

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2014
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information
1a Name of plan <u>BB&T CORPORATION 401(K) SAVINGS PLAN</u>	1b Three-digit plan number (PN) ▶ <u>003</u> 1c Effective date of plan <u>07/01/1982</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>BB&T CORPORATION</u> <u>HUMAN SYSTEMS DIVISION</u> <u>P.O. BOX 1215</u> <u>WINSTON-SALEM, NC 27102-1215</u>	2b Employer Identification Number (EIN) <u>56-0939887</u> 2c Plan Sponsor's telephone number <u>800-716-2455</u> 2d Business code (see instructions) <u>522110</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/07/2015</u>	<u>STEVE REEDER, SR. VICE PRESIDENT</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/09/2015</u>	<u>CINDY POWELL</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor EMPLOYEE BENEFITS PLAN COMMITTEE BRANCH BANKING & TRUST CO. P.O. BOX 1215 WINSTON-SALEM, NC 27102-1215	3b Administrator's EIN 56-0939887 3c Administrator's telephone number 800-716-2455
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 38861
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1) 32598 6a(2) 30758 6b 6555 6c 44 6d 37357 6e 23 6f 37380 6g 31768 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2J 2O 2F 2G 2K 2R 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>BB&T CORPORATION 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BB&T CORPORATION</u>	D Employer Identification Number (EIN) <u>56-0939887</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
BB & T

56-1368984

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

BB & T

56-1368984

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 37 38 49	WHOLLY OWNED SUBSIDIARY	298875	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

TD AMERITRADE

47-0533629

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 33	BROKERAGE	162208	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

PRONVEST

62-1823351

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	INVESTMT ADVISORY	22408	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TD AMERITRADE	63	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
VARIOUS MUTUAL FUNDS TD AMERITRADE 1005 NORTH AMERITRADE PLACE BELLEVUE, NE 68005	RANGE OF 0.25-0.40% OF BALANCES HELD

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TD AMERITRADE	99	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
VARIOUS EQUITIES TD AMERITRADE 1005 NORTH AMERITRADE PLACE BELLEVUE, NE 68005	RANGE FROM \$.0005 TO \$.0040 PER SHARE AND \$.40 - \$.50 PER OPTION CONTRACT FOR ROUTING ORDERS TO AN EXCHANGE OR MARKET MAKER

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TD AMERITRADE	52	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TD AMERITRADE MONEY MARKET 1005 NORTH AMERITRADE PLACE BELLEVUE, NE 68005	RATE OF UP TO 80 BPS

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
BB & T	63	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
STERLING CAPITAL FAMILY OF FUNDS P.O. BOX 9762 PROVIDENCE, RI 02940-9762	RATE OF 0.15% OF AVERAGE DAILY BALANCE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large;">2014</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan BB&T CORPORATION 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ▶	003
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 BB&T CORPORATION	D Employer Identification Number (EIN) 56-0939887	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: MORLEY STABLE VALUE FUND

b Name of sponsor of entity listed in (a): UNION BOND & TRUST COMPANY

c EIN-PN 93-6274329-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1257086
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>BB&T CORPORATION 401(K) SAVINGS PLAN</u>		B Three-digit plan number (PN) ► <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BB&T CORPORATION</u>		D Employer Identification Number (EIN) <u>56-0939887</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a	0	
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)		
	(2) Participant contributions.....	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	177966576	174920304
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common.....	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property).....	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans.....	1c(8)	49894797	51294155
	(9) Value of interest in common/collective trusts	1c(9)	16258668	23614911
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities.....	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	1741585414	1960808410
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other.....	1c(15)	94840675	106807438

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	649003619	614015012
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2729549749	2931460230

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2729549749	2931460230
---	-----------	------------	------------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	93435212	
(B) Participants	2a(1)(B)	131720568	
(C) Others (including rollovers)	2a(1)(C)	12722008	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		237877788
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1331009	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	2095426	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3426435
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	15857178	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	74879237	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		90736415
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	28426123	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		28426123

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		206546
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		60559736
c Other income.....	2c		5022833
d Total income. Add all income amounts in column (b) and enter total.....	2d		426255876

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	237430457	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		237430457
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	483491	
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		483491
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		237913948

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		188341928
l Transfers of assets:			
(1) To this plan.....	2l(1)		13568553
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☒ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: PRICEWATERHOUSECOOPERS

(2) EIN: 13-4008324

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		161000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
PRECEPT 401(K) PLAN	93-0959770	001
BB&T RETIREMENT PLAN FOR CERTAIN ACQUIRED COMPANIES	56-0939887	005

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>BB&T CORPORATION 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BB&T CORPORATION</u>	D Employer Identification Number (EIN) <u>56-0939887</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>56-1368984</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

BB&T Corporation

401(k) Savings Plan

Financial Statements and Supplemental Schedule
Years Ended December 31, 2014 and 2013

BB&T Corporation 401(k) Savings Plan

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December 31, 2014 and 2013

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*Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.



Independent Auditor's Report

To the Administrator of the BB&T Corporation 401(k) Savings Plan

We have audited the accompanying financial statements of the BB&T Corporation 401(k) Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2014 and December 31, 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2014 and December 31, 2013 and the changes in net assets available for benefits for the years then ended, in accordance with accounting principles generally accepted in the United States of America.



Other Matter

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) at December 31, 2014 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves and other additional procedures, in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

PricewaterhouseCoopers LLP

Greensboro, North Carolina
June 25, 2015

BB&T Corporation 401(k) Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Assets		
Investments, at fair value		
BB&T Corporation common stock	\$ 614,015,012	\$ 649,003,619
Mutual funds	1,960,808,410	1,741,585,414
Common/collective trust	23,614,911	16,258,668
Self-directed investments	102,279,386	90,621,623
Separately managed accounts	4,528,052	4,219,052
Cash and cash equivalents	3,176,085	3,670,881
Associate insured deposit account	171,744,219	174,295,695
Total investments, at fair value	<u>2,880,166,075</u>	<u>2,679,654,952</u>
Receivables:		
Notes receivable from participants	51,294,155	49,894,797
Net assets available for benefits	<u><u>\$2,931,460,230</u></u>	<u><u>\$2,729,549,749</u></u>

The accompanying notes are an integral part of these financial statements.

BB&T Corporation 401(k) Savings Plan
Statements of Changes in Net Assets Available for Benefits
Years ended December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Additions to (deductions from) net assets attributable to:		
Investment income		
Interest	\$ 1,399,739	\$ 1,900,605
Dividends	93,202,971	99,121,895
Net appreciation in fair value of investments	<u>91,679,952</u>	<u>395,310,481</u>
Net investment income	<u>186,282,662</u>	<u>496,332,981</u>
 Interest on notes receivable from participants	 2,095,426	 1,990,097
 Contributions		
Employer	93,435,212	91,917,715
Employee	131,720,568	128,873,005
Rollovers	<u>12,722,008</u>	<u>11,128,193</u>
Total contributions	<u>237,877,788</u>	<u>231,918,913</u>
Total additions	<u>426,255,876</u>	<u>730,241,991</u>
 Benefits paid to participants	 (237,430,457)	 (205,951,181)
Administrative expenses	<u>(483,491)</u>	<u>(468,558)</u>
Total deductions	<u>(237,913,948)</u>	<u>(206,419,739)</u>
 Net increase prior to transfers from (to) other plans	 188,341,928	 523,822,252
 Transfers from (to) other plans	 <u>13,568,553</u>	 <u>(12,759,151)</u>
Net increase	201,910,481	511,063,101
 Net assets available for benefits		
Beginning of year	<u>2,729,549,749</u>	<u>2,218,486,648</u>
End of year	<u><u>\$2,931,460,230</u></u>	<u><u>\$2,729,549,749</u></u>

The accompanying notes are an integral part of these financial statements.

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

Years ended December 31, 2014 and 2013

1. Description of the BB&T Corporation 401(k) Savings Plan

The following description of the BB&T Corporation 401(k) Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan sponsored by BB&T Corporation (the "Corporation" or "Plan Sponsor"). The Plan, which was established effective July 1, 1982 and amended and restated as of January 1, 2013, is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Board of Directors ("Board") is responsible for oversight of the Plan, including the appropriateness of the Plan's investment offerings, and monitoring of investment performance. In accordance with the Plan Document, certain of the Board's responsibilities have been delegated to the Employee Benefits Plan Committee.

Eligibility for Participation

The Plan covers all employees of participating subsidiaries who meet age and service requirements. Employees are eligible to make salary reduction contributions immediately after employment with the Corporation and are eligible to receive matching contributions after attaining the age of 21 with one year of continuous employment in which they have worked at least 1,000 hours. Participation in the Plan is based on voluntary election by each employee.

