

EXHIBIT "A"
BID FORM

April 14, 2009

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

Attention: Manager - Franchise Marketing
Division of Resolutions and Receiverships

FROM:

Fidelity Bank

BID FOR: Michigan Heritage Bank
Farmington Hills, MI

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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I. **Transaction # 1 – All Deposits**

The Potential Acquirer is: Fidelity Bank, Dearborn MI
 (Name, City, State)

The asset premium (discount) 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 asset premium (discount) bid is: \$ (54,500,000)

The Deposit premium bid is:* (zero) 0 %.

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

This is bid number _____ of _____ bids submitted.
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II. Transaction # 2 – Insured Deposits Only

The Potential Acquirer is: _____
(Name, City, State)

The asset premium (discount) 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 asset premium (discount) bid is: \$ _____.

The Deposit premium bid is:* _____ %.

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

*Fidelity Bank is not bidding
Transaction # 2 - Insured Deposits only.*

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

Fidelity 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:

Name of holding company: _____

Address of holding company: _____

This is bid number _____
of _____ bids submitted.

The holding company will be a:

- bank holding company
- thrift holding company

IV. Contact

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

Name: Jeffrey L. Karafa

Title: SVP and CFO

Address: 4000 Allen Rd
Allen Park MI 48101

Telephone: 313 381 3200 (office)
[REDACTED] (other) cell

Facsimile: 313 381 6100

cc: Name: Michael J. Ross

V. 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 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