

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2015</div> 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 PENSION PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>001</u>
		1c	Effective date of plan <u>10/01/1944</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>BBT FINANCIAL CENTER,PO BOX 1215</u> <u>200 WEST SECOND STREET</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	Filed with authorized/valid electronic signature.	10/14/2016	STEVE REEDER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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 CHAIR OF THE EMPLOYEE BENEFITS PLAN COMMITTEE PO 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 47275
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) 25573
a(2) Total number of active participants at the end of the plan year	6a(2) 26979
b Retired or separated participants receiving benefits.....	6b 11157
c Other retired or separated participants entitled to future benefits.....	6c 13586
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 51722
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 560
f Total. Add lines 6d and 6e	6f 52282
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 1647
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: 1A 3F 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 0 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 _____

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2015</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

Round off amounts to nearest dollar.
Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

<div>A Name of plan BB&T CORPORATION PENSION PLAN</div>	<div>B Three-digit plan number (PN) 001</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF BB&T CORPORATION</div>	<div>D Employer Identification Number (EIN) 56-0939887</div>

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2015			
2	Assets:			
	a Market value	2a 4222667579		
	b Actuarial value	2b 4222667579		
3	Funding target/participant count breakdown			
	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target	
	a For retired participants and beneficiaries receiving payment	9793	643840535	643840535
	b For terminated vested participants	11909	320941975	320941975
	c For active participants	25573	842847216	913540201
	d Total	47275	1807629726	1878322711
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)			
	a Funding target disregarding prescribed at-risk assumptions	4a		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5	6.41%	
6	Target normal cost	6	91376461	

Statement by Enrolled Actuary
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

<div>SIGN HERE</div>	<div>Signature of actuary BRYAN ANDERSON, FSA, EA</div>	<div>Date 07/29/2016</div>
	<div>Type or print name of actuary AON CONSULTING</div>	<div>Most recent enrollment number 14-07659</div>
	<div>Firm name 1111 METROPOLITAN AVENUE SUITE 400 CHARLOTTE, NC 28204</div>	<div>Telephone number (including area code) 704-343-8640</div>
	<div>Address of the firm</div>	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	743747708	1107878958
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	743747708	1107878958
10	Interest on line 9 using prior year's actual return of <u>10.99</u> %	81737873	121755897
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		141462660
b(1)	Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.60</u> %		9336536
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c	Total available at beginning of current plan year to add to prefunding balance		150799196
d	Portion of (c) to be added to prefunding balance		150799196
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	825485581	1380434051

Part III Funding Percentages			
14	Funding target attainment percentage	14	107.36 %
15	Adjusted funding target attainment percentage	15	224.81 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	155.44 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/02/2015	110000000	0			
01/30/2015	7000000	0			
08/24/2015	9180020	0			
			Totals ►	18(b)	126180020
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	125766866
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.72 %	2nd segment: 6.11 %	3rd segment: 6.81 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 1
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	91376461	
b Excess assets, if applicable, but not greater than line 31a	31b	91376461	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	125766866	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	125766866	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	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 PENSION PLAN	B Three-digit plan number (PN) ▶	001
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	
GENESIS ADVISORS LLC	
26-0594575	

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation	
STERLING CAPITAL MANAGEMENT LLC	4350 CONGRESS ST #1000 CHARLOTTE, NC 28209

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
GMO	
04-6506648	

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
VANGUARD	P.O. BOX 1101 VALLEY FORGE, PA 19482-1101

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

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

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

ARTISAN

30-0551775

(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?
28 50 51	NONE	1473450	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

AON CONSULTING

22-2232264

(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?
11 50	NONE	1295072	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CORTINA

56-2450074

(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?
28 50 51	NONE	769171	Yes ☐ No ☒	Yes ☐ No ☐		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)

BRANCH BANKING AND TRUST COMPANY

56-1074313

(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 50	SUBSIDIARY	372075	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BLACKSTONE REAL ESTATE ADVISORS, LP

20-8081716

(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?
28 50	NONE	67605	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

KILPATRICK TOWNSEND ATTORNEYS

58-0511774

(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?
29 50	NONE	24570	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
(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.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large;">2015</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

<p>A Name of plan BB&T CORPORATION PENSION PLAN</p>	<p>B Three-digit plan number (PN) ▶ 001</p>	
<p>C Plan or DFE sponsor's name as shown on line 2a of Form 5500 BB&T CORPORATION</p>	<p>D Employer Identification Number (EIN) 56-0939887</p>	

