

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 2015 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>12/31/2015</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 (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>BB&T CORPORATION</u> <u>HUMAN SYSTEMS DIVISION</u> <u>P.O. BOX 1215</u> <u>P.O. BOX 1215</u> <u>WINSTON-SALEM, NC 27102-1215</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>07/29/2016</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>07/29/2016</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)			Preparer's telephone number

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 37700
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.....	6a(1) 31078
a(2) Total number of active participants at the end of the plan year	6a(2) 34911
b Retired or separated participants receiving benefits.....	6b 8276
c Other retired or separated participants entitled to future benefits.....	6c 48
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 43235
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 21
f Total. Add lines 6d and 6e	6f 43256
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 37207
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	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 2T	
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)
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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 2015 Form M-1 annual report. If the plan was not required to file the 2015 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
		2015
		This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015		
A Name of plan BB&T CORPORATION 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 BB&T CORPORATION	D Employer Identification Number (EIN) 56-0939887	

Part I	Service Provider Information (see instructions)
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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

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

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	299992	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	185395	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	45694	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% TO 0.40% OF BALANCES HELD
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
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 TO \$.50 PER OPTION CONTRACT
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
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:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan 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 2015 This Form is Open to Public Inspection.
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan <u>BB&T CORPORATION 401(K) SAVINGS PLAN</u>	B Three-digit plan number (PN) ► <u>003</u>
C Plan or DFE 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	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: <u>WELLS FARGO STABLE VALUE FUND</u>			
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>			
c EIN-PN <u>52-2250946-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>13950572</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MORLEY STABLE VALUE FUND</u>			
b Name of sponsor of entity listed in (a): <u>UNION BOND & TRUST COMPANY</u>			
c EIN-PN <u>93-6274329-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>30043268</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE RETIREMENT 2005 TRUST</u>			
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>			
c EIN-PN <u>61-6434302-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2922500</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE RETIREMENT 2010 TRUST</u>			
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>			
c EIN-PN <u>32-6199795-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>23257294</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE RETIREMENT 2015 TRUST</u>			
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>			
c EIN-PN <u>35-6941654-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>27154194</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE RETIREMENT 2020 TRUST</u>			
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>			
c EIN-PN <u>36-7594871-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>90196338</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE RETIREMENT 2025 TRUST</u>			
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>			
c EIN-PN <u>37-6495447-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>60854742</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2030 TRUST**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 38-7010946-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 68638190
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2035 TRUST**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 36-7595013-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40957357
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2040 TRUST**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 35-6941729-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 64806994
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2045 TRUST**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 32-6199848-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30533652
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2050 TRUST**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 30-6303214-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18407984
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2055 TRUST**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 35-6941728-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12875721
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2060 TRUST**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 47-1088316-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 346173
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT INCOME TR**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 38-7011316-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 51015649
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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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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
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

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.	OMB No. 1210-0110 <div style="font-size: 1.5em; font-weight: bold;">2015</div> This Form is Open to Public Inspection
For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015		
A Name of plan BB&T CORPORATION 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 BB&T CORPORATION	D Employer Identification Number (EIN) 56-0939887	

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		
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)	174920304	181002603
	(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)	51294155	59673934
	(9) Value of interest in common/collective trusts.....	1c(9)	23614911	535960628
	(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)	1960808410	1704520638
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)	106807438	107582652

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	614015012	562420280
(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	2931460230	3151160735

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	2931460230	3151160735
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	100640433	
(B) Participants	2a(1)(B)	142665847	
(C) Others (including rollovers)	2a(1)(C)	12668690	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		255974970

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1907418	
(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)	2246855	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		4154273

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	16081688	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	115291398	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		131373086

(3) Rents	2b(3)		
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(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)	-15042961	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-15042961

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-1570545
(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)		-108492652
c Other income	2c		-4966283
d Total income. Add all income amounts in column (b) and enter total	2d		261429888

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	256898262	
(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)		256898262
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)	531081	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		531081
j Total expenses. Add all expense amounts in column (b) and enter total	2j		257429343

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		4000545
l Transfers of assets:			
(1) To this plan	2l(1)		215699960
(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:

	Yes	No	N/A	Amount
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	N/A	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			250000000
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.				
o Did the plan trust incur unrelated business taxable income?		X		
p Were in-service distributions made during the plan year?	X			

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)
SUSQUEHANNA BANCSHARES, INC. 401(K) PLAN	23-2201716	002
THE BANK OF KENTUCKY, INC. 401(K) PROFIT SHARING PLAN	61-1180109	001
CRC INSURANCE SERVICES, INC. 401(K) PROFIT SHARING PLAN	56-0939887	020

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****6a** Name of trust**6b** Trust's EIN**6c** Name of trustee or custodian**6d** Trustee's or custodian's telephone number

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 2015 This Form is Open to Public Inspection.
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

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
---------------	----------------------

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
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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.
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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

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2015
v. 150123

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
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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): _____

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan?	☐ Yes	☐ No
20b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?	☐ Design-based safe harbor method	☐ ADP/ACP test
20c If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))?	☐ Yes	☐ No
21a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b):	☐ Ratio percentage test	☐ Average benefit test
21b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?	☐ Yes	☐ No
22a Has the plan been timely amended for all required tax law changes?	☐ Yes	☐ No ☐ N/A
22b Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____. (See instructions for tax law changes and codes).		
22c If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter ____/____/____ and the letter's serial number _____.		
22d If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter ____/____/____.		
23 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)?	☐ Yes	☐ No

BB&T Corporation

401(k) Savings Plan

**Financial Statements and Supplemental Schedule
December 31, 2015 and 2014**

BB&T Corporation 401(k) Savings Plan

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December 31, 2015 and 2014

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Schedule H, line 4(i) - Schedule of Assets (Held At End of Year) at December 31, 2015	15-23

*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, 2015 and 2014, and the related statement of changes in net assets available for benefits for the year ended December 31, 2015, 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, 2015 and 2014 and the changes in net assets available for benefits for the year ended December 31, 2015, 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, 2015 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.

