

*Note concerning the Flowers BankUnited FSB bid: This bid was contingent upon modifying paragraphs 6.2 of the Loss Share Agreements to allow certain transfers of loss-share assets.*

**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:** Flowers BankUnited, FSB (in formation)

**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 1 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  
  X   thrift

(ii) the resulting financial institution

  X   will  
       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

Flowers BankUnited, FSB

and such institution will be a:

       national bank  
       state member bank  
       state non member bank  
  X   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: BU HoldCo Corp.

Address of holding company: 717 Fifth Avenue, 26th Floor

This is bid number <u>1</u> of <u>1</u> bids submitted.
--

New York, New York 10022

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: Edward Grebow

Title: Director

Address: 717 Fifth Avenue, 26th Floor

New York, New York 10022

Telephone: (212) 404-6829 (office)

[REDACTED] (other)

Facsimile: (212) 858-5708

cc: Name: Andrew Gerlach / [REDACTED]

**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 1 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**

Flowers BankUnited, FSB (in formation)

By:   
(signature)

Name: BU HoldCo Corp./Edward Grebow

Title: Director

Date: May 19, 2009