Contributions

Participants can elect to contribute between 1 percent and 50 percent, in whole percentages, of their eligible earnings, as defined in the Plan document, on a pre-tax basis subject to certain Internal Revenue Code ("IRC") limitations. The Plan also has a Roth feature that allows for after-tax contributions. The Corporation matches dollar-for-dollar up to 6 percent of compensation that a participant contributes to the Plan. Participants may make changes in their contribution percentage at any time. Allocations among fund options offered by the Plan may be changed on a daily basis. Participants may also contribute funds from other tax-qualified plans as rollover contributions.

Vesting

Participants are vested immediately in their contributions, employer matching contributions and actual earnings allocated to their account. Nonvested employer matching contributions may occur as a result of participants in predecessor plans that have terminated their employment with their employer.

Notes Receivable from Participants

Participants may borrow from their account balances an amount not to exceed the lesser of \$50,000 (less adjustments as required by the Internal Revenue Service ("IRS")) or 50 percent of their account balance. The minimum loan amount allowed by the Plan is \$1,000. Only one loan can be taken during the Plan year and a participant may have only one loan outstanding at any time. The interest rate charged on amounts borrowed is equal to the Corporation's prime lending rate plus 1 percent at the loan origination date. Principal and interest is paid ratably through payroll deductions. Loans from merged plans are carried at the terms and conditions that were set by the predecessor plans.

Payment of Benefits

Upon termination, a participant may elect to have distributions paid from their account in installments, a lump sum or any combination of the two. Retired participants may elect installment payments to occur over a period not to exceed the participant's life expectancy, or the life expectancy of the participant and beneficiary. Hardship withdrawals are allowed by the Plan in accordance with Plan provisions and IRS regulations.

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

Years ended December 31, 2014 and 2013

Participant Accounts

Each participant's individual account is credited with the participant's contributions and allocations of matching contributions, earnings/(losses) on the account and administrative expenses. Allocations of earnings/(losses) and expenses are based upon the market activity and fees of the investment options selected by the participant. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Forfeitures

Forfeitures represent nonvested employer matching contributions of participants in predecessor plans that have terminated their employment with their employer. At December 31, 2014 and 2013, forfeited accounts totalled \$13 and \$14, respectively. This forfeiture can be used to reduce employer contributions. In 2014 and 2013, contributions by the employer were reduced by \$30,592 and \$56,493, respectively, from the forfeiture account.

2. Summary of Significant Accounting Policies

Basis of Accounting

The Plan's financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Administrative Expenses and Investment-Related Fees

The Plan Sponsor may elect, but is not required, to pay recordkeeping and other administrative expenses incurred by the Plan. The Plan Sponsor has elected to pay certain administrative fees related to professional services provided to the Plan (see Note 10). Investment-related fees are included in net appreciation of fair value of investments.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when incurred. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Cash and Cash Equivalents

Cash and cash equivalents includes interest-bearing deposits with the Corporation so that the carrying value of cash and cash equivalents approximates the fair value of these instruments.

Investment Valuation and Income Recognition

Participants may direct the investment of their contributions as well as employer matching contributions among various mutual funds, BB&T Corporation Stock, a common/collective trust, separately managed accounts consisting primarily of common stock and foreign stock, and an associate insured deposit account, each offering different degrees of risk and return. There is also a self-directed brokerage investment option for Plan participants. The Employee Benefits Plan Committee determines the Plan's valuation policies utilizing information provided by the custodian. The Plan's investments are stated at fair value. Refer to Note 7 for disclosures of methodologies used to determine the recorded fair value of Plan investments.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Morley Stable Value Fund holds investments in fully benefit-responsive guaranteed investment contracts and synthetic guaranteed investment contracts, along with other short term investments. As such, the Statement of Net Assets Available for Benefits presents the Morley Stable Value

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

Years ended December 31, 2014 and 2013

Fund at fair value, based on information provided by the trust regarding the underlying investments, as well as any material adjustment from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits is presented on a contract value basis. There is additional disclosure related to the Morley Stable Value Fund in Note 7.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is accrued when earned. Dividend income on mutual funds is recorded on the ex-dividend date. Capital gain distributions on mutual funds are included in dividend income. Dividend income on BB&T Corporation common stock is recorded on the ex-dividend date. The Plan presents in the Statements of Changes in Net Assets Available for Benefits the net appreciation/depreciation in the fair value of its investments, which consists of the realized gains or losses and unrealized appreciation or depreciation on investments held at year end.

The Financial Accounting Standards Board ("FASB") ASC Topic 820, *Fair Value Measurements* ("Topic 820"), provides a framework for measuring fair value which requires that an entity determine asset and liability fair values based on the exit price from the principal market for the asset or liability being measured. Fair value measurements are discussed further in Note 7.

Payment of Benefits

Benefits claims are recorded when they have been approved for payment and paid by the Plan.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the dates of the financial statements and the reported changes in net assets available for benefits during the reported periods. Actual results could differ from those estimates.

3. New Accounting Pronouncements

Effective January 1, 2014, the Plan adopted new guidance related to *Investment Companies*. The new guidance amends the criteria for an entity to qualify as an investment company and requires an investment company to measure all of its investments at fair value. The adoption of this guidance was not material to the Plan's financial statements.

In May 2015, the FASB issued new guidance related to *Disclosures for Investments in Certain Entities that Calculate Net Asset Value Per Share*. This guidance modifies the disclosure requirements for certain investments in the Plan's financial statements. This guidance is effective for annual reporting periods beginning after December 15, 2015. The adoption of this guidance is not expected to be material to the Plan's financial statements.

4. Associate Insured Deposit Account

The Plan invests in an associate insured deposit account. This is a deposit account with the Plan Sponsor.

The interest rate resets monthly based on market yields for United States Treasury Notes having a one-year maturity. The rate credited is based on the average yield as of the 30th day of each month plus fifty basis points. The crediting interest rates for the period from January 1, 2014 to December 31, 2014 ranged from .59 percent to .63 percent and the average yield rate was .62 percent. The crediting interest rates for the period from January 1, 2013 to December 31, 2013 ranged from .60 percent to .68 percent and the average yield rate was .64 percent.

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

Years ended December 31, 2014 and 2013

5. Transfers (to) from Other Plans

During 2014 and 2013, BB&T Corporation authorized the transfer of participant accounts from the Plan to a plan for a divested company and from various acquired company plans into the Plan. Participant account balances, including investments and notes receivable from participants, were transferred to and from the various plans at various dates during 2014 and 2013 as follows:

	<u>2014</u>
Precept 401(k) Plan	\$ 12,125,654
BB&T Retirement Plan for Certain Acquired Companies	<u>1,442,899</u>
	<u>\$ 13,568,553</u>
	<u>2013</u>
Lendmark 401(k) Plan	<u>\$ (12,759,151)</u>

6. Investments

The following table presents the fair value of investments that represent five percent or more of the Plan's net assets in one or both years:

	<u>2014</u>	<u>2013</u>
BB&T Corporation Common Stock, 15,788,506 and 17,254,039 shares, respectively	\$ 614,015,012	\$ 649,003,619
Sterling Capital Select Equity Fund, 12,609,372 and 12,721,216 shares, respectively	228,103,537	200,740,790
Sterling Capital Special Opportunities Fund, 9,587,363 and 8,773,493 shares, respectively	222,714,434	185,120,708
Sterling Capital Equity Income Fund, 9,520,206 and 9,370,617 shares, respectively	177,361,443	175,792,785
Sterling Capital Total Return Bond Fund, 14,227,501 and 14,019,332 shares, respectively	152,518,811	147,062,802
Sterling Capital Mid Value Fund, 10,961,571 and 10,567,756 shares, respectively	210,900,621	206,071,257
Associate insured deposit account	171,744,219	174,295,695

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

Years ended December 31, 2014 and 2013

During 2014 and 2013, the Plan's investments (including investments bought, sold, and held during the year) appreciated in value as follows:

	2014	2013
Net appreciation (depreciation) in fair value of investments:		
BB&T Corporation common stock	\$ 28,426,123	\$ 152,611,258
Mutual funds	61,576,512	232,344,844
Common/collective trust	206,546	150,030
Common Stock	1,582,792	9,818,125
Foreign Stock	(154,559)	164,961
Corporate Bonds	42,321	150,073
US Government Securities	217	6,580
Other	-	64,610
	<u>\$ 91,679,952</u>	<u>\$ 395,310,481</u>

7. Fair Value of Financial Instruments

Topic 820 establishes a framework for measuring fair value, establishes a fair value hierarchy based on the inputs used to measure fair value and enhances disclosure requirements for fair value measurements. Topic 820 defines fair value as the exchange price that would be received on the measurement date to sell an asset or the price paid to transfer a liability in the principal or most advantageous market available to the entity in an orderly transaction between market participants. Topic 820 also establishes a three-level fair value hierarchy that describes the inputs used to measure assets and liabilities. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). There have been no changes in the methodologies used at December 31, 2014 and 2013.