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: GENESIS EMERGING MARKETS FUND

b Name of sponsor of entity listed in (a): GENESIS ASSET MANAGERS, LLP

c EIN-PN 22-3163872-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 95655569
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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 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 PENSION PLAN	B Three-digit plan number (PN) ►	001
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			
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) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	274850
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	81018679
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	23474689	18130084
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	66476062	266487509
(2) U.S. Government securities.....	1c(2)	971892979	888897640
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	523507097	525215906
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	2875001	987106
(B) Common	1c(4)(B)	1031460868	971747091
(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)		
(9) Value of interest in common/collective trusts.....	1c(9)	112940185	95655569
(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)	243791036	606678906
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	1242171940	1000202205

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(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	4218589857	4455295545

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	466224	469967
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	466224	469967

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4218123633	4454825578
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	126180020	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		126180020
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	69436795	
(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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		69436795
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	46661329	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		46661329
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-168827013	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-168827013

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		73451131

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	77644532	
(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)		77644532
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)	4108727	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	2675010	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		6783737
j Total expenses. Add all expense amounts in column (b) and enter total	2j		84428269

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-10977138
l Transfers of assets:			
(1) To this plan	2l(1)		247679083
(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 LLP

(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.)				
4a		X		
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.)				
4b		X		

	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.)				
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)

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 BRANCH BANKING AND TRUST COMPANY	6b Trust's EIN 561074313
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 PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BB&T CORPORATION</u>	D Employer Identification Number (EIN) <u>56-0939887</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>56-1368984</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>416</u>

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)
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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: <u>55.0</u> % Investment-Grade Debt: <u>41.7</u> % High-Yield Debt: <u>0.2</u> % Real Estate: <u>0.5</u> % Other: <u>2.6</u> %
	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

Pension Plan

Financial Statements and Supplemental Schedules
Years Ended December 31, 2015 and 2014

BB&T Corporation Pension Plan

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December 31, 2015 and 2014

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* Other schedules required by Section 2520-103.10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.	



Report of Independent Auditors

To the Plan Administrator of BB&T Corporation Pension Plan

We have audited the accompanying financial statements of BB&T Corporation Pension 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.

Auditors' 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 financial status of the Plan as of December 31, 2015 and 2014, and the changes in its financial status 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 schedules of assets (held at end of year) as of December 31, 2015 and of reportable transactions for the year ended December 31, 2015 are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

PriceWaterhouseCoopers LLP

Greensboro, North Carolina
October 12, 2016

BB&T Corporation Pension Plan
Statements of Net Assets Available for Benefits
December 31, 2015 and 2014

	2015	2014
Assets		
Investments, at fair value	<u>\$ 4,355,871,932</u>	<u>\$ 4,195,115,168</u>
Noninterest bearing cash	274,850	-
Due from BB&T Corporation (Note 6)	81,018,679	-
Interest and dividends receivable	<u>18,130,084</u>	<u>23,474,689</u>
Total Cash and Receivables	<u>99,423,613</u>	<u>23,474,689</u>
Total Assets	<u>4,455,295,545</u>	<u>4,218,589,857</u>
Liabilities		
Accrued expenses and other payables	<u>469,967</u>	<u>466,224</u>
Total Liabilities	<u>469,967</u>	<u>466,224</u>
Net assets available for benefits	<u><u>\$ 4,454,825,578</u></u>	<u><u>\$ 4,218,123,633</u></u>

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

BB&T Corporation Pension Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2015

Additions to net assets available for benefits attributed to:

Investment income:	
Interest	69,436,795
Dividends	46,661,329
Net depreciation in fair value of investments	<u>(168,827,013)</u>
Net investment loss	(52,728,889)
Employer contributions	<u>126,180,020</u>
Total additions	<u>73,451,131</u>

Deductions from net assets available for benefits attributed to:

Benefits paid to participants	77,644,532
Administrative expenses	<u>6,783,737</u>
Total deductions	<u>84,428,269</u>

Net decrease prior to transfer from other plan	(10,977,138)
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Transfer from other plan (Note 6)	<u>247,679,083</u>
Net increase	236,701,945

Net assets available for benefits:

Beginning of year	<u>4,218,123,633</u>
End of year	<u><u>\$4,454,825,578</u></u>

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

BB&T Corporation Pension Plan

Notes to Financial Statements

December 31, 2015 and 2014

1. Description of the Plan

The following brief description of the BB&T Corporation Pension Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan is a non-contributory defined benefit pension plan sponsored by BB&T Corporation (the “Corporation” or “Plan Sponsor”) which was most recently restated effective January 1, 2007. The primary purpose of the Plan is to provide retirement benefits, based on compensation and length of credited service, to members who attain normal retirement age. In addition, the Plan provides early and late retirement benefits to eligible members and beneficiaries of deceased members. It is subject to the Employee Retirement Income Security Act of 1974 (“ERISA”). The Board of Directors (the “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.

Branch Banking and Trust Company has been appointed as Trustee of the Plan’s assets (the “Trustee”).