Princeton House Coopers LLP
Greensboro, North Carolina
June 24, 2016

BB&T Corporation 401(k) Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Assets		
Investments, at fair value	\$ 3,091,486,801	\$ 2,880,166,075
Notes receivable from participants	59,673,934	51,294,155
Net assets available for benefits	<u>\$ 3,151,160,735</u>	<u>\$ 2,931,460,230</u>

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

BB&T Corporation 401(k) Savings Plan
Statement of Changes in Net Assets Available for Benefits
Year ended December 31, 2015

	<u>2015</u>
Additions to (deductions from) net assets attributable to:	
Investment income	
Interest	\$ 1,973,661
Dividends	134,118,900
Net depreciation in fair value of investments	<u>(132,884,498)</u>
Net investment income	<u>3,208,063</u>
 Interest on notes receivable from participants	 2,246,855
 Contributions	
Employer	100,640,433
Employee	142,665,847
Rollovers	<u>12,668,690</u>
Total contributions	<u>255,974,970</u>
Total additions	<u>261,429,888</u>
 Benefits paid to participants	 (256,898,262)
Administrative expenses	<u>(531,081)</u>
Total deductions	<u>(257,429,343)</u>
 Net increase prior to transfers from other plans	 4,000,545
 Transfers from other plans	 <u>215,699,960</u>
Net increase	<u>219,700,505</u>
 Net assets available for benefits	
Beginning of year	<u>2,931,460,230</u>
End of year	<u><u>\$3,151,160,735</u></u>

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

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

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. Eligible participants who have attained the age of 50 before the close of the plan year may make catch-up contributions up to \$6,000. 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

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

participant and beneficiary. Hardship withdrawals are allowed by the Plan in accordance with Plan provisions and IRS regulations.

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, 2015 and 2014, forfeited accounts totalled \$1 and \$13, respectively. This forfeiture can be used to reduce employer contributions. In 2015, contributions by the employer were reduced by \$143,539 from the forfeiture account.

Reclassifications

Certain amounts reported in prior years' financial statements have been reclassified to conform to the current presentation. Such reclassifications had no effect on previously reported net assets available for benefits.

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 9). Investment-related fees are included in net appreciation (depreciation) 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. No allowance for credit losses has been recorded as of December 31, 2015 or 2014.

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, common/collective trusts, 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

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

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 6 for disclosures of methodologies used to determine the recorded fair value of Plan investments.

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 6.

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

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.

During July 2015, the FASB issued new guidance related to *Plan Accounting*. This guidance amends the requirements so that fully benefit-responsive investment contracts will be measured, presented and disclosed only at contract value. The guidance also eliminates the requirement to disclose certain individual investments and simplifies the level of disaggregation of investments that are measured using fair value. The Plan early adopted this guidance in 2015. The adoption of this guidance was not material to the Plan's financial statements.

4. Associate Insured Deposit Account

The Plan invests in an associate insured deposit account, which is a deposit account with the Plan Sponsor. Under the terms of the account agreement, Branch Banking and Trust Company is required to set aside collateral equal or greater in market value to the amount on deposit in the account in excess of the amount insured under the Federal Deposit Insurance Act.

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

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

plus fifty basis points. The crediting interest rates for the period from January 1, 2015 to December 31, 2015 ranged from .63 percent to .89 percent and the average yield rate was .77 percent. 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.

5. Transfers (to) from Other Plans

During 2015, BB&T Corporation authorized the transfer of participant accounts to the Plan from various acquired company plans. Participant account balances, including investments and notes receivable from participants, were transferred from the various plans at various dates during 2015 as follows:

	<u>2015</u>
Susquehanna Bancshares, Inc. 401(k) Plan	\$ 203,464,546
The Bank of Kentucky, Inc. 401(k) Profit Sharing Plan	11,765,529
CRC Insurance Services, Inc. 401(k) Profit Sharing Plan	469,885
	<u>\$ 215,699,960</u>

6. 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, 2015 and 2014.

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

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

account, common/collective trusts 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.

The fair value of the common/collective trusts 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, 2015 and 2014, there are no level 3 assets or liabilities.

The 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.