Level 1

Level 1 asset and liability fair values are based on quoted prices in active markets for identical assets and liabilities. Level 1 assets and liabilities include mutual funds, common stock and foreign stock traded on an exchange or listed market. In addition, the Plan offers a self-directed brokerage option that holds mutual funds and common stock and two separately managed accounts that primarily hold common stock and foreign stock, which are traded on an exchange or listed market.

Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded. Common stock is valued at the closing price reported on the active market on which the individual securities are traded.

Level 2

Level 2 asset and liability fair values are based on observable inputs that include: quoted market prices for similar assets or liabilities in an active market not defined by Level 1; quoted market prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable in the market and can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 assets and liabilities include the associate insured deposit account, common/collective trust and corporate and government bonds in the self-directed brokerage option.

The associate insured deposit account is carried at amortized cost, which approximates fair value. Refer to Note 4 for detailed disclosures related to the Plan's investment in the associate insured deposit account.

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

Years ended December 31, 2014 and 2013

The fair value of the common/collective trust is based on NAV, as provided by the trustee. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participants' transactions (purchase and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The fair value of government securities and corporate bonds are determined by closing prices at the end of the Plan year. Closing prices are obtained from third party pricing vendors. When quoted prices are unavailable, pricing vendors use various evaluation methodologies, which are based on quoted prices for securities with similar coupons, ratings, and maturities.

Level 3

Level 3 assets and liabilities are financial instruments whose value is calculated by the use of pricing models and/or discounted cash flow methodologies, as well as financial instruments for which the determination of fair value requires significant management judgment or estimation. These methodologies may result in a significant portion of the fair value being derived from unobservable data. As of December 31, 2014 and 2013, there are no level 3 assets or liabilities.

The preceding methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

Years ended December 31, 2014 and 2013

Assets and liabilities measured at fair value on a recurring basis are summarized below:

Fair Value Measurements for Assets Measured on a Recurring Basis as of December 31, 2014				
	Total	Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
BB&T common stock	\$ 614,015,012	\$ 614,015,012	\$ -	\$ -
Mutual funds:				
Money Market Funds	96,348,578	96,348,578	-	-
Stock Funds	1,191,416,498	1,191,416,498	-	-
Index Funds	162,707,943	162,707,943	-	-
Fixed Income Funds	152,518,811	152,518,811	-	-
Life Cycle Funds	357,816,580	357,816,580	-	-
Total Mutual Funds	1,960,808,410	1,960,808,410	-	-
Common/collective trust	23,614,911	-	23,614,911	-
Self-directed investments:				
Common Stock	64,449,242	64,449,242	-	-
Mutual funds	36,857,823	36,857,823	-	-
Corporate bonds	967,368	-	967,368	-
US Government Securities	4,953	-	4,953	-
	102,279,386	101,307,065	972,321	-
Separately Managed Accounts:				
Common Stock	3,985,951	3,985,951	-	-
Foreign Stock	542,101	542,101	-	-
	4,528,052	4,528,052	-	-
Associate insured deposit account	171,744,219	-	171,744,219	-
Total Investments at fair value, excluding cash and cash equivalents	<u>\$ 2,876,989,990</u>	<u>\$ 2,680,658,539</u>	<u>\$ 196,331,451</u>	<u>\$ -</u>

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

Years ended December 31, 2014 and 2013

Fair Value Measurements for Assets Measured on a Recurring Basis as of December 31, 2013				
	Total	Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
BB&T common stock	\$ 649,003,619	\$ 649,003,619	\$ -	\$ -
Mutual funds:				
Money Market Funds	103,195,594	103,195,594	-	-
Stock Funds	1,075,635,456	1,075,635,456	-	-
Index Funds	127,441,243	127,441,243	-	-
Fixed Income Funds	147,062,802	147,062,802	-	-
Life Cycle Funds	288,250,319	288,250,319	-	-
Total Mutual Funds	1,741,585,414	1,741,585,414	-	-
Common/collective trust	16,258,668	-	16,258,668	-
Self-directed investments:				
Common Stock	54,255,182	54,255,182	-	-
Mutual funds	35,386,474	35,386,474	-	-
Corporate bonds	938,800	-	938,800	-
US Government Securities	41,167	-	41,167	-
	90,621,623	89,641,656	979,967	-
Separately Managed Accounts:				
Common Stock	3,514,479	3,514,479	-	-
Foreign Stock	505,350	505,350	-	-
Other	199,223	44,208	155,015	-
	4,219,052	4,064,037	155,015	-
Associate insured deposit account	174,295,695	-	174,295,695	-
Total Investments at fair value, excluding cash and cash equivalents	\$ 2,675,984,071	\$ 2,484,294,726	\$ 191,689,345	\$ -

There were no transfers between levels during 2014 and 2013.

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

Years ended December 31, 2014 and 2013

Fair Value of Investments in Entities that Use NAV

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2014 and 2013:

<u>December 31, 2014</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (if currently eligible)</u>	<u>Redemption Notice Period</u>
Morley Stable Value Fund (a)	\$ 23,614,911	\$ -	Daily	30 days
<u>December 31, 2013</u>				
Morley Stable Value Fund (a)	\$ 16,258,668	\$ -	Daily	30 days

(a) The Morley Stable Value Fund is a Collective Investment Trust maintained by Union Bond and Trust Company, the trustee. Morley Capital Management is the investment adviser. Both Union Bond and Trust Company and Morley Capital Management are wholly-owned subsidiaries of Morley Financial Services, which is a wholly owned subsidiary of the Principal Financial Group. The fund's objective is to provide preservation of capital, relatively stable returns consistent with its comparatively low risk profile, and liquidity for benefit responsive plan or participant payments. The fund invests in a diversified portfolio of Stable Value Investment Contracts issued by life insurance companies, banks and other financial institutions. The performance of these contracts may be predicated on underlying fixed income investments.

8. Tax Status

The IRS has determined and informed the Plan Sponsor by letter dated November 19, 2014, that the Plan is designed in accordance with applicable sections of the IRC. The Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions by the Plan, and has concluded that as of December 31, 2014 and 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2011.

9. Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, assets of the Plan would be distributed in accordance with the Plan document.

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

Years ended December 31, 2014 and 2013

10. Related Party and Party-In-Interest Transactions

Included in Plan assets are mutual funds sponsored by a subsidiary of the Corporation of \$1,057,047,893 and \$974,179,436 at December 31, 2014 and 2013, respectively, a BB&T interest-bearing cash account of \$3,176,085 and \$3,527,071 at December 31, 2014 and 2013, respectively, deposit accounts sponsored by the Corporation of \$171,744,219 and \$174,295,695 at December 31, 2014 and 2013, respectively, assets held in separately managed accounts that are managed by Sterling Capital, a subsidiary of the Corporation, totalling \$4,528,052 and \$4,219,052 at December 31, 2014 and 2013, respectively, and BB&T Corporation Common Stock of \$614,015,012 and \$649,003,619 at December 31, 2014 and 2013, respectively. The Plan received cash dividends of \$43,685,324 and \$55,270,218 on its investments in BB&T-sponsored mutual funds during 2014 and 2013, respectively, interest of \$1,065,881 and \$1,077,304 on the deposit account during 2014 and 2013, respectively, and cash dividends of \$15,857,178 and \$21,184,500 on BB&T common stock investments during 2014 and 2013, respectively.

The costs of administrative services rendered by the Corporation's Trust Division for the years ended December 31, 2014 and 2013 were \$299,265 and \$297,225, respectively. The expenses paid through the Plan include only transactional charges such as loan issuance fees, Qualified Domestic Relations Order fees and check reissues. In addition, there are fees charged by TD Ameritrade to participants with self-directed brokerage accounts. These fees were \$162,208 and \$147,034 for the years ended December 31, 2014 and 2013, respectively.

11. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

12. Subsequent Event

Effective January 2, 2015, the Plan introduced a new group of investments, the "T. Rowe Price Retirement Date Active Trusts" (Trusts) to replace the "T. Rowe Price Retirement Date Funds" (Funds) previously offered to Plan participants. The Funds were registered mutual funds. The Trusts are common/collective trusts.

