

[Handwritten initials]

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: *Center State Bank of Florida NA*

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 bid number _____
of _____ bids submitted.

- I. Omitted
- II. Purchase and Assumption Bid

The Potential Acquirer is: Center State Bank of Florida, N.A. Winter Haven, 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 Franchise Transaction (All Offices):

The bid amount is:

All Deposits*

Insured Deposits Only

~~1.70% of Assumed Deposits~~
1.70 % of Assumed Deposits.
~~1.70~~ % of Assumed Deposits.

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

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

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)

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

This is bid number _____
of _____ bids submitted.

Name of holding company: Center State Banks of Florida, Inc.
Address of holding company: 4225 US Highway 27
Davenport, FL 33837

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: Stephen Young
Title: EVP + CFO
Address: 1101 First Street South
Winter Haven, FL 33880

Telephone: (863) 294-8108 (office)
(863) 514-0741 (other) *contact info on 1/28-1/29*
Facsimile: (863) 294-2218

cc: Name: John Corbett (863) 206-1458

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 _____
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.

Center State Bank of Florida NA.

Printed Name of Potential Acquirer

By: [Signature]

(signature)

Name: John C. Corbett

Title: President & CEO

Date: 12/27/09

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: 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 submitted.

I. Omitted

II. Purchase and Assumption Bid

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.

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

III. Omitted

This is bid number 1
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
~~xxxxx~~ thrift

(ii) the resulting financial institution

 will
~~xxxx~~ will not
involve a de novo institution

(iii) the resulting financial institution

~~xxx~~ 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

First Federal Bank of FL

and such institution will be a:

 national bank
 state member bank
 state non member bank
~~xx~~ 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 bids submitted.

Name of holding company: First Federal Bancorp, MHC

Address of holding company: Lake City, FL

The holding company will be a:

 bank holding company
x thrift holding company

V. Contact

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)

 (other)

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 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.

First Federal Bank of FL

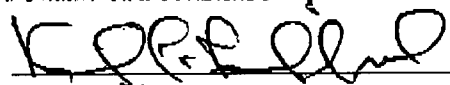
Printed Name of Potential Acquirer
By: 
(signature)
Name: Keith C. Leibfried
Title: President & CEO
Date: 1.28.09

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: 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 bid number _____
of _____ bids submitted.

I. Omitted

II. Purchase and Assumption Bid

The Potential Acquirer is: United Southern Bank, Umatilla, FL
(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> </u> % of Assumed Deposits.
Insured Deposits Only	<u>(3.25)</u> % of Assumed Deposits.

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

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

United Southern 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: Gregory L. Nelson

Title: President & CEO

Address: 2701 S. Bay St.

Eustis, FL 32726

Telephone: 352-483-5890 (office)

_____ (other)

Facsimile: 352-483-3056

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

This is bid 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.

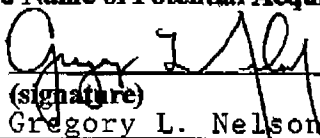
United Southern Bank
Printed Name of Potential Acquirer
By: 
(signature)
Name: Gregory L. Nelson
Title: President & CEO
Date: 01/28/09

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:

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

Ocala National 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 bid number 1
of 1 bids submitted.

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.

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

III. Omitted

Ocala National Bank
Ocala, Florida

This is bid number 1
of 1 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

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:

Ocala National Bank
Ocala, Florida

This is bid number 1
of 1 bids submitted.

Name of holding company: N/A

Address of holding company: N/A

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: James R. Gordon

Title: SEVP / Chief 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

Ocala National Bank
Ocala, Florida

This is bid number 1
of 1 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.

Mercantile Bank, a division of Carolina First Bank

Printed Name of Potential Acquirer

By: [Signature]

Name: James Gordon

Title: SEVP + CFO

Date: January 28, 2009

(Failed Bank)
(Location)

Ocala National Bank
Ocala, Florida

EXHIBIT "A"
BJD FORM

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

Attention: Manager - Franchise Marketing
Division of Resolutions and Receiverships

FROM: Superior Bank
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.

[Ocala National Bank]

This is bid number 1
of 1 bid submitted.

I. Omitted

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*	<u>1.108% of Assumed Deposits.</u>
Insured Deposits Only	<u>% of Assumed Deposits.</u>

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

III. Omitted

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
 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

Superior 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 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

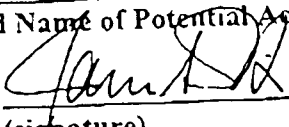
This is bid number 1
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A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

Superior Bank
Printed Name of Potential Acquirer
By: 
(signature)
Name: Jim White
Title: Chief Financial Officer
Date: January 28, 2009