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

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

Fair Value Measurements for Assets Measured on a Recurring Basis as of December 31, 2015

	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	\$ 562,420,280	\$ 562,420,280	\$ -	\$ -
Mutual funds	1,704,520,638	1,704,520,638	-	-
Self-directed investments	104,078,398	103,096,608	981,790	-
Common/collective trusts	535,960,628	-	535,960,628	-
Separately managed accounts				
Common stock	3,070,263	3,070,263	-	-
Foreign stock	423,326	423,326	-	-
Equity exchange traded fund	10,665	10,665	-	-
	3,504,254	3,504,254	-	-
Associate insured deposit account	179,224,847	-	179,224,847	-
Total investments at fair value, excluding cash and cash equivalents of \$1,777,756	<u>\$ 3,089,709,045</u>	<u>\$ 2,373,541,780</u>	<u>\$ 716,167,265</u>	<u>\$ -</u>

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

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	1,960,808,410	1,960,808,410	-	-
Self-directed investments	102,279,386	101,307,065	972,321	-
Common/collective trusts	23,614,911	-	23,614,911	-
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 of \$3,176,085	<u>\$ 2,876,989,990</u>	<u>\$ 2,680,658,539</u>	<u>\$ 196,331,451</u>	<u>\$ -</u>

There were no transfers between levels during 2015 and 2014.

BB&T Corporation 401(k) Savings Plan
Notes to Financial Statements
December 31, 2015 and 2014

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, 2015 and 2014:

<u>December 31, 2015</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	\$ 30,043,268	\$ -	Daily	30 days
T. Rowe Price Retirement Income Fund	51,015,649	-	Daily	30 days
T. Rowe Price Retirement 2005 Fund	2,922,500	-	Daily	30 days
T. Rowe Price Retirement 2010 Fund	23,257,294	-	Daily	30 days
T. Rowe Price Retirement 2015 Fund	27,154,194	-	Daily	30 days
T. Rowe Price Retirement 2020 Fund	90,196,338	-	Daily	30 days
T. Rowe Price Retirement 2025 Fund	60,854,742	-	Daily	30 days
T. Rowe Price Retirement 2030 Fund	68,638,190	-	Daily	30 days
T. Rowe Price Retirement 2035 Fund	40,957,357	-	Daily	30 days
T. Rowe Price Retirement 2040 Fund	64,806,994	-	Daily	30 days
T. Rowe Price Retirement 2045 Fund	30,533,652	-	Daily	30 days
T. Rowe Price Retirement 2050 Fund	18,407,984	-	Daily	30 days
T. Rowe Price Retirement 2055 Fund	12,875,721	-	Daily	30 days

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

December 31, 2015	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
T. Rowe Price Retirement 2060 Active Trust	\$ 346,173	\$ -	Daily	30 days
Wells Fargo Stable Value Fund	13,950,572	-	Daily	12 months
	<u>\$ 535,960,628</u>			
December 31, 2014				
Morley Stable Value Fund	<u>\$ 23,614,911</u>	-	Daily	30 days

Significant investment strategies have not been disclosed for investments measured at the NAV using the practical expedient which represent funds filing Form 5500 as direct filing entities.

7. 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, 2015 and 2014, there are no uncertain positions 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 2012.

8. 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.

9. Related Party and Party-In-Interest Transactions

Included in the Plan assets are BB&T common stock, mutual funds sponsored by a subsidiary of the Corporation, assets held in separately managed accounts that are managed by a subsidiary of the Corporation, a deposit account sponsored by BB&T and cash in an interest-bearing checking account. Balances, income and transactions related to these investments, which are party-in-interest transactions under ERISA, are presented in the following tables:

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

December 31, 2015 and 2014

	As of December 31,	
	2015	2014
BB&T common stock	\$ 562,420,280	\$ 614,015,012
Mutual funds	1,100,493,474	1,057,047,893
Separately managed accounts	3,504,254	4,528,052
Associate insured deposit account	179,224,847	171,744,219
BB&T Interest-bearing checking account	1,777,756	3,176,085

	For the year ended December 31, 2015
Dividends on BB&T Corporation common stock	\$ 16,081,688
Dividends on investments in BB&T sponsored mutual funds	92,930,538
Interest on associate insured deposit account	1,333,240

In addition, the cost of administrative services rendered by the Corporation's Trust Division is party-in-interest and totalled \$299,992 for the year ended December 31, 2015. 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 and fees charged by ProNvest to participants that opt to receive guidance on investment election/allocation. Fees charged by Ameritrade and ProNvest were \$185,395 and \$45,694, respectively for the year ended December 31, 2015.

10. 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.

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2015

(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	\$ 562,420,280
* Sterling Capital Total Return Bond Fund		Mutual Fund	179,334,223
* Sterling Capital Mid Value Fund		Mutual Fund	204,462,477
* Sterling Capital Large Cap Fund		Mutual Fund	228,039,889
* Sterling Capital Small Value Fund		Mutual Fund	72,318,921
* Sterling Capital Special Opportunities Fund		Mutual Fund	243,809,199
* Sterling Capital Equity Income Fund		Mutual Fund	172,528,765
Federated Investors Treasury Obligation Fund		Mutual Fund	88,032,325
Fidelity Contrafund		Mutual Fund	103,659,144
Vanguard Institutional Index		Mutual Fund	167,026,294
Vanguard Total International Stock Index		Mutual Fund	31,243,313
Harbor International Fund		Mutual Fund	102,400,950
T. Rowe Price Mid Cap Growth Fund		Mutual Fund	111,665,138
			<u>\$ 1,704,520,638</u>
T. Rowe Price Retirement Income Fund		Common Collective Trust	\$ 51,015,649
T. Rowe Price Retirement 2005 Fund		Common Collective Trust	2,922,500
T. Rowe Price Retirement 2010 Fund		Common Collective Trust	23,257,294
T. Rowe Price Retirement 2015 Fund		Common Collective Trust	27,154,194
T. Rowe Price Retirement 2020 Fund		Common Collective Trust	90,196,338
T. Rowe Price Retirement 2025 Fund		Common Collective Trust	60,854,742
T. Rowe Price Retirement 2030 Fund		Common Collective Trust	68,638,190
T. Rowe Price Retirement 2035 Fund		Common Collective Trust	40,957,357
T. Rowe Price Retirement 2040 Fund		Common Collective Trust	64,806,994
T. Rowe Price Retirement 2045 Fund		Common Collective Trust	30,533,652
T. Rowe Price Retirement 2050 Fund		Common Collective Trust	18,407,984
T. Rowe Price Retirement 2055 Fund		Common Collective Trust	12,875,721
T. Rowe Price Retirement 2060 Active Trust		Common Collective Trust	346,173
Wells Fargo Stable Value Fund		Common Collective Trust	13,950,572
Morley Stable Value Fund		Common Collective Trust	30,043,268
			<u>\$ 535,960,628</u>
Plan Participants		Self-directed investments	<u>\$ 104,078,398</u>
* Notes Receivable from Participants		Participant loans (4.25% to 9% due thru April 2027)	<u>\$ 59,673,934</u>
* BB&T Corporation		Associate insured deposit account	<u>\$ 179,224,847</u>

