Note concerning the TD Bank N.A. bids: These bids were contingent upon FDIC accepting the terms of a Purchase and Assumption Agreement that had been marked up by the bidder.

Annex B-1

See accompanying bid letter for conditions applicable to this bid on Annex B-1.

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: TD Bank, National Association

BID FOR: **BankUnited, FSB**
Coral Gables, 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 (Whole Bank) with Loss Share Agreement.

This is bid number 1 of 2 bids submitted.

I. Transaction # 1 – All Deposits

The Potential Acquirer is: TD Bank, National Association, Portland, ME
(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: $ (4,130,900,000.00)

The Deposit premium bid is:* 0 %

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

This is bid number 1 of 2 bids submitted.

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: $ No bid.

The Deposit premium bid is:* No bid. %.

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

This is bid number 1 of 2 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

X bank
_ thrift

(ii) the resulting financial institution

_____ will
X will not
involve a de novo institution

(iii) the resulting financial institution * Certain branches of BankUnited, FSB will be operated as branches of the Acquirer.

_____ 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

TD Bank, National Association

and such institution will be a:

X 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 1 of 2 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: Stephen J. Boyle

Title: Executive Vice President and CFO

Address: 1701 Route 70 East
Cherry Hill, NJ 08034

Telephone: (856) 874-2409 (office)
[redacted] (other)

Facsimile: (856) 751-1147

cc: Name: _____ _____

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 1 of 2
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

TD Bank, National Association

By: _____
(signature)

Name: Stephen J. Boyle

Title: Executive Vice President and CFO

Date: May 19, 2009

Annex B-2

See accompanying bid letter for conditions applicable to this bid on Annex B-2.

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: TD Bank, National Association

BID FOR: **BankUnited, FSB**
Coral Gables, 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 (Whole Bank) with Loss Share Agreement.

This is bid number 2
of 2 bids submitted.

I. Transaction # 1 – All Deposits

The Potential Acquirer is: TD Bank, National Association, Portland, ME
(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: $ (4,358,700,000.00) .

The Deposit premium bid is:* 0 %.

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

This is bid number 2 of 2 bids submitted.

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: $ No bid.

The Deposit premium bid is:* No bid. %.

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

This is bid number 2
of 2 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

X bank
__ thrift

(ii) the resulting financial institution

__ will
X will not
involve a de novo institution

(iii) the resulting financial institution * Certain branches of BankUnited, FSB will be operated as branches of the Acquirer.

__ 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

TD Bank, National Association

and such institution will be a:

X 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 2 of 2 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: Stephen J. Boyle

Title: Executive Vice President and CFO

Address: 1701 Route 70 East
Cherry Hill, NJ 08034

Telephone: (856) 874-2409 (office)
[redacted] (other)

Facsimile: (856) 751-1147

cc: Name: _____

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 2 of 2
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

TD Bank, National Association

By: _____
(signature)

Name: Stephen J. Boyle

Title: Executive Vice President and CFO

Date: May 19, 2009