

TO:

Federal Deposit Insurance Corporation

1601 Bryan St. - Suite 32128

Dallas, Texas 75201

Attention:

Manager - Franchise Marketing

Division of Resolutions and Receiverships

FROM:

Center State Bank of Florida NA

BID FOR:

[Failed Bank] Ocala Narional Bank [Location] (the "Bank") Ocale, Florick

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.

Bid Form 021231; Clean December 31, 2008, 11:17 AM [Failed Bank] [Location]

| This is b | id number |
|-----------|-----------------|
| of | bids submitted. |

- I. Omitted
- II. Purchase and Assumption Bid

The Potential Acquirer is: Center State Bank of Florida, N.A. Winter Haren, 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 "()".

Deposit Franchisc Transaction (All Offices):

The bid amount is:

All Deposits*

Insured Deposits Only

1.70 % of Assumed Deposits

% of Assumed Deposits.

III. Omitted

^{*}All Deposits will be assumed, but the bid is calculated on all deposits less brokered deposits.

p.10

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

| IV. | Resulting Institution Information (Place "Xs" where and as appropriate) | į |
|-----|---|--------|
| 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 | |
| | mvorve a de novo institution | |
| | (iii) the resulting financial institution | |
| | × will | |
| | will not | |
| | be operated as a branch of the Acquirer | |
| | be operated as a branch of the Acquirer | |
| В. | Upon consummation of any transaction contemplated in this Bid, the name resulting financial institution involved in the transaction will be | of the |
| | | |
| | Center State Bank of Florida NA. | |
| | 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) | |

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

Bid Form 021231; Clcan December 31, 2008, 11:17.10 AM

[Failed Bank] [Location]

This is bid number

٧.

| of bids submitted. |
|--|
| Name of holding company: Center Shake Banks of Florida, Inc. Address of holding company: 42:25 US Highway 27 Daves Port, FL 33837 The holding company will be a: bank holding company thrift holding company |
| <u>Contact</u> |
| Title: EVP+ CFO |
| Address: 1101 First Street South Winter Haven, FL 33880 |
| Telephone: (8/3) 294-8108 (office) (863) 514-074/ (other), 201/24 life on 1/28-1/29 |
| Facsimile: (863) 67 1-2610 |
| ame: John Corbett (863) 2.26-1458 |

Consummation of Transaction VI.

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

Bid Form 021231; Clcan December 31, 2008, 11:17:10 AM

cc: Name:

[Failed Bank] [Location]

| This is b | oid number |
|-----------|-------------------|
| of | _ bids submitted. |

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

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading. The Potential Acquirer agrees that if it is a successful bidder that on notification it will execute and immediately deliver to the FDIC a Certification via fax and overnight delivery.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

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

Printed Name of Potential Acquirer

By: (signature)

Title: President & CEO

Date: 12/27/09

TO:

Federal Deposit Insurance Corporation

1601 Bryan St. - Suite 32128

Dallas, Texas 75201

Attention:

Manager - Franchise Marketing

Division of Resolutions and Receiverships

FROM:

FIRST FEDERAL BANK OF FLORIDA_ LAKE CITY, FL

BID FOR:

[Failed Bank] Ocala National Bank

[Location] (the "Bank") Ocala, FL

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to a Purchase and Assumption.

| This is | bid number | 1 |
|---------|------------|---------|
| of_ | bids subn | nitted. |

| _ | _ | | |
|---|-------|----------------|-----|
| т | | nitte | |
| | a bra | 73 1 16 | .,, |
| | | | |

The Potential Acquirer is: First Federal Bank of Fla.
(Name, City, State)

Bids may be stated as a premium or as a discount. A premium is a positive dollar amount resulting from a positive percentage bid of Assumed Deposits paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount resulting from a negative percentage bid of Assumed Deposits to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids must be included in parenthesis "()".

Deposit Franchise Transaction (All Offices):

The bid amount is:

All Deposits*

. 34 % of Assumed Deposits.

Insured Deposits Only

% of Assumed Deposits.