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2015

(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		Cash and cash equivalents	\$ 1,777,756
Holdings in Separately Managed Accounts			
ADT Corp		Common Stock	\$ 5,277
Agco Corporation		Common Stock	5,084
Abercrombie & Fitch Co Cl A		Common Stock	8,883
Aecom Technology Corp		Common Stock	5,435
Aegion Corp		Common Stock	6,932
Air Transport Group Inc		Common Stock	6,542
Alaska Air Group Inc		Common Stock	10,547
Allete Inc		Common Stock	10,318
Alon Usa Energy Inc		Common Stock	6,129
American Axle & Mfg Hldgs		Common Stock	5,038
American Eagle Outfitters		Common Stock	10,556
American Equity Investment Life Hldg Co		Common Stock	8,987
American Financial Group Inc		Common Stock	6,271
Amerisafe Inc		Common Stock	7,381
Amsurg Corp Com		Common Stock	10,184
Amtrust Financial Services Inc		Common Stock	7,944
Anchor Bancorp Wisconsin Inc		Common Stock	5,875
Anworth Mortgage Asset Corp		Common Stock	6,047
Apollo Commercial Real Estate Finance		Common Stock	7,219
Apollo Residential Mortgage Inc		Common Stock	5,951
Ares Commercial Real Estate Corp		Common Stock	6,178
Arlington Asset Investment Corp		Common Stock	5,914
Ashford Hospitality Trust		Common Stock	5,307
Atlas Air Worldwide Holdings		Common Stock	6,904
Avnet Inc		Common Stock	5,312
Bok Financial Corp		Common Stock	5,262
BWX Technologies Inc		Common Stock	5,464
Banc Of California Inc		Common Stock	7,763
Barrett Business Svcs Inc		Common Stock	6,400
BBCN Bancorp Inc		Common Stock	8,593
Berkshire Hills Bancorp Inc		Common Stock	7,365
Big Lots Inc		Common Stock	4,509
Black Hills Corp		Common Stock	10,354
Boyd Gaming Corp		Common Stock	8,306
Brocade Communications System		Common Stock	2,469
CNO Financial Group Inc		Common Stock	13,210

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2015

(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
CSG Systems International Inc		Common Stock	6,476
CVR Energy Inc		Common Stock	5,903
CYS Investments Inc.		Common Stock	7,237
Cabot Corp		Common Stock	5,396
Cal-Maine Foods Inc		Common Stock	2,595
Caleres Inc		Common Stock	7,107
California Resources Corp		Common Stock	5,620
Camden National Corp		Common Stock	6,040
Capstead Mortgage Corp. New		Common Stock	5,698
Centene Corp		Common Stock	9,148
Central Garden & Pet Co		Common Stock	8,432
Central Pacific Financial Co		Common Stock	6,496
Chemical Financial Corp		Common Stock	8,465
Childrens Place Retail Stores		Common Stock	7,231
Chimera Investment Corp		Common Stock	5,576
Cirrus Logic		Common Stock	9,361
Community Health Systems Inc		Common Stock	2,706
Community Tr Bancorp Inc		Common Stock	6,747
Cooper-Standard Holding Inc		Common Stock	4,423
Cooper Tire & Rubber Co.		Common Stock	8,706
Coreenergy Infrastructure Trust		Common Stock	3,502
Cowen Group Inc Cl A		Common Stock	4,856
Cross Country Healthcare Inc		Common Stock	934
Curtiss Wright Corp		Common Stock	1,507
Customers Bancorp Inc.		Common Stock	8,765
Dean Foods Co		Common Stock	7,477
Denbury Resources Inc		Common Stock	5,246
Dime Comm Bank		Common Stock	7,048
Domtar Corporation		Common Stock	4,249
Dynex Capital Inc		Common Stock	5,893
Dynegy Inc		Common Stock	1,273
Earthlink Holdings Corp		Common Stock	5,922
El Paso Elec Co Com		Common Stock	8,470
Employers Holdings Inc		Common Stock	7,589
Enterprise Financial Services Corp		Common Stock	8,675
Express Inc		Common Stock	6,964
FBL Financial Group Inc		Common Stock	8,591