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2014

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	(e)
Identity of Issue, Borrower, Lessor or Similar Party			Current Value
* BB&T Corporation		Common Stock	\$ 614,015,012
* Sterling Capital	Total Return Bond Fund	Mutual Fund	152,518,811
* Sterling Capital	Mid Value Fund	Mutual Fund	210,900,621
* Sterling Capital	Select Equity Fund	Mutual Fund	228,103,537
* Sterling Capital	Small Value Fund	Mutual Fund	65,449,047
* Sterling Capital	Special Opportunities Fund	Mutual Fund	222,714,434
* Sterling Capital	Equity Income Fund	Mutual Fund	177,361,443
Federated Investors	Federated Treasury Obligations	Mutual Fund	96,348,578
Fidelity	Contrafund	Mutual Fund	65,274,002
Vanguard	Institutional Index	Mutual Fund	137,288,941
Vanguard	Total International Stock Index F	Mutual Fund	25,419,002
Harbor	International Fund	Mutual Fund	92,104,220
T. Rowe Price	Mid Cap Growth Fund	Mutual Fund	79,999,745
T. Rowe Price	Retirement Income Fund	Mutual Fund	49,509,449
T. Rowe Price	Retirement 2005 Fund	Mutual Fund	2,755,146
T. Rowe Price	Retirement 2010 Fund	Mutual Fund	25,635,332
T. Rowe Price	Retirement 2015 Fund	Mutual Fund	28,671,041
T. Rowe Price	Retirement 2020 Fund	Mutual Fund	76,797,562
T. Rowe Price	Retirement 2025 Fund	Mutual Fund	46,783,318
T. Rowe Price	Retirement 2030 Fund	Mutual Fund	48,569,633
T. Rowe Price	Retirement 2035 Fund	Mutual Fund	30,656,029
T. Rowe Price	Retirement 2040 Fund	Mutual Fund	54,554,419
T. Rowe Price	Retirement 2045 Fund	Mutual Fund	22,427,030
T. Rowe Price	Retirement 2050 Fund	Mutual Fund	11,596,847
T. Rowe Price	Retirement 2055 Fund	Mutual Fund	9,370,223
			<u>\$ 1,960,808,410</u>

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2014

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	(e)
Identity of Issue, Borrower, Lessor or Similar Party			Current Value
Morley	Stable Value Fund	Common/collective trust	\$ 23,614,911
Plan Participants		Self-directed investments	\$ 102,279,386
* Notes Receivable from Participants		Participant loans (4.12% to 9% due thru April 2027)	\$ 51,294,155
* BB&T Corporation		Cash and Cash Equivalents	\$ 3,176,085
* BB&T Corporation		Associate insured deposit account	\$ 171,744,219
Investments in Separately Managed Accounts			
AAR CORP		Common Stock	8,834
AGL RES INC		Common Stock	7,522
AG MORTGAGE INVESTMENT TRUST		Common Stock	8,542
AOL INC		Common Stock	8,311
ARC DOCUMENT SOLUTIONS INC		Common Stock	5,202
ABERCROMBIE & FITCH CO CL A		Common Stock	5,327
AECOM TECHNOLOGY CORP		Common Stock	5,922
ALASKA AIR GROUP INC		Common Stock	11,713
ALTISOURCE RESIDENTIAL CORP		Common Stock	8,361
AMERCO		Common Stock	7,675

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2014

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	(e)
Identity of Issue, Borrower, Lessor or Similar Party			Current Value
AMERICAN EQUITY INVESTMENT LIFE		Common Stock	15,062
AMERICAN FINANCIAL GROUP INC		Common Stock	7,286
AMKOR TECHNOLOGY INC		Common Stock	6,397
AMTRUST FINANCIAL SERVICES INC		Common Stock	10,013
THE ANDERSONS INC		Common Stock	8,662
ANWORTH MORTGAGE ASSET CORP		Common Stock	8,689
ARLINGTON ASSET INVESTMENT CORP		Common Stock	8,302
ARROW ELECTRONICS INC		Common Stock	7,120
ASSOCIATED ESTATE REALITY CP		Common Stock	12,766
ATLANTIC TELE-NETWORK INC		Common Stock	8,922
ATLAS AIR WORLDWIDE HOLDINGS		Common Stock	9,712
ATMOS ENERGY CORP		Common Stock	7,692
BANK OF MARIN BANCORP/CA		Common Stock	2,892
BARNES & NOBLE		Common Stock	9,149
BARRETT BUSINESS SVCS INC		Common Stock	1,507
W.R. BERKLEY CORP		Common Stock	7,689
BIG LOTS INC		Common Stock	6,443
BLOUNT INTL INC		Common Stock	8,029
AMERICAN CAPITAL MTG INVESTMENT		Common Stock	9,194
APOLLO COMMERCIAL REAL ESTATE		Common Stock	7,951
APOLLO RESIDENTIAL MORTGAGE INC		Common Stock	8,216
ARCBEST CORP		Common Stock	12,520
ARRIS GROUP INC		Common Stock	7,910
ASSURANT INC		Common Stock	7,459
AVISTA CORP		Common Stock	13,822
BENCHMARK ELECTRONICS		Common Stock	10,303
BRIGGS & STRATTON CORP		Common Stock	5,697
BROCADE COMMUNICATIONS SYSYEM		Common Stock	9,342

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2014

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	(e)
Identity of Issue, Borrower, Lessor or Similar Party			Current Value
BROOKS AUTOMATION INC		Common Stock	9,639
BROWN SHOE COMPANY INC.		Common Stock	9,967
BUILD-A-BEAR WORKSHOP INC		Common Stock	7,337
CABOT CORP		Common Stock	5,439
CAMBREX CORPORATION		Common Stock	6,810
CATHAY GENERAL BANCORP		Common Stock	11,592
CATO CORP CL A		Common Stock	11,136
CHEMICAL FINANCIAL CORP		Common Stock	10,418
CHESAPEAKE UTILS CORP		Common Stock	4,519
CIRRUS LOGIC		Common Stock	10,324
COMMUNITY HEALTH SYSTEMS INC		Common Stock	7,495
COMMUNITY TR BANCORP INC		Common Stock	4,283
COOPER TIRE & RUBBER CO.		Common Stock	13,167
CREDIT ACCEPTANCE CORP		Common Stock	4,911
DST SYSTEMS INC		Common Stock	5,178
DANA HOLDINGS CORPORATION		Common Stock	10,109
DELUXE CORPORATION		Common Stock	12,014
DEVRY INC		Common Stock	8,022
DIME COMM BANK		Common Stock	9,052
DILLARD DEPT STORES INC		Common Stock	9,389
DOMTAR CORPORATION		Common Stock	6,355
R.R. DONNELLEY & SONS		Common Stock	6,218
DUCOMMUN INC		Common Stock	4,298
EBIX INC.		Common Stock	6,745
ECHOSTAR HOLDING CORP A		Common Stock	7,665
EL PASO ELEC CO COM NEW		Common Stock	11,537
EMPIRE DISTRICT ELECTRIC COMPANY		Common Stock	11,093
EMPLOYERS HOLDINGS INC		Common Stock	8,981

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2014

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	(e)
Identity of Issue, Borrower, Lessor or Similar Party			Current Value
ENTERPRISE FINANCIAL SERVICES		Common Stock	3,157
FAIRCHILD SEMICONDUCTOR		Common Stock	12,643
FIDELITY SOUTHERN		Common Stock	8,925
FIRST MERCHANTS CORPORATION		Common Stock	6,507
1ST SOURCE CORPORATION		Common Stock	9,401
FLAGSTAR BANCORP INC		Common Stock	5,301
FLUSHING FINANCIAL CORP		Common Stock	3,730
GLATFELTER P.H. CO.		Common Stock	6,367
GRAFTECH INTERNATIONAL LTD		Common Stock	4,422
GRAPHIC PACKAGING HOLDING CO		Common Stock	7,668
GREAT PLAINS ENERGY INC		Common Stock	7,841
GREEN PLAINS RENEWABLE ENERGY		Common Stock	11,126
THE GREENBRIAR COMPANIES INC		Common Stock	10,262
HCC INSURANCE HOLDINGS		Common Stock	7,493
HANMI FINANCIAL CORP		Common Stock	6,783
HANOVER INSURANCE GROUP INC		Common Stock	8,344
HAWAIIAN HOLDINGS INC		Common Stock	16,073
HEALTHSOUTH CORP		Common Stock	8,154
HEIDRICK & STRUGGLES INTL INC		Common Stock	9,059
HILL-ROM HOLDINGS INC		Common Stock	7,254
HORACE MANN EDUCATORS CORP		Common Stock	10,518
HUNTINGTON INGALLS INDUSTRIES		Common Stock	7,760
HUNTSMAN CORPORATION		Common Stock	6,697
IDACORP INC		Common Stock	16,746
INGLES MARKETS INCORPORATED		Common Stock	6,120
INGREDION INC		Common Stock	5,599
JABIL CIRCUIT INC		Common Stock	2,685