III. Omitted

^{*}All Deposits will be assumed, but the bid is calculated on all deposits less brokered deposits.

| This | is bid number1_ | |
|------|-----------------|--|
| of_ | bids submitted. | |

| IV. | Resul | ting 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 xxxxxthrift |
| | (ii) | the resulting financial institution |
| | | will xzxx will not involve a de novo institution |
| | (iii) | the resulting financial institution |
| | | xxvill will not be operated as a branch of the Acquirer |
| В. | 3. Upon consummation of any transaction contemplated in this Bid, the name resulting financial institution involved in the transaction will be | |
| First Federal Bank of FL | | st Federal Bank of FL |
| | 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) |

To be completed only if a holding company is involved:

C.

| This is | bid number | 1 |
|---------|------------|--------|
| of_ | bids subm | itted. |

| | Name of holding company: First Federal Bancorp, MHC |
|-----|---|
| | Address of holding company: Lake City, FL |
| | The holding company will be a: bank holding company thrift holding company |
| v. | <u>Contact</u> |
| | The following person is the designated contact person for the Potential Acquirer: |
| | Name: Pam Hitt |
| | Title: SVP-Chief Operating Officer |
| | Address: P O Box 2029 |
| | _ Lake City, FD 32056 |
| | Telephone: 386-755-0600 (office) |
| | Facsimile: 386-754-7163 |
| cc: | Name: Keith Leibfried |

VI. Consummation of Transaction

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to the transaction contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to

| This is | bid number | 1 |
|---------|------------|---------|
| of_ | bids subr | nitted. |

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.

| First Federal Bank of FL |
|--------------------------------------|
| Printed Name of Potential Acquirer |
| By: COPPE Olm |
| (signature) Name: Keith C. Leibfried |
| Title: President & CEO |
| |
| Date: 1.28.09 |

TO:

Federal Deposit Insurance Corporation

1601 Bryan St. - Suite 32128

Dallas, Texas 75201

Attention:

Manager - Franchise Marketing

Division of Resolutions and Receiverships

FROM:

United Southern Bank

750 North Central Avenue

Umatilla, FL 32784

BID FOR:

[Failed Bank]

Ocala National Bank

[Location] (the "Bank")

Ocala, Florida

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to a Purchase and Assumption.

| This is t | oid number | |
|-----------|-------------------|--|
| of | _ bids submitted. | |

I. Omitted

II. Purchase and Assumption Bid

The Potential Acquirer is: <u>United Southern Bank, Umatilla, EU</u> (Name, City, State)

Bids may be stated as a premium or as a discount. A premium is a positive dollar amount resulting from a positive percentage bid of Assumed Deposits paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount resulting from a negative percentage bid of Assumed Deposits to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids must be included in parenthesis "()".

Deposit Franchise Transaction (All Offices):

The bid amount is:

All Deposits*

% of Assumed Deposits.

Insured Deposits Only

(3.25)% of Assumed Deposits.

III. Omitted

As part of our bid, we will agree to purchase no less than \$25,000,000 of loans at book value from Ocala National Bank's loan portfolio. United Southern Bank will select the loans purchased from Ocala National Bank's portfolio as presented to us during due diligence.

We will also in good faith utilize our best efforts to purchase additional loans that meet our underwriting criteria.

Finally, while not necessarily a measurable financial consideration, United Southern Bank does pledge to be an active lender in the Ocala market and will also be highly involved in the Ocala community in numerous ways.