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2015

(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
Federal Agricultural Mtg Corp		Common Stock	5,935
Federated National Holding Co		Common Stock	6,444
Fidelity Common Southern Corporation		Common Stock	8,991
Financial Institutions Inc.		Common Stock	6,188
First Financial Bancorp		Common Stock	7,102
First NBC Bank Holding Company		Common Stock	6,805
1st Source Corporation		Common Stock	6,297
Firstmerit Corp.		Common Stock	11,022
Flagstar Bancorp Inc		Common Stock	6,078
Flushing Financial Corp		Common Stock	7,228
Forest City Enterprises		Common Stock	5,636
Fulton Finl Corp Pa		Common Stock	9,510
General Cable Corp		Common Stock	3,989
Global Brass & Copper Holdings Inc		Common Stock	6,923
Great Southern Bancorp Inc.		Common Stock	6,653
Guess Inc		Common Stock	7,099
HCI Group Inc		Common Stock	6,029
Hancock Holding Company		Common Stock	7,274
Hanover Insurance Group Inc		Common Stock	6,914
Hawaiian Holdings Inc		Common Stock	9,928
Healthsouth Corp		Common Stock	5,361
Heartland Financial Usa Inc		Common Stock	6,115
Heidrick & Struggles Intl Inc		Common Stock	7,785
Heritage Insurance Holdings		Common Stock	5,848
Homestreet Inc		Common Stock	7,533
Horace Mann Educators Corp		Common Stock	7,631
Huntington Ingalls Industries Inc.		Common Stock	6,469
Idacorp Inc		Common Stock	12,512
Infinity Property & Casualty		Common Stock	7,318
Ingles Markets Incorporated		Common Stock	5,907
Ingram Micro Inc		Common Stock	5,225
Ingredion Inc		Common Stock	6,134
Insight Enterprises		Common Stock	7,134
Innospec Inc		Common Stock	6,517
Insperity Inc		Common Stock	5,345
Inteliquent Inc		Common Stock	6,095
Intrawest Resorts Holdings Inc		Common Stock	3,933

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2015

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	(e) Current Value
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Iridium Communications Inc		Common Stock	7,838
Isle Of Capri Casinos Inc.		Common Stock	6,032
Jabil Circuit Inc		Common Stock	5,287
Jakks Pacific Inc		Common Stock	5,795
Jetblue Awys Corp		Common Stock	9,377
KCG Holdings Inc		Common Stock	6,561
Kaman Corp		Common Stock	7,223
Kraton Performance Polymers Inc		Common Stock	5,714
Lear Corp		Common Stock	8,844
Lifepoint Health Inc		Common Stock	6,386
MDU Resources Group Inc.		Common Stock	5,881
MFA Mortgage Investments Inc.		Common Stock	5,320
Mgic Inv. Corp		Common Stock	8,397
Magellan Health Services Inc		Common Stock	7,646
Matson Inc W/I Alexander & Baldwin Holdings Inc		Common Stock	10,743
Meta Financial Group Inc		Common Stock	13,412
Mistras Group Inc		Common Stock	5,880
Molina Healthcare Inc		Common Stock	6,374
Moog Inc		Common Stock	9,029
Movado Group Inc		Common Stock	5,862
National Fuel Gas Company		Common Stock	5,814
National General Hldgs		Common Stock	6,930
Navigators Group Inc		Common Stock	8,751
Nelnet Inc Cl A		Common Stock	7,050
Netgear Inc		Common Stock	10,100
Neustar Inc		Common Stock	9,181
New Residential Investment Corp		Common Stock	10,762
New York Mortgage Trust Inc		Common Stock	4,829
Nisource Inc		Common Stock	5,482
Oge Energy Corp		Common Stock	5,600
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Photronics Inc		Common Stock	8,640
Pinnacle West Cap Corporation		Common Stock	6,512
Polycom Inc Com		Common Stock	8,410
Portland General Electric Co		Common Stock	11,238
Primerica Inc		Common Stock	9,777
Rmr Group Inc/The		Common Stock	92
RPX Corp		Common Stock	4,752
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Regis Corporation		Common Stock	6,155
Regional Management Corp		Common Stock	5,569
Reinsurance Grp Of America		Common Stock	5,732
Sanderson Farms Inc		Common Stock	6,512
Sanmina Corp		Common Stock	9,467
Schweitzer Mauduit Intl Inc		Common Stock	7,432
Select Income Reit		Common Stock	7,670
Selective Ins Grp Inc		Common Stock	10,141
Sinclair Broadcast Grp		Common Stock	6,345
Skywest Inc		Common Stock	9,415
Smith & Wesson Holding Corporation		Common Stock	6,220
Spartannash Co .		Common Stock	5,864
Speedway Motorsports Inc		Common Stock	5,822
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Tech Data Corp		Common Stock	9,758
Teradyne Inc		Common Stock	5,684
Territorial Bancorp Inc		Common Stock	7,407
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Trustmark Corp		Common Stock	8,110
Two Harbors Investment Corporation		Common Stock	5,289
Il-Vi Inc		Common Stock	7,424
U S Concrete Inc		Common Stock	8,952
United Financial Bancorp Inc		Common Stock	6,388
United Fire Group Inc		Common Stock	7,317
Universal Insurance Holdings Inc		Common Stock	9,087
Viad Corp		Common Stock	6,126
Virgin America Inc		Common Stock	5,618
Wabash Nat'L Corp		Common Stock	5,868
Walker & Dunlop Inc		Common Stock	10,314
Washington Federal Inc		Common Stock	9,746
Web.Com Group Inc.		Common Stock	5,143
Wellcare Health Plans Inc		Common Stock	2,112
Westar Energy Inc.		Common Stock	6,277
Western Asset Mortgage Capital Corp		Common Stock	4,630
Agco Corporation		Common Stock	24,601
Western Refining Inc		Common Stock	4,666
Worthington Industries Inc		Common Stock	8,289
Zagg Inc		Common Stock	5,426
Equity Commonwealth		Common Stock	5
Allison Transmission Holdings Inc		Common Stock	2,589
American Capital Ltd		Common Stock	29,759
Annaly Capital Management		Common Stock	49,114
Ascena Retail Group Inc		Common Stock	45,842
Becton Dickinson & Co.		Common Stock	49,463
Cbs Corporation Cl B		Common Stock	53,021
Chico'S Fas Inc		Common Stock	25,501
DHI Group Inc		Common Stock	33,801
DST Systems Inc		Common Stock	33,648
E Trade Financial Corp		Common Stock	86,104
Enpro Industries Inc.		Common Stock	42,086
Fidelity National Information Services Inc		Common Stock	46,844
Gentex Corp		Common Stock	52,033
Hertz Global Holdings Inc		Common Stock	41,125

