

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

**TO:** Federal Deposit Insurance Corporation  
1601 Bryan St. - Suite 32128  
Dallas, Texas 75201

Attention: Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:** Arvest Bank

**BID FOR:** **American Sterling Bank**  
**Sugar Creek, MO (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 2 bids submitted.

**I. Omitted**

**II. Purchase and Assumption Bid**

The Potential Acquirer is: Arvest Bank, Fayetteville, Arkansas  
(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)       | <u>1.01 % of Assumed Deposits.</u> |
| Insured Deposits Only** | <u>% of Assumed Deposits.</u>      |

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

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

(1) Per bid instructions, brokered, CDARS, and marketplace and other subscription service deposits (such as Quickrate) are excluded from premium calculation. There are approximately \$14 million on the books of the Carefree AZ branch.

**III. Omitted**

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

X  bank  
  thrift

(ii) the resulting financial institution

will  
 X  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 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
- X  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: \_\_\_\_\_

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: Karla Payne

Title: Senior VP/Finance and Secretary

Address: 921 W. Monroe, P.O. Box 799

Lowell, Arkansas 72745

Telephone: 479.750.6149 (office)

[REDACTED] (other)

Facsimile: 479.770.1615

cc: Name: Bob Kelly

**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.

This is bid number 1  
of 2 bids submitted.

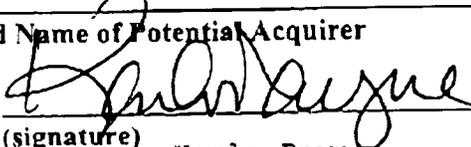
The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and representations made by or 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.

Arvest Bank

Printed Name of Potential Acquirer

By:   
(signature)

Name: Karla Payne

Title: Senior VP/Finance and Secretary

Date: March 26, 2009

EXHIBIT "A"  
BID FORM

**TO:** Federal Deposit Insurance Corporation  
1601 Bryan St. - Suite 32128  
Dallas, Texas 75201

Attention: Manager - Franchise Marketing  
Division of Resolutions and Receiverships

**FROM:** Arvest Bank

**BID FOR:** American Sterling Bank  
Sugar Creek, MO (the "Bank")

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

This is bid number 2  
of 2 bids submitted.

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

The Potential Acquirer is: Arvest Bank, Fayetteville, Arkansas  
(Name, City, State)

The transaction bid must be stated as a dollar amount. The Deposit premium bid must be stated as a percentage. Bids may be stated as a positive or as a negative number. When completing the Bid Form, Potential Acquirers **must** indicate a negative bid by placing parenthesis "(" around the number. Bids will be considered positive if not in parenthesis. If no bid is made for a transaction or option, leave the space blank or write "no bid". If one of the two components is filled in and the other is blank, the bid will be treated as a live bid with a bid of 0 in the blank. **A bid of zero in any form will be treated as a live bid of \$0 or 0%.**

The transaction bid is: (1) \$ ( 24,811,002 )  
The Deposit premium bid is:\* (1) 1.01 %.

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

(1) Per bid instructions, brokered, CDARS, and marketplace and other subscription service deposits (such as Quickrate) are excluded from premium calculation. Also note that the subsidiaries are not being assumed in the proposal. See Exhibit A.

This is bid number 2  
of 2 bids submitted.

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

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

The transaction bid must be stated as a dollar amount. The Deposit premium bid must be stated as a percentage. Bids may be stated as a positive or as a negative number. When completing the Bid Form, Potential Acquirers **must** indicate a negative bid by placing parenthesis "( )" around the number. Bids will be considered positive if not in parenthesis. If no bid is made for a transaction or option, leave the space blank or write "no bid". If one of the two components is filled in and the other is blank, the bid will be treated as a live bid with a bid of 0 in the blank. **A bid of zero in any form will be treated as a live bid of \$0 or 0%.**

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

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

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

This is bid number 2  
of 2 bids submitted.

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

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

The transaction bid must be stated as a dollar amount. The Deposit premium bid must be stated as a percentage. Bids may be stated as a positive or as a negative number. When completing the Bid Form, Potential Acquirers **must** indicate a negative bid by placing parenthesis "( )" around the number. Bids will be considered positive if not in parenthesis. If no bid is made for a transaction or option, leave the space blank or write "no bid". If one of the two components is filled in and the other is blank, the bid will be treated as a live bid with a bid of 0 in the blank. **A bid of zero in any form will be treated as a live bid of \$0 or 0%.**

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

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

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

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  
      thrift

(ii) the resulting financial institution

      will  
  X   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 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  
  X   state member bank  
      state non member bank  
      federal savings bank  
      state savings bank  
      federal savings and loan association  
      state savings and loan association  
      other (please explain)

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

Name of holding company: \_\_\_\_\_

This is bid number 2  
of 2 bids submitted.

Address of holding company: \_\_\_\_\_  
\_\_\_\_\_

The holding company will be a:

- bank holding company
- thrift holding company

**V. Contact**

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

Name: Karla Payne

Title: Senior VP/Finance and Secretary

Address: 921 W. Monroe, P.O. Box 799

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Telephone: 479.750.6149 (office)

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Facsimile: 479.770.1615

cc: Name: Bob Kelly

**VI. Consummation of Transaction**

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to one of the transactions contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and

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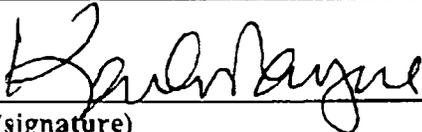
representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true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

Arvest Bank

By:   
(signature)

Name: Karla Payne

Title: Senior VP/Finance and Secretary

Date: March 26, 2009

**EXHIBIT A**  
**WHOLE BANK P&A with LOSS SHARING BID**

**American Sterling Bank**  
**Sugar Creek, Missouri**

Arvest Bank, as part of its bid for American Sterling Bank under the Purchase and Assumption (Whole Bank) Bid with Loss Sharing Agreement, provides this clarification of Arvest Bank's bid and understanding of certain aspects of the Agreement with the FDIC. Our bid is contingent upon the FDIC confirming our understanding to the following items:

1. No subsidiaries of American Sterling Bank will be passed, sold to, or assumed by Arvest Bank as part of this transaction. Further this includes all subsidiaries, joint ventures, partnerships, and any and all other business combinations or arrangements relating to the subsidiaries as referenced in Section 3.1 of the P&A Agreement."
2. Any expenses related to environmental conditions or lender liability claims shall be includable in recovery Expenses and Reimbursable expenses for the loss sharing arrangements in the whole bank P&A.
3. The transaction would not include the assumption or assignment of any leases associated with any subsidiary of American Sterling Bank.
4. With regard to the Residential Mortgages acquired, in the event that a National Mortgage Loan Modification Program is approved by the United States Congress or implemented by the Treasury Department or any other governmental organization, Arvest Bank would have the right to choose between the new program or the existing FDIC Loan Modification Program.
5. The Bank held approximately \$14 million in National Rate Line Deposits that are held in the Carefree Arizona branch.