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2014

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	(e)
Identity of Issue, Borrower, Lessor or Similar Party			Current Value
JETBLUE AWYS CORP COM		Common Stock	23,853
KORN/FERRY INTERNATIONAL		Common Stock	8,139
LANNETT COMPANY INC		Common Stock	4,502
LATTICE SEMICONDUCTOR CORP		Common Stock	4,472
LEAR CORP		Common Stock	9,808
LEXMARK INTERNATIONAL INC CLASS		Common Stock	8,419
MAGELLAN HEALTH SERVICES INC		Common Stock	10,205
MINERALS TECHNOLOGY		Common Stock	11,876
MODINE MFG CO.		Common Stock	7,575
MONARCH CASINO & RESORT		Common Stock	1,858
MURPHY USA INC.		Common Stock	9,847
NAVIGATORS GROUP INC		Common Stock	10,268
NEENAH PAPER INC		Common Stock	8,920
NEW JERSEY RESOURCES CORP		Common Stock	15,055
NEW YORK MORTGAGE TRUST INC		Common Stock	7,841
NEWPORT CORPORATION		Common Stock	6,574
NORTHWEST PIPE COMPANY		Common Stock	6,566
NUVASIVE INC		Common Stock	15,846
OSI SYSTEMS INC		Common Stock	9,837
OLD REPUBLIC INTERNATIONAL CORP.		Common Stock	6,028
ORBITAL SCIENCES CORP		Common Stock	10,971
OUTERWALL INC		Common Stock	7,672
OVERSTOCK.COM		Common Stock	6,941
PHH CORP		Common Stock	9,895
PARKER DRILLING COMPANY		Common Stock	599
PATTERSON UTI ENERGY INC 080101		Common Stock	4,844
PENN NATIONAL GAMING INC.		Common Stock	6,426

BB&T Corporation 401(k) Savings Plan
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December 31, 2014

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	(e)
Identity of Issue, Borrower, Lessor or Similar Party			Current Value
PERICOM SEMICONDUCTOR CORP		Common Stock	8,083
PHOTRONICS INC		Common Stock	5,302
PIONEER ENERGY SERVICES CORP		Common Stock	2,698
PIPER JAFFRAY COS		Common Stock	9,933
PITNEY BOWES INC		Common Stock	7,408
PORTLAND GENERAL ELECTRIC CO		Common Stock	12,446
POST PROPERTIES INC		Common Stock	7,346
RADIAN GROUP INC		Common Stock	14,630
REGIS CORPORATION		Common Stock	8,983
REINSURANCE GRP OF AMER OF		Common Stock	7,973
REX STORES CORPORATION		Common Stock	10,659
RITE-AID		Common Stock	3,158
RUBY TUESDAY INC		Common Stock	7,770
RUTH'S HOSPITALITY GROUP INC.		Common Stock	4,935
SJW CORP		Common Stock	8,865
SANDERSON FARMS INC		Common Stock	7,058
SANMINA CORP		Common Stock	14,918
SCHWEITZER MAUDUIT INTL INC		Common Stock	6,472
SCIENCE APPLICATIONS INTE		Common Stock	8,618
SELECTIVE INS GRP INC		Common Stock	11,248
SKYWEST INC		Common Stock	7,437
STANCORP FINANCIAL GROUP INC		Common Stock	9,291
STANDARD MTR PRODS INC		Common Stock	7,662
STRAYER EDUCATION INC		Common Stock	10,771
SYKES ENTERPRISES INC		Common Stock	10,585
TAKE-TWO INTERACTIVE SOFTWARE		Common Stock	12,922
THE TIMKEN COMPANY		Common Stock	7,554
TOWER INTERNATIONAL INC		Common Stock	6,362

BB&T Corporation 401(k) Savings Plan
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December 31, 2014

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Identity of Issue, Borrower, Lessor or Similar Party			Current Value
TRIPLE S MANAGEMENT CORP		Common Stock	8,608
TRUSTMARK CORP		Common Stock	11,779
UNIFI INC		Common Stock	9,484
UNITED FIRE GROUP INC		Common Stock	3,300
UNITED INSURANCE HOLDINGS CO		Common Stock	11,875
UNITED STATES STEEL CORPORATION		Common Stock	6,899
UNIVERSAL ELECTRONICS INC		Common Stock	7,804
VISHAY INTERTECHNOLOGY		Common Stock	6,622
WSFS FINANCIAL CORP		Common Stock	9,227
WABASH NAT'L CORP		Common Stock	8,467
WASHINGTON FEDERAL INC		Common Stock	6,401
WEBSTER FINANCIAL CORP		Common Stock	14,769
WEIGHT WATCHERS INTL INC		Common Stock	6,806
WEST CORPORATION		Common Stock	9,570
WESTERN REFINING INC		Common Stock	1,738
WESTMORELAND COAL		Common Stock	4,782
WORLD ACCEPTANCE CORP		Common Stock	5,482
ZIONS BANCORPORATION		Common Stock	5,930
CNO FINANCIAL GROUP INC		Common Stock	16,445
HCI GROUP INC		Common Stock	8,605
ARGAN INC		Common Stock	7,535
CRA INTERNATIONAL INC		Common Stock	9,763
CVR ENERGY INC		Common Stock	7,200
CYS INVESTMENTS INC.		Common Stock	11,013
CABLEVISION SYS CORP.		Common Stock	7,596
CAPSTEAD MORTGAGE CORP. NEW		Common Stock	9,112
CENTENE CORP		Common Stock	11,216
CHATHAM LODGING TRUST		Common Stock	10,922

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2014

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Identity of Issue, Borrower, Lessor or Similar Party			Current Value
CHIMERA INVESTMENT CORPORATION		Common Stock	6,697
CLEARWATER PAPER CORP		Common Stock	7,472
CLOUD PEAK ENERGY INC.		Common Stock	5,021
CUSTOMERS BANCORP INC.		Common Stock	8,640
DYNEX CAPITAL INC		Common Stock	8,234
EARTHLINK HOLDINGS CORP		Common Stock	7,050
EAST WEST BANCORP INC		Common Stock	7,781
EXTERRAN HOLDINGS INC		Common Stock	3,291
FBL FINANCIAL GROUP INC - CL A		Common Stock	10,736
FBR CAPITAL MARKETS CORP		Common Stock	7,008
FEDERATED NATIONAL HOLDING CO		Common Stock	7,272
FIRST NBC BANK HOLDING COMPANY		Common Stock	8,835
GAMESTOP CORPORATION CL A		Common Stock	6,794
GRAMERCY PROPERTY TRUST INC		Common Stock	10,343
HEALTH NET INC		Common Stock	7,869
HHGREGG INC		Common Stock	2,528
INSIGHT ENTERPRISES		Common Stock	10,796
INTELIQUENT INC		Common Stock	9,540
INVESTMENT TECH GROUP INC		Common Stock	9,619
IRIDIUM COMMUNICATIONS INC		Common Stock	10,725
KADANT INC. COM		Common Stock	3,671
KAPSTONE PAPER AND PACKAGING		Common Stock	7,796
LIFEPOINT HOSPITALS INC		Common Stock	8,557
MFA MORTGAGE INVESTMENTS INC.		Common Stock	6,696
MYR GROUP INC		Common Stock	6,192
MARRIOTT VACATIONS WORLDWIDE		Common Stock	15,206
MATSON INC-W/I ALEXANDER &		Common Stock	11,944
MERITOR INC		Common Stock	9,635

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2014

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Identity of Issue, Borrower, Lessor or Similar Party			Current Value
MOLINA HEALTHCARE INC		Common Stock	7,762
NAVIGANT CONSULTING INC		Common Stock	5,349
NELNET INC CL A		Common Stock	11,536
NEW RESIDENTIAL INVESTMENT CORP		Common Stock	11,940
OFG BANCORP		Common Stock	7,842
ORITANI FINANCIAL CORPORATION		Common Stock	9,486
PBF ENERGY INC.		Common Stock	7,459
PACIFIC ETHANOL INC NEW		Common Stock	5,310
PENNYMAC MORTGAGE INVESTMENT		Common Stock	10,882
PILGRIM'S PRIDE CORP		Common Stock	14,165
POLYCOM INC COM		Common Stock	4,509
PRIMERICA INC		Common Stock	15,627
PROASSURANCE CORP		Common Stock	5,915
RPX CORP		Common Stock	5,774
RENEWABLE ENERGY GROUP INC		Common Stock	6,010
RESOLUTE FOREST PRODUCTS		Common Stock	10,830
RESOURCE CAPITAL CORP		Common Stock	6,602
SAFETY INSURANCE GROUP INC		Common Stock	10,498
SAIA INC.		Common Stock	7,418
SELECT INCOME REIT		Common Stock	9,495
SELECT MEDICAL HOLDINGS CORP		Common Stock	7,632
SPRINGLEAF HOLDINGS INC		Common Stock	9,404
STARZ-LIBERTY CAPITAL		Common Stock	7,603
SYMETRA FINANCIAL CORP		Common Stock	14,383
SYNOVUS FINANCIAL CORP		Common Stock	7,179
TWO HARBORS INVESTMENT		Common Stock	7,194
UNITED COMMUNITY BANK INC		Common Stock	9,148
UNITED THERAPEUTICS CORP DEL COM		Common Stock	7,251