BB&T Corporation 401(k) Savings Plan
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December 31, 2015

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Interpublic Group		Common Stock	31,894
Jacobs Engr Group Inc		Common Stock	45,096
Knowles Corp		Common Stock	35,524
Kohls Corp		Common Stock	32,627
Laboratory Corp Of America Holdings		Common Stock	66,766
Leucadia National Corp		Common Stock	94,428
Lincoln National Corp.		Common Stock	59,056
Markel Corporation		Common Stock	75,085
Microstrategy Inc		Common Stock	32,272
Ncr Corp		Common Stock	40,237
News Corp		Common Stock	69,800
Omnicom Group		Common Stock	95,710
T Rowe Price Group Inc		Common Stock	48,256
Rayonier Advanced Materials		Common Stock	9,643
Ryman Hospitality Properties Inc		Common Stock	56,546
Southwestern Energy Co		Common Stock	19,197
Symantec Corp		Common Stock	29,190
Tetra Tech Inc		Common Stock	45,821
Il-Vi Inc		Common Stock	34,540
Universal Technical Institute Inc		Common Stock	652
Viacom Inc		Common Stock	19,345
Western Union Company		Common Stock	35,104
Zimmer Biomet Holdings Inc		Common Stock	65,350
			<u>\$ 3,070,263</u>

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2015

(a)	(b)	(c)	(e)
		Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	Current Value
Identity of Issue, Borrower, Lessor or Similar Party			
First Bancorp Puerto Rico		Foreign Stock	995
Popular Inc		Foreign Stock	5,611
Agro Group International Holdings Ltd		Foreign Stock	10,352
Aspen Insurance Holdings Limited		Foreign Stock	5,844
Assured Guaranty Ltd		Foreign Stock	5,947
Endurance Specialty Holdings Ltd		Foreign Stock	10,942
Enstar Group Ltd		Foreign Stock	7,952
Ensco PLC		Foreign Stock	4,771
James River Group Holdings Ltd		Foreign Stock	6,272
King Digital Entertainment PLC		Foreign Stock	5,418
Maiden Holdings Ltd		Foreign Stock	7,917
Noble Corp PLC		Foreign Stock	4,769
Renaissance Holdings Ltd Common		Foreign Stock	6,452
Rowan Companies PLC		Foreign Stock	4,848
Validus Holdings Ltd		Foreign Stock	5,971
Allied World Assurance Co Holdings Ltd		Foreign Stock	5,132
Altisource Portfolio Solutions SA		Foreign Stock	5,479
Intelsat SA		Foreign Stock	2,479
Banco Latinoamericano De Exportaciones SA		Foreign Stock	6,820
DHT Holdings Inc		Foreign Stock	6,779
Civeo Corp Common		Foreign Stock	5,197
Assured Guaranty Ltd		Foreign Stock	31,293
Axalta Coating Systems Ltd		Foreign Stock	45,305
Endurance Specialty Holdings Ltd		Foreign Stock	63,990
Enstar Group Ltd		Foreign Stock	44,412
Noble Corp PLC		Foreign Stock	22,524
Willis Group Holdings		Foreign Stock	89,855
			<u>\$ 423,326</u>
Ishares Russell 2000 Value Index Fund		Equity ETF	<u>\$ 10,665</u>
			<u>\$ 3,151,160,735</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, 2015

