

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: Metcalf 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 _____
of _____ bids submitted.

I. Omitted

II. Purchase and Assumption Bid

The Potential Acquirer is: Metcalfe Bank
Lee's Summit, Missouri
(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: \$ 1,013,300

All Deposits* .6 % of Assumed Deposits.

Insured Deposits Only** % of Assumed Deposits.

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

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

III. Omitted

This is bid number _____
of _____ bids submitted.

IV. Resulting Institution Information (Place "Xs" where and as appropriate)

A. If the Potential Acquirer's Bid is accepted:

(i) the resulting financial institution will be a

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

Metcalf Bank

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 _____
of _____ bids submitted.

Name of holding company: Central Bancompany, Inc.

Address of holding company: 238 Madison Street

Jefferson City, Missouri 65101

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: Robert M. Robuck

Title: Vice Chairman

Address: 238 Madison Street

Jefferson City, Missouri 65101

Telephone: 573/634-1197 (office)

[REDACTED] (other) (cell)

Facsimile: 573/635-1434

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.

This is bid number _____ of _____ bids submitted.
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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.

Metcalf Bank

Printed Name of Potential Acquirer

By: *Robert M. Robuck*

(signature)

Name: Robert M. Robuck

Vice Chairman

Title: Central Bancompany, Inc.

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: Metcalfe Bank

BID FOR: [Failed Bank] American Sterling Bank
[City, State] (the "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 _____ of _____ bids submitted.
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II. Transaction # 2 – All Deposits

The Potential Acquirer is: Metcalfe Bank
Lee's Summit, Missouri
 (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: \$ (20,337,000) *

The Deposit premium bid is:* .6 %.

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

*Metcalfe's transaction bid in the negative amount of (20,337,000) excludes American Sterling Bank's general ledger account number 131100. This is an asset account entitled Mortgage Locks - FASB133 with a general ledger balance of \$2,508,828 on March 3, 2009. Our understanding is that Metcalfe will not be purchasing this asset and it will go to the Receiver at closing. Metcalfe's bid is also contingent upon not having exposure to the risk of pair-off fees and the put-back liability on the real estate loan commitments in the pipeline that will need to be processed and delivered after the closing date.

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

 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

Metcalfe Bank

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: Central Bancompany, Inc.

This is bid number _____
of _____ bids submitted.

Address of holding company: 238 Madison Street
Jefferson City, Missouri 65101

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: Robert M. Robuck

Title: Vice Chairman

Address: 238 Madison Street

Jefferson City, Missouri 65101

Telephone: 573/634-1197 (office)

[REDACTED] (other) (cell)

Facsimile: 573/635-1434

cc: Name: _____

VI. Consummation of Transaction

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

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

This is bid number _____
of _____ bids submitted.

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

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

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

Printed Name of Potential Acquirer

Metcalf Bank

By: *RM Robuck*
(signature)

Name: Robert M. Robuck

Title: Vice Chairman
Central Bancompany, Inc.

Date: March 26, 2009