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2014

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	(e)
Identity of Issue, Borrower, Lessor or Similar Party			Current Value
UNIVERSAL INSURANCE HOLDINGS INC		Common Stock	14,111
VAALCO ENERGY INC		Common Stock	1,810
WALKER & DUNLOP INC		Common Stock	8,612
WESTAR ENERGY INC. STOCK		Common Stock	8,413
WESTERN ASSET MORTGAGE CAPITAL		Common Stock	8,482
WINTRUST CORP		Common Stock	11,176
EQUITY WEALTH		Common Stock	5
MARVELL TECHNOLOGY GROUP LTD		Common Stock	2,465
FIRST BANCORP PUERTO RICO		Foreign Stock	9,363
AGRO GROUP INTERNATIONAL		Foreign Stock	12,092
ASPEN INSURANCE HOLDINGS LIMITED		Foreign Stock	7,310
ASSURED GUARANTY LTD		Foreign Stock	8,057
AXIS CAPITAL HOLDINGS LTD		Foreign Stock	7,204
ENDURANCE SPECIALTY HOLDINGS LTD		Foreign Stock	8,916
ENSTAR GROUP LTD		Foreign Stock	10,855
FABRINET		Foreign Stock	5,056
MAIDEN HOLDINGS LTD		Foreign Stock	9,337
MONTPELIER RE HOLDINGS LTD		Foreign Stock	12,179
NABORS INDUSTRIES LTD. COMMON		Foreign Stock	4,919
HOME LOAN SERVICING SOLUTIONS		Foreign Stock	9,819
PARTNERRE HOLDINGS LTD		Foreign Stock	7,647
RENAISSANCE HOLDINGS LTD COMMON		Foreign Stock	7,583
VALIDUS HOLDINGS LTD		Foreign Stock	7,398
ALLIED WORLD ASSURANCE COMPANY		Foreign Stock	7,167
AVG TECHNOLOGIES		Foreign Stock	1,678
BANCO LATINOAMERICANO DE		Foreign Stock	9,241
AGCO CORPORATION		Common Stock	29,380
ANNALY CAPITAL MANAGEMENT		Common Stock	58,374

BB&T Corporation 401(k) Savings Plan
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(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	(e)
Identity of Issue, Borrower, Lessor or Similar Party			Current Value
ANTHEM INC		Common Stock	72,260
ASCENA RETAIL GROUP INC		Common Stock	58,906
BECTON DICKINSON & CO.		Common Stock	67,632
CHEMTURA CORP		Common Stock	47,605
CHICO'S FAS INC		Common Stock	47,009
CIVEO CORP		Common Stock	11,303
DST SYSTEMS INC		Common Stock	30,599
DICE HOLDINGS INC		Common Stock	34,995
E TRADE FINANCIAL CORP		Common Stock	102,962
FIDELITY NATIONAL INFORMATION SERVICES INC		Common Stock	58,468
FIDELITY NATIONAL FNFV GROUP		Common Stock	9,838
GLOBAL PAYMENTS INC		Common Stock	60,548
HERTZ GLOBAL HOLDINGS INC		Common Stock	38,034
INTERPUBLIC GROUP		Common Stock	71,137
KNOWLES CORP		Common Stock	59,464
KOHL'S CORP		Common Stock	77,521
LABORATORY CORP OF AMERICAN HOLDINGS		Common Stock	68,517
LEUCADIA NATIONAL CORP		Common Stock	103,782
LINCOLN NATIONAL CORP.		Common Stock	57,670
MARKEL CORPORATION		Common Stock	103,792
MICROSTRATEGY INC CL A		Common Stock	44,822
NCR CORP NEW		Common Stock	36,425
NEUSTAR INC		Common Stock	9,730
NEWS CORP NEW CL B		Common Stock	74,194
OMNICOM GROUP		Common Stock	110,007
T ROWE PRICE GROUP INC		Common Stock	51,516
RAYONIER ADVANCED MATERIALS		Common Stock	26,203
RYMAN HOSPITALITY PROPERTIES INC		Common Stock	63,288

BB&T Corporation 401(k) Savings Plan
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December 31, 2014

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	(e)
Identity of Issue, Borrower, Lessor or Similar Party			Current Value
SYMANTEC CORP		Common Stock	42,331
TETRA TECH INC		Common Stock	46,752
II-VI INC		Common Stock	31,395
UNIVERSAL TECHNICAL INSTITUTE INC		Common Stock	8,915
VIACOM INC		Common Stock	41,764
WESTERN UNION COMPANY		Common Stock	42,536
ZIMMER HOLDINGS INC		Common Stock	51,606
UTI WORLDWIDE INC		Common Stock	28,087
ASPEN INSURANCE HOLDINGS LIMITED		Foreign Stock	45,959
ASSURED GUARANTY LTD		Foreign Stock	37,530
COVIDIEN PLC		Foreign Stock	72,107
ENDURANCE SPECIALTY HOLDINGS LTD		Foreign Stock	85,272
ENSTAR GROUP LTD		Foreign Stock	55,040
WILLIS GROUP HOLDINGS		Foreign Stock	100,374
			4,528,052
			<u>\$ 2,931,460,230</u>

* Party in interest

Cost is omitted because plan investments are participant-directed.

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2014

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	(e)
Identity of Issue, Borrower, Lessor or Similar Party			Current Value
* BB&T Corporation		Common Stock	\$ 614,015,012
* Sterling Capital	Total Return Bond Fund	Mutual Fund	152,518,811
* Sterling Capital	Mid Value Fund	Mutual Fund	210,900,621
* Sterling Capital	Select Equity Fund	Mutual Fund	228,103,537
* Sterling Capital	Small Value Fund	Mutual Fund	65,449,047
* Sterling Capital	Special Opportunities Fund	Mutual Fund	222,714,434
* Sterling Capital	Equity Income Fund	Mutual Fund	177,361,443
Federated Investors	Federated Treasury Obligations	Mutual Fund	96,348,578
Fidelity	Contrafund	Mutual Fund	65,274,002
Vanguard	Institutional Index	Mutual Fund	137,288,941
Vanguard	Total International Stock Index F	Mutual Fund	25,419,002
Harbor	International Fund	Mutual Fund	92,104,220
T. Rowe Price	Mid Cap Growth Fund	Mutual Fund	79,999,745
T. Rowe Price	Retirement Income Fund	Mutual Fund	49,509,449
T. Rowe Price	Retirement 2005 Fund	Mutual Fund	2,755,146
T. Rowe Price	Retirement 2010 Fund	Mutual Fund	25,635,332
T. Rowe Price	Retirement 2015 Fund	Mutual Fund	28,671,041
T. Rowe Price	Retirement 2020 Fund	Mutual Fund	76,797,562
T. Rowe Price	Retirement 2025 Fund	Mutual Fund	46,783,318
T. Rowe Price	Retirement 2030 Fund	Mutual Fund	48,569,633
T. Rowe Price	Retirement 2035 Fund	Mutual Fund	30,656,029
T. Rowe Price	Retirement 2040 Fund	Mutual Fund	54,554,419
T. Rowe Price	Retirement 2045 Fund	Mutual Fund	22,427,030
T. Rowe Price	Retirement 2050 Fund	Mutual Fund	11,596,847
T. Rowe Price	Retirement 2055 Fund	Mutual Fund	9,370,223
			<u>\$ 1,960,808,410</u>

BB&T Corporation 401(k) Savings Plan
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December 31, 2014

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	(e)
Identity of Issue, Borrower, Lessor or Similar Party			Current Value
Morley	Stable Value Fund	Common/collective trust	\$ 23,614,911
Plan Participants		Self-directed investments	\$ 102,279,386
* Notes Receivable from Participants		Participant loans (4.12% to 9% due thru April 2027)	\$ 51,294,155
* BB&T Corporation		Cash and Cash Equivalents	\$ 3,176,085
* BB&T Corporation		Associate insured deposit account	\$ 171,744,219
Investments in Separately Managed Accounts			
AAR CORP		Common Stock	8,834
AGL RES INC		Common Stock	7,522
AG MORTGAGE INVESTMENT TRUST		Common Stock	8,542
AOL INC		Common Stock	8,311
ARC DOCUMENT SOLUTIONS INC		Common Stock	5,202
ABERCROMBIE & FITCH CO CL A		Common Stock	5,327
AECOM TECHNOLOGY CORP		Common Stock	5,922
ALASKA AIR GROUP INC		Common Stock	11,713
ALTISOURCE RESIDENTIAL CORP		Common Stock	8,361
AMERCO		Common Stock	7,675

