

**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:** CORNERSTONE BANK

**BID FOR:** [Failed Bank] SHERMAN COUNTY BANK  
[Location] (the "Bank") 734 O Street  
Loup City, NE 68853

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: CORNERSTONE BANK, York, Nebraska  
(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>                  % of Assumed Deposits.</u>
Insured Deposits Only	<u>-010 % of Assumed Deposits.</u> (approximately \$85,000)

\*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**

CORNERSTONE 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: G. G. Holthus (Kelly Holthus)

Title: President & CEO

Address: 529 Lincoln Avenue

York, NE 68467

Telephone: 402-363-7409 (office)

\_\_\_\_\_ (other)

Facsimile: 402-362-4787

cc: Name: Carol Miller

**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.

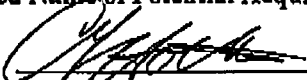
CORNERSTONE BANK  
Printed Name of Potential Acquirer  
By:   
(signature)  
Name: C. G. Holthus  
Title: President & CEO  
Date: February 11, 2009

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:** McCook National Bank McCook, NE 69001  
FDIC #5434

**BID FOR:** [Failed Bank] Sherman County Bank #5431  
[Location] (the "Bank") Loup City, NE

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.

**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

Mid Nebraska Bank, A Branch of McCook National 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: Graff Family, Inc.  
Address of holding company: 220 Norris Ave, PO Box 1208  
McCook, NE 69001

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: Brian D. Esch  
Title: President & CEO  
Address: 220 Norris Ave, PO Box 1208  
McCook, NE 69001

Telephone: 308 345 4240 (office)  
308 340 6215 (other)  
Facsimile: 308 345 3767

cc: Name: P. Mark Graff

**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 1 bids submitted.

consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

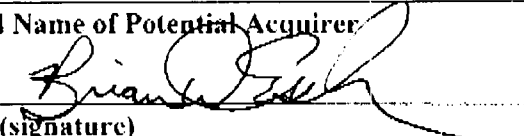
The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and representations made by or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

McCook National Bank

Printed Name of Potential Acquirer

By:   
(signature)

Name: Brian D. Esch

Title: President & CEO

Date: 2/09/2009

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:** HERITAGE BANK  
AURORA, NEBRASKA

**BID FOR:** [Failed Bank] SHERMAN County Bank  
[Location] (the "Bank") LOOP City NEBR

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: Heritage Bank, AURORA, NEBRASKA  
(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\* 6.0 % 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 \_\_\_\_\_  
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**

Heritage 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: SAM MOYER

Title: PRESIDENT

Address: 1101 12th Street  
AURORA NE.

Telephone: 402-694-3136 (office)

\_\_\_\_\_ (other)

Facsimile: 402-694-6316

cc: Name: Kevin Henderson

**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.

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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.

Heritage Bank

Printed Name of Potential Acquirer

By: Sam Meyer  
(signature)

Name: Sam Meyer

Title: President

Date: Feb 11, 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:** Five Points Bank  
Grand Island, NE

**BID FOR:** Sherman County Bank  
Loup City, NE

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.

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

Five Points 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: Tim A. Wojcik

Title: Senior Vice President

Address: Box 1507, Grand Island, NE 68802-1507  
\_\_\_\_\_

Telephone: 308-384-9998 (office)

308-380-4521 (other)

Facsimile: 308-384-1073

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.

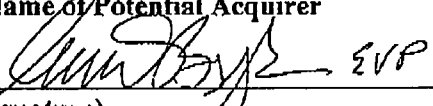
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The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been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

Five Points Bank

Printed Name of Potential Acquirer

By:  EVP  
(signature)

Name: Edward M. O'Boyle

Title: Executive Vice President

Date: 2-10-09

**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:** CORNERSTONE BANK

**BID FOR:** [Failed Bank] SHERMAN COUNTY BANK  
[Location] (the "Bank") 734 O Street  
Loup City, NE 68853

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.

**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

CORNERSTONE 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: C. G. Holthus (Kelly Holthus)

Title: President & CEO

Address: 529 Lincoln Avenue

York, NE 68467

Telephone: 402-363-7409 (office)

\_\_\_\_\_ (other)

Facsimile: 402-362-4787

cc: Name: Carol Miller

**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



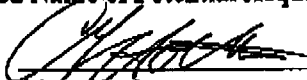
This is bid number \_\_\_\_\_  
of \_\_\_\_\_ bids submitted.

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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.

CORNERSTONE BANK  
Printed Name of Potential Acquirer  
By:   
(signature)  
Name: C. G. Holthus  
Title: President & CEO  
Date: February 11, 2009



February 11, 2009

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

Attention: Manager – Franchise Marketing  
Division of Resolutions and Receiverships

FROM: BankFirst  
Clark D. Froehlich, President

BID FOR: Sherman County BankFirst  
Loup City, Nebraska 68853

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.

Clark D. Froehlich  
President

Norfolk  
100 North 13th Street  
P.O. Box 868  
Norfolk, NE 68702-0868  
402-371-8005  
888-371-8005

Columbus  
1371 26th Avenue  
P.O. Box 908  
Columbus, NE 68602-0908  
402-563-3550  
800-562-8187

Wayne  
220 West 7th Street  
P.O. Box 277  
Wayne, NE 68787-0277  
402-375-1114

Ord  
2710 L Street  
P.O. Box 343  
Ord, NE 68862-0343  
308-728-5886  
800-791-2199

Lincoln  
Loan Production Office  
6800 South 32nd  
Lincoln, NE 68516  
402-434-3680  
888-610-7433

O’Neill  
313 East Highway 20  
P.O. Box 429  
O’Neill, NE 68763-0429  
402-336-2700



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

BANKFIRST

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: NORTH CENTRAL BANCORP.

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: CLARK D. FROELICH

Title: PRESIDENT

Address: PO BOX 868  
NORFOLK, NE 68701

Telephone: 402-371-8005 (office)

402-750-1217 (other) cell

Facsimile: 402-371-1077

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

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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.

BANKFIRST  
Printed Name of Potential Acquirer

By: *Clark D. Froehlich Pres*  
(signature)

Name: CLARK D. FROEHLICH

Title: PRESIDENT

Date: 2/11/09