

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:

BID FOR: **Freedom Bank of Georgia**
Commerce, 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.

This is bid number _____
of _____ bids submitted.

I. Omitted

II. Purchase and Assumption Bid

The Potential Acquirer is: HAMILTON STATE BANK, HOSCHTON, GA
(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* (.886) % 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

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

HAMILTON STATE 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 _____
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: Mike Ricketson

Title: CFO

Address: 1907 Highway 211
Hoschton, GA 30548

Telephone: 770-868-2660 (office)

_____ (other)

Facsimile: 770-868-2669

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.

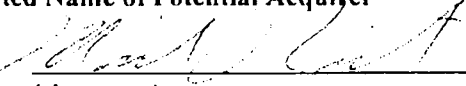
The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and representations made by or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

Hamilton State Bank

Printed Name of Potential Acquirer

By: _____
(signature)

Name: Michael Ricketson

Title: CFO

Date: March 3, 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: Northeast Georgia Bank

BID FOR: **Freedom Bank of Georgia**
Commerce, 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.

This is bid number _____
of _____ bids submitted.

I. Omitted

II. Purchase and Assumption Bid

The Potential Acquirer is: Northeast Georgia Bank Lavonia, Georgia 30553
(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*	<u>1.24221% of Assumed Deposits.</u>
Insured Deposits Only**	<u>1.350 % 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.**

The bid excludes premium on wholesale deposits.

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

 Northeast Georgia Bank

and such institution will be a:

- national bank
- state member bank
- X 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: John C Seay

Title: President/CEO

Address: 12461 Augusta Road
Lavonia, Georgia 30553

Telephone: 706-356-4444 (office)
~~706-356-4444~~ (other) (cell)

Facsimile: 706-356-2519

cc: Name: John C Seay

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.

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.

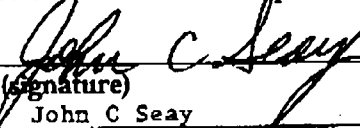
Northeast Georgia Bank
Printed Name of Potential Acquirer
By: 
(signature)
Name: John C Seay
Title: President/CEO
Date: 03-03-09

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: Northeast Georgia Bank

BID FOR: **Freedom Bank of Georgia**
Commerce, 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 (Whole Bank) with Loss Share Agreement.

This is bid number _____
of _____ bids submitted.

I. Transaction # 1 - All Deposits

The Potential Acquirer is: Northeast Georgia Bank Lavonia, Georgia 30553
(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: \$ (13,650,000.00)
The Deposit premium bid is:* 1.0 %.

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

The bid excludes premium on wholesale deposits.

This is bid number _____
of _____ bids submitted.

II. Transaction # 2 - Insured Deposits Only

The Potential Acquirer is: Northeast Georgia Bank Lavonia, Georgia 30553
(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: \$ (13,650,000.00)

The Deposit premium bid is:* 1.11 %.

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

The bid excludes premium on wholesale deposits.

This is bid number _____
of _____ bids submitted.

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

Northeast Georgia 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: John C Seay

Title: President/CEO

Address: 12461 Augusta Road
Lavonia, Georgia 30553

Telephone: 706-356-4444 (office)
~~CONFIDENTIAL~~ (other) (cell)

Facsimile: 706-356-2519

cc: Name: John C Seay

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

This is bid number _____
of _____ bids submitted.

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

Northeast Georgia Bank

By: John C Seay
(signature)

Name: John C Seay

Title: President/CEO

Date: 03-03-09

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:

BID FOR: Freedom Bank of Georgia
Commerce, 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.

This is bid number _____
of _____ bids submitted.

- I. Omitted
- II. Purchase and Assumption Bid

The Potential Acquirer is: The Peoples Bank, Winder, Georgia
(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* 0.16% 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

The Peoples Bank

and such institution will be a:

- _____ national bank
- _____ state member bank
- X 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: Peoples Holding Company
Address of holding company: 71 N. Broad Street
Winder, Georgia 30690

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: Christopher B. Maddox
Title: President/CEO
Address: 71 N. Broad Street
Winder, Georgia 30690

Telephone: (770) 967-0111 (office)

(678) 425-6780 (other)

Facsimile: (678) 425-0025

cc: Name: Jeff A. Kraus, EVP/CFO

VI. Consummation of Transaction

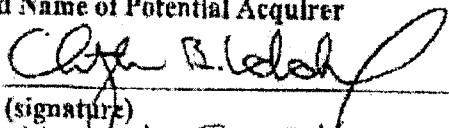
The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to the transaction contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the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

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.

The Peoples Bank
Printed Name of Potential Acquirer
By: 
(signature)
Name: Christopher D. Medder
Title: President/CEO
Date: March 2, 2009