(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	\$ 562,420,280
* Sterling Capital Total Return Bond Fund		Mutual Fund	179,334,223
* Sterling Capital Mid Value Fund		Mutual Fund	204,462,477
* Sterling Capital Large Cap Fund		Mutual Fund	228,039,889
* Sterling Capital Small Value Fund		Mutual Fund	72,318,921
* Sterling Capital Special Opportunities Fund		Mutual Fund	243,809,199
* Sterling Capital Equity Income Fund		Mutual Fund	172,528,765
Federated Investors Treasury Obligation Fund		Mutual Fund	88,032,325
Fidelity Contrafund		Mutual Fund	103,659,144
Vanguard Institutional Index		Mutual Fund	167,026,294
Vanguard Total International Stock Index		Mutual Fund	31,243,313
Harbor International Fund		Mutual Fund	102,400,950
T. Rowe Price Mid Cap Growth Fund		Mutual Fund	111,665,138
			<u>\$ 1,704,520,638</u>
T. Rowe Price Retirement Income Fund		Common Collective Trust	\$ 51,015,649
T. Rowe Price Retirement 2005 Fund		Common Collective Trust	2,922,500
T. Rowe Price Retirement 2010 Fund		Common Collective Trust	23,257,294
T. Rowe Price Retirement 2015 Fund		Common Collective Trust	27,154,194
T. Rowe Price Retirement 2020 Fund		Common Collective Trust	90,196,338
T. Rowe Price Retirement 2025 Fund		Common Collective Trust	60,854,742
T. Rowe Price Retirement 2030 Fund		Common Collective Trust	68,638,190
T. Rowe Price Retirement 2035 Fund		Common Collective Trust	40,957,357
T. Rowe Price Retirement 2040 Fund		Common Collective Trust	64,806,994
T. Rowe Price Retirement 2045 Fund		Common Collective Trust	30,533,652
T. Rowe Price Retirement 2050 Fund		Common Collective Trust	18,407,984
T. Rowe Price Retirement 2055 Fund		Common Collective Trust	12,875,721
T. Rowe Price Retirement 2060 Active Trust		Common Collective Trust	346,173
Wells Fargo Stable Value Fund		Common Collective Trust	13,950,572
Morley Stable Value Fund		Common Collective Trust	30,043,268
			<u>\$ 535,960,628</u>
Plan Participants		Self-directed investments	<u>\$ 104,078,398</u>
* Notes Receivable from Participants		Participant loans (4.25% to 9% due thru April 2027)	<u>\$ 59,673,934</u>
* BB&T Corporation		Associate insured deposit account	<u>\$ 179,224,847</u>

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2015

(a)	(b)	(c)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	Current Value
	* BB&T Corporation	Cash and cash equivalents	\$ 1,777,756
	Holdings in Separately Managed Accounts		
	ADT Corp	Common Stock	\$ 5,277
	Agco Corporation	Common Stock	5,084
	Abercrombie & Fitch Co Cl A	Common Stock	8,883
	Aecom Technology Corp	Common Stock	5,435
	Aegion Corp	Common Stock	6,932
	Air Transport Group Inc	Common Stock	6,542
	Alaska Air Group Inc	Common Stock	10,547
	Allete Inc	Common Stock	10,318
	Alon Usa Energy Inc	Common Stock	6,129
	American Axle & Mfg Hldgs	Common Stock	5,038
	American Eagle Outfitters	Common Stock	10,556
	American Equity Investment Life Hldg Co	Common Stock	8,987
	American Financial Group Inc	Common Stock	6,271
	Amerisafe Inc	Common Stock	7,381
	Amsurg Corp Com	Common Stock	10,184
	Amtrust Financial Services Inc	Common Stock	7,944
	Anchor Bancorp Wisconsin Inc	Common Stock	5,875
	Anworth Mortgage Asset Corp	Common Stock	6,047
	Apollo Commercial Real Estate Finance	Common Stock	7,219
	Apollo Residential Mortgage Inc	Common Stock	5,951
	Ares Commercial Real Estate Corp	Common Stock	6,178
	Arlington Asset Investment Corp	Common Stock	5,914
	Ashford Hospitality Trust	Common Stock	5,307
	Atlas Air Worldwide Holdings	Common Stock	6,904
	Avnet Inc	Common Stock	5,312
	Bok Financial Corp	Common Stock	5,262
	BWX Technologies Inc	Common Stock	5,464
	Banc Of California Inc	Common Stock	7,763
	Barrett Business Svcs Inc	Common Stock	6,400
	BBCN Bancorp Inc	Common Stock	8,593
	Berkshire Hills Bancorp Inc	Common Stock	7,365
	Big Lots Inc	Common Stock	4,509
	Black Hills Corp	Common Stock	10,354
	Boyd Gaming Corp	Common Stock	8,306
	Brocade Communications System	Common Stock	2,469
	CNO Financial Group Inc	Common Stock	13,210

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2015

(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
CSG Systems International Inc		Common Stock	6,476
CVR Energy Inc		Common Stock	5,903
CYS Investments Inc.		Common Stock	7,237
Cabot Corp		Common Stock	5,396
Cal-Maine Foods Inc		Common Stock	2,595
Caleres Inc		Common Stock	7,107
California Resources Corp		Common Stock	5,620
Camden National Corp		Common Stock	6,040
Capstead Mortgage Corp. New		Common Stock	5,698
Centene Corp		Common Stock	9,148
Central Garden & Pet Co		Common Stock	8,432
Central Pacific Financial Co		Common Stock	6,496
Chemical Financial Corp		Common Stock	8,465
Childrens Place Retail Stores		Common Stock	7,231
Chimera Investment Corp		Common Stock	5,576
Cirrus Logic		Common Stock	9,361
Community Health Systems Inc		Common Stock	2,706
Community Tr Bancorp Inc		Common Stock	6,747
Cooper-Standard Holding Inc		Common Stock	4,423
Cooper Tire & Rubber Co.		Common Stock	8,706
Coreenergy Infrastructure Trust		Common Stock	3,502
Cowen Group Inc Cl A		Common Stock	4,856
Cross Country Healthcare Inc		Common Stock	934
Curtiss Wright Corp		Common Stock	1,507
Customers Bancorp Inc.		Common Stock	8,765
Dean Foods Co		Common Stock	7,477
Denbury Resources Inc		Common Stock	5,246
Dime Comm Bank		Common Stock	7,048
Domtar Corporation		Common Stock	4,249
Dynex Capital Inc		Common Stock	5,893
Dynegy Inc		Common Stock	1,273
Earthlink Holdings Corp		Common Stock	5,922
El Paso Elec Co Com		Common Stock	8,470
Employers Holdings Inc		Common Stock	7,589
Enterprise Financial Services Corp		Common Stock	8,675
Express Inc		Common Stock	6,964
FBL Financial Group Inc		Common Stock	8,591