^{*}All Deposits will be assumed, but the bid is calculated on all deposits less brokered deposits.

| This i | s bid number |
|--------|-----------------|
| of_ | bids submitted. |

| IV. | Resulting Institution Information (Place "Xs" where and as appropriate) | | | | | | |
|-----|---|--|--|--|--|--|--|
| A. | If the | If the Potential Acquirer's Bid is accepted: | | | | | |
| | (i) | the resulting financial institution will be a | | | | | |
| | | X bank thrift | | | | | |
| | (ii) | the resulting financial institution | | | | | |
| | | will X will not involve a de novo institution | | | | | |
| | (iii) | the resulting financial institution | | | | | |
| | | will will not be operated as a branch of the Acquirer | | | | | |
| В. | Upon resulti | consummation of any transaction contemplated in this Bid, the name of the ing financial institution involved in the transaction will be | | | | | |
| | <u> </u> | nited Southern Bank | | | | | |
| | and su | ach 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: | | |
|-------|---------------|---|-------------------|-------------------------------|
| | Addre | ess of holding company | | |
| | The h | olding company will be bank holding thrift holding | e a: company | |
| v. | Contact | | | |
| | The following | g person is the designat | ed contact person | n for the Potential Acquirer: |
| | Name: Gr | egory L. Nelso | <u>n</u> | |
| | Title: Pr | esident & CEO | | |
| | Address:_27 | '01 S. Bay St. | - | <u></u> |
| | Eu | stis, FL 32726 | | |
| | Telephone: | 352-483-5890 | _(office) | |
| | | | _(other) | |
| | Facsimile; | 352-483-3056 | _ | |
| cc: N | Jame: | | . | |

VI. Consummation of Transaction

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to the transaction contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to

| This is t | oid number |
|-----------|-------------------|
| of | _ bids submitted. |

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

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading. The Potential Acquirer agrees that if it is a successful bidder that on notification it will execute and immediately deliver to the FDIC a Certification via fax and overnight delivery.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

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

| Unit | ted | Southern | Bank | |
|--------|------|----------------------|---------|-------|
| Printe | d Na | me of Potenti | ial Acq | uirer |
| By: | | my I | 10/ | |
| Name: | (sig | nathre) gory L. 1 | Velso | n n |
| Title: | Pre | esident & | CEO | |
| Date: | 01/ | /28/09 | *** | |

TO:

Federal Deposit Insurance Corporation

1601 Bryan St. - Suite 32128

Dallas, Texas 75201

Attention:

Manager - Franchise Marketing

Division of Resolutions and Receiverships

FROM:

BID FOR: [Failed

[Failed Bank]
[Location] (the "Bank")

Ocala, Florida

Ocala National 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.

Bid Form 021231, Clcan December 31, 2008, 11-17 AM [Failed Bank] (Location)

- I. Omitted
- II. Purchase and Assumption Bid

The Potential Acquirer is: Mercantile Bank, a division of Carolina First
(Name, City, State) Greenville, Sc Bank

Bids may be stated as a premium or as a discount. A premium is a positive dollar amount resulting from a positive percentage bid of Assumed Deposits paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount resulting from a negative percentage bid of Assumed Deposits to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids must be included in parenthesis "()".

Deposit Franchise Transaction (All Offices):

The bid amount is:

All Deposits*

N/A % of Assumed Deposits.

Insured Deposits Only

0.10 % of Assumed Deposits.

III. Omitted

2

Bid Form 021231 Clean December 31, 2008, 11:17 10 AM [Failed Bank]
[Location]

Ocala National Bank Ocala, Florida

^{*}All Deposits will be assumed, but the bid is calculated on all deposits less brokered deposits.

| This | is bid number 1 |
|------|-----------------|
| of | bids submitted. |

| IV. | Resulting Institution | Information | (Place | "Xs" 1 | where and | as an | propriate) |
|-------|------------------------|--|---------|--------|-----------|---------------|------------|
| 1 7 · | Ittsuiting institution | ************************************** | (1 1000 | , | Trice and | ~ ~ ~ ~ ~ ~ ~ | p. 0p, |

| Α. | lf the | Potential | Acquirer | s Bid | is accepted: | |
|----|--------|-----------|----------|-------|--------------|--|
|----|--------|-----------|----------|-------|--------------|--|

| (i) the resulting | g financial | institution | will | be | a |
|-------------------|-------------|-------------|------|----|---|
|-------------------|-------------|-------------|------|----|---|

X bank

(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

Mercantile Bank, a division of Carolina First 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:

3

Bid Form 021231, Clean December 31, 2008, 11:17:10 AM (Failed Bank) (Location)

Ocala National Bank Ocala, Florida

| This is b | oid number |
|-------------|-------------------|
| of <u>1</u> | _ bids submitted. |

| Name of holding company: | NIA |
|-----------------------------|-------------------|
| Address of holding company: | NA |
| | , |
| The holding company will be | 3. |
| - | |
| bank holding o | ompany company |

V. Contact

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

Name: James R. Gordon

Title: SEVP/OChief Financial Officer

Address: 102 South Main Street

Greenville, SC 29601

Telephone: 864-552-9050 (office)
864-884-0186 (other)
Facsimile: 864-239-6423

cc: Name: William Crawford

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

Bid Form 021231, Clean December 31, 2008, 11.17.10 AM [Failed Bank]
[Location]

Ocala, Florida

| This | is bid number |
|------|--------------------|
| of | |
| 01 | J Olds subilities. |

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.

Mercantile Bank, a division of Cardina First Bank

Printed Name of Potential Acquirer

Name: James Gordon

Title: SEVP + CFO

Date: January 28, 2009

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Bid Form 021231, Clean December 31, 2008, 11 17:10 AM

Ocala National Bank

(Failed Bank)

Ocala, Florida

TO:

Federal Deposit Insurance Corporation

1601 Bryan St. - Suite 32128

Dallas, Texas 75201

Attention:

Manager - Franchise Marketing

Division of Resolutions and Receiverships

Superior Bank

FROM:

17 N 20th Street

Birmingham, AL 35203

BID FOR:

Ocala National Bank

Ocala, Florida (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to a Purchase and Assumption.

This is bid number 1 of 1 bid submitted.

| Y | Omitted |
|----|----------|
| Ĭ. | Offitted |

II. Purchase and Assumption Bid

The Potential Acquirer is: Superior Bank, Birmingham, Alabama
(Name, City, State)

Bids may be stated as a premium or as a discount. A premium is a positive dollar amount resulting from a positive percentage bid of Assumed Deposits paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount resulting from a negative percentage bid of Assumed Deposits to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids must be included in parenthesis "()".

Deposit Franchise Transaction (All Offices):

The bid amount is:

All Deposits*

1.108% of Assumed Deposits.

Insured Deposits Only

% of Assumed Deposits.

III. Omitted

^{*}All Deposits will be assumed, but the bid is calculated on all deposits less brokered deposits.

This is bid number 1 of 1 bid 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 X thrift | |
| | (ii) | the resulting financial institution | |
| | | will not involve a de novo institution | |
| | (iii) | the resulting financial institution | |
| | | X will will not be operated as a branch of the Acquirer | |
| B. | Upon result | consummation of any transaction contemplated in this Bid, the name of the ing financial institution involved in the transaction will be | |
| | | perior Bank | |
| | and such institution will be a: | | |
| | | national bank state member bank state non member bank K federal savings bank state savings bank federal savings and loan association state savings and loan association other (please explain) | |

3

To be completed only if a holding company is involved:

[Ocala National Bank] [Ocala, Florida]

C.

This is bid number 1 of 1 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:Jim White |
| Title: Chief Financial Officer |
| Address: 17 N. 20th Street |
| Birmingham, Alabama 35203 |
| Telephone: 954-260-5631 (office) - Jim White 205-327-3610 (other) - Jane Dotson |
| Facsimile: 205-327-3537 |
| cc: Name: Mary Fry 205-327-3642 |

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

4

This is bid number 1 of 1 bid submitted.

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

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading. The Potential Acquirer agrees that if it is a successful bidder that on notification it will execute and immediately deliver to the FDIC a Certification via fax and overnight delivery.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

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

| Carr | perior Bank |
|--------|------------------------------|
| Printe | d Name of Potential Acquirer |
| | Carrie II |
| Ву: | (signature) |
| Name: | Jim White |
| Title: | Chief Financial Officer |
| Date: | January 28, 2009 |