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Identity of Issue, Borrower, Lessor or Similar Party			Current Value
AMERICAN EQUITY INVESTMENT LIFE		Common Stock	15,062
AMERICAN FINANCIAL GROUP INC		Common Stock	7,286
AMKOR TECHNOLOGY INC		Common Stock	6,397
AMTRUST FINANCIAL SERVICES INC		Common Stock	10,013
THE ANDERSONS INC		Common Stock	8,662
ANWORTH MORTGAGE ASSET CORP		Common Stock	8,689
ARLINGTON ASSET INVESTMENT CORP		Common Stock	8,302
ARROW ELECTRONICS INC		Common Stock	7,120
ASSOCIATED ESTATE REALITY CP		Common Stock	12,766
ATLANTIC TELE-NETWORK INC		Common Stock	8,922
ATLAS AIR WORLDWIDE HOLDINGS		Common Stock	9,712
ATMOS ENERGY CORP		Common Stock	7,692
BANK OF MARIN BANCORP/CA		Common Stock	2,892
BARNES & NOBLE		Common Stock	9,149
BARRETT BUSINESS SVCS INC		Common Stock	1,507
W.R. BERKLEY CORP		Common Stock	7,689
BIG LOTS INC		Common Stock	6,443
BLOUNT INTL INC		Common Stock	8,029
AMERICAN CAPITAL MTG INVESTMENT		Common Stock	9,194
APOLLO COMMERCIAL REAL ESTATE		Common Stock	7,951
APOLLO RESIDENTIAL MORTGAGE INC		Common Stock	8,216
ARCBEST CORP		Common Stock	12,520
ARRIS GROUP INC		Common Stock	7,910
ASSURANT INC		Common Stock	7,459
AVISTA CORP		Common Stock	13,822
BENCHMARK ELECTRONICS		Common Stock	10,303
BRIGGS & STRATTON CORP		Common Stock	5,697
BROCADE COMMUNICATIONS SYSYEM		Common Stock	9,342

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Identity of Issue, Borrower, Lessor or Similar Party			
BROOKS AUTOMATION INC		Common Stock	9,639
BROWN SHOE COMPANY INC.		Common Stock	9,967
BUILD-A-BEAR WORKSHOP INC		Common Stock	7,337
CABOT CORP		Common Stock	5,439
CAMBREX CORPORATION		Common Stock	6,810
CATHAY GENERAL BANCORP		Common Stock	11,592
CATO CORP CL A		Common Stock	11,136
CHEMICAL FINANCIAL CORP		Common Stock	10,418
CHESAPEAKE UTILS CORP		Common Stock	4,519
CIRRUS LOGIC		Common Stock	10,324
COMMUNITY HEALTH SYSTEMS INC		Common Stock	7,495
COMMUNITY TR BANCORP INC		Common Stock	4,283
COOPER TIRE & RUBBER CO.		Common Stock	13,167
CREDIT ACCEPTANCE CORP		Common Stock	4,911
DST SYSTEMS INC		Common Stock	5,178
DANA HOLDINGS CORPORATION		Common Stock	10,109
DELUXE CORPORATION		Common Stock	12,014
DEVRY INC		Common Stock	8,022
DIME COMM BANK		Common Stock	9,052
DILLARD DEPT STORES INC		Common Stock	9,389
DOMTAR CORPORATION		Common Stock	6,355
R.R. DONNELLEY & SONS		Common Stock	6,218
DUCOMMUN INC		Common Stock	4,298
EBIX INC.		Common Stock	6,745
ECHOSTAR HOLDING CORP A		Common Stock	7,665
EL PASO ELEC CO COM NEW		Common Stock	11,537
EMPIRE DISTRICT ELECTRIC COMPANY		Common Stock	11,093
EMPLOYERS HOLDINGS INC		Common Stock	8,981

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Identity of Issue, Borrower, Lessor or Similar Party			Current Value
ENTERPRISE FINANCIAL SERVICES		Common Stock	3,157
FAIRCHILD SEMICONDUCTOR		Common Stock	12,643
FIDELITY SOUTHERN		Common Stock	8,925
FIRST MERCHANTS CORPORATION		Common Stock	6,507
1ST SOURCE CORPORATION		Common Stock	9,401
FLAGSTAR BANCORP INC		Common Stock	5,301
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BB&T Corporation 401(k) Savings Plan
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NEENAH PAPER INC		Common Stock	8,920
NEW JERSEY RESOURCES CORP		Common Stock	15,055
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NEWPORT CORPORATION		Common Stock	6,574
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NUVASIVE INC		Common Stock	15,846
OSI SYSTEMS INC		Common Stock	9,837
OLD REPUBLIC INTERNATIONAL CORP.		Common Stock	6,028
ORBITAL SCIENCES CORP		Common Stock	10,971
OUTERWALL INC		Common Stock	7,672
OVERSTOCK.COM		Common Stock	6,941
PHH CORP		Common Stock	9,895
PARKER DRILLING COMPANY		Common Stock	599
PATTERSON UTI ENERGY INC 080101		Common Stock	4,844
PENN NATIONAL GAMING INC.		Common Stock	6,426

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2014

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	(e)
Identity of Issue, Borrower, Lessor or Similar Party			Current Value
PERICOM SEMICONDUCTOR CORP		Common Stock	8,083
PHOTRONICS INC		Common Stock	5,302
PIONEER ENERGY SERVICES CORP		Common Stock	2,698
PIPER JAFFRAY COS		Common Stock	9,933
PITNEY BOWES INC		Common Stock	7,408
PORTLAND GENERAL ELECTRIC CO		Common Stock	12,446
POST PROPERTIES INC		Common Stock	7,346
RADIAN GROUP INC		Common Stock	14,630
REGIS CORPORATION		Common Stock	8,983
REINSURANCE GRP OF AMER OF		Common Stock	7,973
REX STORES CORPORATION		Common Stock	10,659
RITE-AID		Common Stock	3,158
RUBY TUESDAY INC		Common Stock	7,770
RUTH'S HOSPITALITY GROUP INC.		Common Stock	4,935
SJW CORP		Common Stock	8,865
SANDERSON FARMS INC		Common Stock	7,058
SANMINA CORP		Common Stock	14,918
SCHWEITZER MAUDUIT INTL INC		Common Stock	6,472
SCIENCE APPLICATIONS INTE		Common Stock	8,618
SELECTIVE INS GRP INC		Common Stock	11,248
SKYWEST INC		Common Stock	7,437
STANCORP FINANCIAL GROUP INC		Common Stock	9,291
STANDARD MTR PRODS INC		Common Stock	7,662
STRAYER EDUCATION INC		Common Stock	10,771
SYKES ENTERPRISES INC		Common Stock	10,585
TAKE-TWO INTERACTIVE SOFTWARE		Common Stock	12,922
THE TIMKEN COMPANY		Common Stock	7,554
TOWER INTERNATIONAL INC		Common Stock	6,362

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2014

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	(e)
Identity of Issue, Borrower, Lessor or Similar Party			Current Value
TRIPLE S MANAGEMENT CORP		Common Stock	8,608
TRUSTMARK CORP		Common Stock	11,779
UNIFI INC		Common Stock	9,484
UNITED FIRE GROUP INC		Common Stock	3,300
UNITED INSURANCE HOLDINGS CO		Common Stock	11,875
UNITED STATES STEEL CORPORATION		Common Stock	6,899
UNIVERSAL ELECTRONICS INC		Common Stock	7,804
VISHAY INTERTECHNOLOGY		Common Stock	6,622
WSFS FINANCIAL CORP		Common Stock	9,227
WABASH NAT'L CORP		Common Stock	8,467
WASHINGTON FEDERAL INC		Common Stock	6,401
WEBSTER FINANCIAL CORP		Common Stock	14,769
WEIGHT WATCHERS INTL INC		Common Stock	6,806
WEST CORPORATION		Common Stock	9,570
WESTERN REFINING INC		Common Stock	1,738
WESTMORELAND COAL		Common Stock	4,782
WORLD ACCEPTANCE CORP		Common Stock	5,482
ZIONS BANCORPORATION		Common Stock	5,930
CNO FINANCIAL GROUP INC		Common Stock	16,445
HCI GROUP INC		Common Stock	8,605
ARGAN INC		Common Stock	7,535
CRA INTERNATIONAL INC		Common Stock	9,763
CVR ENERGY INC		Common Stock	7,200
CYS INVESTMENTS INC.		Common Stock	11,013
CABLEVISION SYS CORP.		Common Stock	7,596
CAPSTEAD MORTGAGE CORP. NEW		Common Stock	9,112
CENTENE CORP		Common Stock	11,216
CHATHAM LODGING TRUST		Common Stock	10,922

BB&T Corporation 401(k) Savings Plan
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December 31, 2014