BB&T Corporation 401(k) Savings Plan
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Identity of Issue, Borrower, Lessor or Similar Party			Current Value
Federal Agricultural Mtg Corp		Common Stock	5,935
Federated National Holding Co		Common Stock	6,444
Fidelity Common Southern Corporation		Common Stock	8,991
Financial Institutions Inc.		Common Stock	6,188
First Financial Bancorp		Common Stock	7,102
First NBC Bank Holding Company		Common Stock	6,805
1st Source Corporation		Common Stock	6,297
Firstmerit Corp.		Common Stock	11,022
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Regis Corporation		Common Stock	6,155
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Westar Energy Inc.		Common Stock	6,277
Western Asset Mortgage Capital Corp		Common Stock	4,630
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American Capital Ltd		Common Stock	29,759
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Ascena Retail Group Inc		Common Stock	45,842
Becton Dickinson & Co.		Common Stock	49,463
Cbs Corporation Cl B		Common Stock	53,021
Chico'S Fas Inc		Common Stock	25,501
DHI Group Inc		Common Stock	33,801
DST Systems Inc		Common Stock	33,648
E Trade Financial Corp		Common Stock	86,104
Enpro Industries Inc.		Common Stock	42,086
Fidelity National Information Services Inc		Common Stock	46,844
Gentex Corp		Common Stock	52,033
Hertz Global Holdings Inc		Common Stock	41,125

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2015

(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
Interpublic Group		Common Stock	31,894
Jacobs Engr Group Inc		Common Stock	45,096
Knowles Corp		Common Stock	35,524
Kohls Corp		Common Stock	32,627
Laboratory Corp Of America Holdings		Common Stock	66,766
Leucadia National Corp		Common Stock	94,428
Lincoln National Corp.		Common Stock	59,056
Markel Corporation		Common Stock	75,085
Microstrategy Inc		Common Stock	32,272
Ncr Corp		Common Stock	40,237
News Corp		Common Stock	69,800
Omnicom Group		Common Stock	95,710
T Rowe Price Group Inc		Common Stock	48,256
Rayonier Advanced Materials		Common Stock	9,643
Ryman Hospitality Properties Inc		Common Stock	56,546
Southwestern Energy Co		Common Stock	19,197
Symantec Corp		Common Stock	29,190
Tetra Tech Inc		Common Stock	45,821
Il-Vi Inc		Common Stock	34,540
Universal Technical Institute Inc		Common Stock	652
Viacom Inc		Common Stock	19,345
Western Union Company		Common Stock	35,104
Zimmer Biomet Holdings Inc		Common Stock	65,350
			<u>\$ 3,070,263</u>

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2015

(a)	(b)	(c)	(e)
		Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	Current Value
Identity of Issue, Borrower, Lessor or Similar Party			
First Bancorp Puerto Rico		Foreign Stock	995
Popular Inc		Foreign Stock	5,611
Agro Group International Holdings Ltd		Foreign Stock	10,352
Aspen Insurance Holdings Limited		Foreign Stock	5,844
Assured Guaranty Ltd		Foreign Stock	5,947
Endurance Specialty Holdings Ltd		Foreign Stock	10,942
Enstar Group Ltd		Foreign Stock	7,952
Ensco PLC		Foreign Stock	4,771
James River Group Holdings Ltd		Foreign Stock	6,272
King Digital Entertainment PLC		Foreign Stock	5,418
Maiden Holdings Ltd		Foreign Stock	7,917
Noble Corp PLC		Foreign Stock	4,769
Renaissance Holdings Ltd Common		Foreign Stock	6,452
Rowan Companies PLC		Foreign Stock	4,848
Validus Holdings Ltd		Foreign Stock	5,971
Allied World Assurance Co Holdings Ltd		Foreign Stock	5,132
Altisource Portfolio Solutions SA		Foreign Stock	5,479
Intelsat SA		Foreign Stock	2,479
Banco Latinoamericano De Exportaciones SA		Foreign Stock	6,820
DHT Holdings Inc		Foreign Stock	6,779
Civeo Corp Common		Foreign Stock	5,197
Assured Guaranty Ltd		Foreign Stock	31,293
Axalta Coating Systems Ltd		Foreign Stock	45,305
Endurance Specialty Holdings Ltd		Foreign Stock	63,990
Enstar Group Ltd		Foreign Stock	44,412
Noble Corp PLC		Foreign Stock	22,524
Willis Group Holdings		Foreign Stock	89,855
			<u>\$ 423,326</u>
Ishares Russell 2000 Value Index Fund		Equity ETF	<u>\$ 10,665</u>
			<u>\$ 3,151,160,735</u>

* Party in interest

Cost is omitted because plan investments are participant-directed.