

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: THE BANK OF HAMPTON ROADS,
d/b/a Gateway Bank & Trust Co.
Norfolk, Virginia

BID FOR: **Cape Fear Bank**
Wilmington, NC (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 _____ of _____ bids submitted.
--

I. Omitted

II. Purchase and Assumption Bid

The Bank of Hampton Roads,
The Potential Acquirer is: d/b/a Gateway Bank & Trust Co., Norfolk, Va.
 (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* 1.15 % of Assumed Deposits.

Insured Deposits Only** % of Assumed Deposits.

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

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

III. Omitted

This is bid number _____ of _____ bids submitted.
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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
 Gateway Bank & Trust Co.,
 a division of The Bank of Hampton Roads

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: Douglas J. Glenn

Title: EVP, Gen Counsel & COO

Address: 999 Waterside Dr, Suite 200
Norfolk, Virginia 23510

Telephone: 757-217-3634 (office)

[REDACTED] (other)

Facsimile: 757-217-3656

cc: Name: Jack W. Gibson

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

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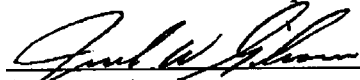
The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and representations made by or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

The Bank of Hampton Roads,
d/b/a Gateway Bank & Trust Co.

Printed Name of Potential Acquirer

By: 
(signature)

Name: Jack W. Gibson

Title: President & CEO

Date: April 7, 2009

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The Bank of Hampton Roads,
d/b/a Gateway Bank & Trust Co.

Printed Name of Potential Acquirer

By: _____

(signature)

Name: Jack W. Gibson

Title: President & CEO

Date: April 7, 2009