12<sup>th</sup> Floor

Jacksonville, FL 32202

Telephone: (904) 623-8103 (office)

(904) 224-3891 (other)

Facsimile: (904) 623-8100

cc: Name: Thomas A Hajda

**III. Consummation of Transaction**

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid 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 Purchaser Eligibility Certification and Confidentiality Agreement 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 Purchaser Eligibility Certification and Confidentiality Agreement (which are affirmed and ratified hereby) 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 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.

Ever Bank

Printed Name of Potential Acquirer

By: W. Blake Wilson  
(signature)

Name: W. Blake Wilson

Title: President and Chief Financial Officer

Date: September 27, 2007

Second Round

2/3

**EXHIBIT "A"**  
**SECOND ROUND LOAN POOL BID FORM**

**TO:** Federal Deposit Insurance Corporation  
1910 Pacific Avenue - Suite 12092  
Dallas, Texas 75201

Attention: Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:** EverBank

**BID FOR:** NetBank  
Alpharetta, Georgia (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 pursuant to a Loan Sale Agreement.

This is bid number 2  
of 3 bids submitted.

**I. Loan Pool Purchase**

The Potential Acquirer is: EverBank, Jacksonville, FL  
(Name, City, State)

**Loan Pools**

120	SFR Non-Jumbo Fixed Alt Docs Loans – Not Everhome	_____ %	of Book Value.
140	SFR Non-Jumbo ARMS Alt Docs Loans – Not Everhome	_____ %	of Book Value.
175	SFR Jumbo ARM Alt Docs Loans - Not Everhome	_____ %	of Book Value.
180	SFR Sub-Prime First Lien - Everhome	<u>40.2</u> %	of Book Value.
190	SFR Sub-Prime Second Lien – Everhome	<u>40.2</u> %	of Book Value.
230	All Other Secured Commercial	_____ %	of Book Value.
245	2nd Mtg SFR Consumer- Not Everhome	_____ %	of Book Value.
250	Home Equity Line of Credit - GMAC	_____ %	of Book Value.
260	Other Secured Consumer - SST	_____ %	of Book Value.
280	Community Reinvestment - Net Bank	_____ %	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.



This is bid number 2  
of 3 bids submitted.

**II. Contact**

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

Name: W. Blake Wilson

Title: President and Chief Financial Officer

Address: 501 Riverside Avenue, 12<sup>th</sup> Floor  
Jacksonville, FL 32202

Telephone: (904) 623-8103 (office)

~~XXXXXXXXXX~~ (other)

Facsimile: (904) 623-8100

cc: Name: Thomas A. Hajda

**III. Consummation of Transaction**

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid 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 Purchaser Eligibility Certification and Confidentiality Agreement 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 Purchaser Eligibility Certification and Confidentiality Agreement (which are affirmed and ratified hereby) 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 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.

Ever Bank

Printed Name of Potential Acquirer

By: W. Blake Wilson  
(signature)

Name: W. Blake Wilson

Title: President and Chief Financial Officer

Date: September 27, 2007

Second Round

3/3

EXHIBIT "A"  
SECOND ROUND LOAN POOL BID FORM

**TO:** Federal Deposit Insurance Corporation  
1910 Pacific Avenue - Suite 12092  
Dallas, Texas 75201

Attention: Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:** EverBank

**BID FOR:** NetBank  
Alpharetta, Georgia (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 pursuant to a Loan Sale Agreement.

This is bid number 3  
of 3 bids submitted.

**I. Loan Pool Purchase**

The Potential Acquirer is: EverBank, Jacksonville, FL  
(Name, City, State)

**Loan Pools**

120	SFR Non-Jumbo Fixed Alt Docs Loans – Not Everhome	<u>65.2 %</u>	of Book Value.
140	SFR Non-Jumbo ARMS Alt Docs Loans – Not Everhome	<u>65.2 %</u>	of Book Value.
175	SFR Jumbo ARM Alt Docs Loans - Not Everhome	<u>65.2 %</u>	of Book Value.
180	SFR Sub-Prime First Lien - Everhome	<u>65.2 %</u>	of Book Value.
190	SFR Sub-Prime Second Lien – Everhome	<u>65.2 %</u>	of Book Value.
230	All Other Secured Commercial	<u>65.2 %</u>	of Book Value.
245	2nd Mtg SFR Consumer- Not Everhome	<u>65.2 %</u>	of Book Value.
250	Home Equity Line of Credit - GMAC	<u>65.2 %</u>	of Book Value.
260	Other Secured Consumer - SST	_____ %	of Book Value.
280	Community Reinvestment - Net Bank	_____ %	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.

This is bid number 3  
of 3 bids submitted.

## II. Contact

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

Name: W. Blake Wilson

Title: President and Chief Financial Officer

Address: 501 Riverside Avenue, 12<sup>th</sup> Floor  
Jacksonville, FL 32202

Telephone: (904) 623-8103 (office)

~~XXXXXXXXXXXX~~ (other)

Facsimile: (904) 623-8100

cc: Name: Thomas A. Hajda

## III. Consummation of Transaction

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid 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 Purchaser Eligibility Certification and Confidentiality Agreement 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 Purchaser Eligibility Certification and Confidentiality Agreement (which are affirmed and ratified hereby) 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 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.

EverBank  
Printed Name of Potential Acquirer

By: W. Blake Wilson  
(signature)

Name: W. Blake Wilson

Title: President and Chief Financial Officer

Date: September 27, 2007

Second Round

EXHIBIT "A"  
SECOND ROUND LOAN POOL BID FORM

**TO:** Federal Deposit Insurance Corporation  
1910 Pacific Avenue - Suite 12092  
Dallas, Texas 75201

Attention: Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:** Beal Banc Holding Company on behalf of its to be  
formed subsidiary Beal Savings Bank and Beal Bank, ssb

**BID FOR:** NetBank  
Alpharetta, Georgia (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 pursuant to a Loan Sale Agreement.

This is bid number 1  
of 1 bids submitted.

**I. Loan Pool Purchase**

The Potential Acquirer is: Beal Bank, ssb, Plano, Texas/  
Beal Savings Bank, Plano, Texas  
(Name, City, State)

**Loan Pools**

120	SFR Non-Jumbo Fixed Alt Docs Loans - Not Everhome	<u>61.00 %</u>	of Book Value.
140	SFR Non-Jumbo ARMS Alt Docs Loans - Not Everhome	<u>61.00 %</u>	of Book Value.
175	SFR Jumbo ARM Alt Docs Loans - Not Everhome	<u>61.00 %</u>	of Book Value.
180	SFR Sub-Prime First Lien - Everhome	<u>61.00 %</u>	of Book Value.
190	SFR Sub-Prime Second Lien - Everhome	<u>61.00 %</u>	of Book Value.
230	All Other Secured Commercial	<u>        %</u>	of Book Value.
245	2nd Mtg SFR Consumer- Not Everhome	<u>61.00 %</u>	of Book Value.
250	Home Equity Line of Credit - GMAC	<u>        %</u>	of Book Value.
260	Other Secured Consumer - SST	<u>61.00 %</u>	of Book Value.
280	Community Reinvestment - Net Bank	<u>        %</u>	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.



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.

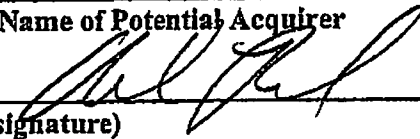
A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

Beal Bank, ssb, Plano, Texas/ and/or  
Beal Savings Bank

Printed Name of Potential Acquirer

By:

(signature)



Name: Andrew Beal

Title: President

Date: September 27, 2007