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Identity of Issue, Borrower, Lessor or Similar Party			Current Value
CHIMERA INVESTMENT CORPORATION		Common Stock	6,697
CLEARWATER PAPER CORP		Common Stock	7,472
CLOUD PEAK ENERGY INC.		Common Stock	5,021
CUSTOMERS BANCORP INC.		Common Stock	8,640
DYNEX CAPITAL INC		Common Stock	8,234
EARTHLINK HOLDINGS CORP		Common Stock	7,050
EAST WEST BANCORP INC		Common Stock	7,781
EXTERRAN HOLDINGS INC		Common Stock	3,291
FBL FINANCIAL GROUP INC - CL A		Common Stock	10,736
FBR CAPITAL MARKETS CORP		Common Stock	7,008
FEDERATED NATIONAL HOLDING CO		Common Stock	7,272
FIRST NBC BANK HOLDING COMPANY		Common Stock	8,835
GAMESTOP CORPORATION CL A		Common Stock	6,794
GRAMERCY PROPERTY TRUST INC		Common Stock	10,343
HEALTH NET INC		Common Stock	7,869
HHGREGG INC		Common Stock	2,528
INSIGHT ENTERPRISES		Common Stock	10,796
INTELIQUENT INC		Common Stock	9,540
INVESTMENT TECH GROUP INC		Common Stock	9,619
IRIDIUM COMMUNICATIONS INC		Common Stock	10,725
KADANT INC. COM		Common Stock	3,671
KAPSTONE PAPER AND PACKAGING		Common Stock	7,796
LIFEPOINT HOSPITALS INC		Common Stock	8,557
MFA MORTGAGE INVESTMENTS INC.		Common Stock	6,696
MYR GROUP INC		Common Stock	6,192
MARRIOTT VACATIONS WORLDWIDE		Common Stock	15,206
MATSON INC-W/I ALEXANDER &		Common Stock	11,944
MERITOR INC		Common Stock	9,635

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December 31, 2014

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	(e)
Identity of Issue, Borrower, Lessor or Similar Party			Current Value
MOLINA HEALTHCARE INC		Common Stock	7,762
NAVIGANT CONSULTING INC		Common Stock	5,349
NELNET INC CL A		Common Stock	11,536
NEW RESIDENTIAL INVESTMENT CORP		Common Stock	11,940
OFG BANCORP		Common Stock	7,842
ORITANI FINANCIAL CORPORATION		Common Stock	9,486
PBF ENERGY INC.		Common Stock	7,459
PACIFIC ETHANOL INC NEW		Common Stock	5,310
PENNYMAC MORTGAGE INVESTMENT		Common Stock	10,882
PILGRIM'S PRIDE CORP		Common Stock	14,165
POLYCOM INC COM		Common Stock	4,509
PRIMERICA INC		Common Stock	15,627
PROASSURANCE CORP		Common Stock	5,915
RPX CORP		Common Stock	5,774
RENEWABLE ENERGY GROUP INC		Common Stock	6,010
RESOLUTE FOREST PRODUCTS		Common Stock	10,830
RESOURCE CAPITAL CORP		Common Stock	6,602
SAFETY INSURANCE GROUP INC		Common Stock	10,498
SAIA INC.		Common Stock	7,418
SELECT INCOME REIT		Common Stock	9,495
SELECT MEDICAL HOLDINGS CORP		Common Stock	7,632
SPRINGLEAF HOLDINGS INC		Common Stock	9,404
STARZ-LIBERTY CAPITAL		Common Stock	7,603
SYMETRA FINANCIAL CORP		Common Stock	14,383
SYNOVUS FINANCIAL CORP		Common Stock	7,179
TWO HARBORS INVESTMENT		Common Stock	7,194
UNITED COMMUNITY BANK INC		Common Stock	9,148
UNITED THERAPEUTICS CORP DEL COM		Common Stock	7,251

BB&T Corporation 401(k) Savings Plan
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December 31, 2014

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	(e)
Identity of Issue, Borrower, Lessor or Similar Party			Current Value
UNIVERSAL INSURANCE HOLDINGS INC		Common Stock	14,111
VAALCO ENERGY INC		Common Stock	1,810
WALKER & DUNLOP INC		Common Stock	8,612
WESTAR ENERGY INC. STOCK		Common Stock	8,413
WESTERN ASSET MORTGAGE CAPITAL		Common Stock	8,482
WINTRUST CORP		Common Stock	11,176
EQUITY WEALTH		Common Stock	5
MARVELL TECHNOLOGY GROUP LTD		Common Stock	2,465
FIRST BANCORP PUERTO RICO		Foreign Stock	9,363
AGRO GROUP INTERNATIONAL		Foreign Stock	12,092
ASPEN INSURANCE HOLDINGS LIMITED		Foreign Stock	7,310
ASSURED GUARANTY LTD		Foreign Stock	8,057
AXIS CAPITAL HOLDINGS LTD		Foreign Stock	7,204
ENDURANCE SPECIALTY HOLDINGS LTD		Foreign Stock	8,916
ENSTAR GROUP LTD		Foreign Stock	10,855
FABRINET		Foreign Stock	5,056
MAIDEN HOLDINGS LTD		Foreign Stock	9,337
MONTPELIER RE HOLDINGS LTD		Foreign Stock	12,179
NABORS INDUSTRIES LTD. COMMON		Foreign Stock	4,919
HOME LOAN SERVICING SOLUTIONS		Foreign Stock	9,819
PARTNERRE HOLDINGS LTD		Foreign Stock	7,647
RENAISSANCE HOLDINGS LTD COMMON		Foreign Stock	7,583
VALIDUS HOLDINGS LTD		Foreign Stock	7,398
ALLIED WORLD ASSURANCE COMPANY		Foreign Stock	7,167
AVG TECHNOLOGIES		Foreign Stock	1,678
BANCO LATINOAMERICANO DE		Foreign Stock	9,241
AGCO CORPORATION		Common Stock	29,380
ANNALY CAPITAL MANAGEMENT		Common Stock	58,374

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2014

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	(e)
Identity of Issue, Borrower, Lessor or Similar Party			Current Value
ANTHEM INC		Common Stock	72,260
ASCENA RETAIL GROUP INC		Common Stock	58,906
BECTON DICKINSON & CO.		Common Stock	67,632
CHEMTURA CORP		Common Stock	47,605
CHICO'S FAS INC		Common Stock	47,009
CIVEO CORP		Common Stock	11,303
DST SYSTEMS INC		Common Stock	30,599
DICE HOLDINGS INC		Common Stock	34,995
E TRADE FINANCIAL CORP		Common Stock	102,962
FIDELITY NATIONAL INFORMATION SERVICES INC		Common Stock	58,468
FIDELITY NATIONAL FNFV GROUP		Common Stock	9,838
GLOBAL PAYMENTS INC		Common Stock	60,548
HERTZ GLOBAL HOLDINGS INC		Common Stock	38,034
INTERPUBLIC GROUP		Common Stock	71,137
KNOWLES CORP		Common Stock	59,464
KOHL'S CORP		Common Stock	77,521
LABORATORY CORP OF AMERICAN HOLDINGS		Common Stock	68,517
LEUCADIA NATIONAL CORP		Common Stock	103,782
LINCOLN NATIONAL CORP.		Common Stock	57,670
MARKEL CORPORATION		Common Stock	103,792
MICROSTRATEGY INC CL A		Common Stock	44,822
NCR CORP NEW		Common Stock	36,425
NEUSTAR INC		Common Stock	9,730
NEWS CORP NEW CL B		Common Stock	74,194
OMNICOM GROUP		Common Stock	110,007
T ROWE PRICE GROUP INC		Common Stock	51,516
RAYONIER ADVANCED MATERIALS		Common Stock	26,203
RYMAN HOSPITALITY PROPERTIES INC		Common Stock	63,288

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Identity of Issue, Borrower, Lessor or Similar Party			Current Value
SYMANTEC CORP		Common Stock	42,331
TETRA TECH INC		Common Stock	46,752
II-VI INC		Common Stock	31,395
UNIVERSAL TECHNICAL INSTITUTE INC		Common Stock	8,915
VIACOM INC		Common Stock	41,764
WESTERN UNION COMPANY		Common Stock	42,536
ZIMMER HOLDINGS INC		Common Stock	51,606
UTI WORLDWIDE INC		Common Stock	28,087
ASPEN INSURANCE HOLDINGS LIMITED		Foreign Stock	45,959
ASSURED GUARANTY LTD		Foreign Stock	37,530
COVIDIEN PLC		Foreign Stock	72,107
ENDURANCE SPECIALTY HOLDINGS LTD		Foreign Stock	85,272
ENSTAR GROUP LTD		Foreign Stock	55,040
WILLIS GROUP HOLDINGS		Foreign Stock	100,374
			4,528,052
			<u>\$ 2,931,460,230</u>

* Party in interest

Cost is omitted because plan investments are participant-directed.