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: Branch Banking & Trust Company

BID FOR: **HAVEN TRUST BANK**
DULUTH, GEORGIA (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 1
of 1 bids submitted.

I. Omitted

II. Purchase and Assumption Bid

The Potential Acquirer is: Branch Banking & Trust Company, Winston-Salem, NC
(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: RBS 12/10/08 9:35 AM

All Deposits* $ 112,000.00 ~~% of Assumed Deposits.~~

Insured Deposits Only ~~0.00 % of Assumed Deposits.~~ RBS 12/10/08 9:35 AM

The bid amount is: Subject to Board of Directors Executive Committee Approval

***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 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

Branch Banking & Trust Company
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 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: Theresa Watkins

Title: Executive Vice President

Address: 150 South Stratford Road, Suite 510

Winston-Salem, NC 27104

Telephone: 336-733-3410 (office)

_____ (other)

Facsimile: 336-733-3123

cc: Name: Robert E. Greene

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.

Branch Banking & Trust Company
Printed Name of Potential Acquirer

By: _____
(signature)

Name: Robert E. Greene

Title: Senior Executive Vice President

Date: December 9, 2008