Eligibility and Vesting

Under the terms of the Plan, an employee becomes eligible to participate in the Plan after attaining the age of 21 and completing one year of service with the Corporation during which the employee worked at least 1,000 hours. The majority of employees of the Corporation based in the United States are eligible to participate in the Plan other than employees of certain subsidiaries as outlined in the Summary Plan Description.

For eligibility purposes, one year of service is defined as twelve consecutive months of service and begins on the date the employee first performs an hour of service. An employee becomes fully vested at the earlier of completion of at least five years of creditable service (1,000 hours in a calendar year) or upon normal retirement age as defined by the Plan.

Retirement Benefits

An employee is eligible for normal pension benefits upon reaching retirement age of 65. The amount of monthly retirement benefit to be provided for each participant who retires on his normal retirement date is equal to 1% of the participant’s average monthly compensation multiplied by the participant’s creditable years of service with the Corporation (not exceeding 35 years) plus one half percent of the participant’s average compensation in excess of his covered compensation multiplied by years of creditable service (not exceeding 35 years). Covered compensation is defined as the average of the Social Security taxable wage bases for each year during the 35 year period ending with the year in which the participant attains his Social Security retirement age.

In addition, the Plan provides for early retirement and delayed retirement benefits. A reduced early retirement benefit is available at age 55 with 10 years of service to the Corporation with a reduction for each year that the benefits begin before age 65. A delayed retirement benefit is available for participants who work beyond the normal retirement age and the benefit is the greater of 1) the accrued benefit as of his delayed retirement date based on his final average compensation and years of credited service as of his delayed retirement date; or 2) his accrued benefit as of his normal retirement date based on his final average compensation and years of credited services as of his normal retirement date, increased actuarially to his delayed retirement date.

BB&T Corporation Pension Plan

Notes to Financial Statements

December 31, 2015 and 2014

Participants may elect to receive their accumulated plan benefits as a single life annuity, a ten year certain and life annuity, a joint and survivor annuity, or a level income annuity. The Plan provides for lump sum distributions to be made to participants who terminate employment and whose actuarially determined present value of vested benefits is less than or equal to \$5,000.

Death and Disability Benefits

If an active participant dies prior to normal retirement age, a death benefit equal to the value of the participant's accumulated pension benefits is paid to the participant's beneficiary. Disability benefits are paid until normal retirement age at which time disabled participants begin receiving normal retirement benefits computed as though they had been employed to normal retirement age with their annual compensation remaining the same as at the time they became disabled.

2. Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan have been prepared using the accrual basis of accounting.

Contributions

Contributions from the Corporation are recognized based upon amounts required to be funded under provisions of the Employee Retirement Income Security Act of 1974 or, if greater, amounts actually contributed for the year. The Corporation contributes such amounts as are necessary on an actuarial basis to provide the Plan with assets sufficient to meet the benefits to be paid to Plan participants. The contributions of the Corporation are designed to fund normal service cost on a current basis and to fund the estimated prior service costs over a period of 25 to 30 years. The Corporation funding policy is to meet or exceed the minimum funding required under ERISA. Corporation contributions for 2015 and 2014 equal or exceed the minimum funding requirements of ERISA.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Board Compensation Committee, which is appointed by the Board of Directors of BB&T Corporation, determines the Plan's valuation policies utilizing information provided by its investment advisers and custodian. See Note 7 for a discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Cash and Cash Equivalents

Cash and cash equivalents includes interest-bearing deposits with the Corporation so that the carrying amount is considered a reasonable estimate of fair value.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

The Plan Sponsor may elect, but is not required, to pay administrative expenses incurred by the Plan. The Plan Sponsor has elected to pay audit fees and certain investment management and actuarial administration fees related to professional services provided to the Plan. Other administrative expenses and fees including other investment management fees, actuarial

BB&T Corporation Pension Plan

Notes to Financial Statements

December 31, 2015 and 2014

consulting fees, and other miscellaneous expenses are paid out of the assets of the Plan. In addition, certain investment expenses are included in net investment income (loss) presented in the accompanying Statement of Changes in Net Assets Available for Benefits.

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 and accumulated plan benefits at the dates of the financial statements and the reported amounts of changes in net assets available for benefits and changes in accumulated plan benefits during the reporting periods. Actual results could differ from those estimates, with the most significant estimate being the determination of the actuarial present value of accumulated Plan benefits.

3. Recent Accounting Standards

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, 2016. The adoption of this guidance is not expected to be material to the Plan's financial statements.

In July 2015, the FASB issued new guidance, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefits Plans, (Topic 965): (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient*. Part I eliminates the requirements to measure the fair value of fully benefit-responsive investment contracts and provide certain disclosures. Contract value is the only required measure for fully benefit-responsive investment contracts. Part II eliminates the requirements to disclose individual investments that represent 5 percent or more of the net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. Part II also simplifies the level of disaggregation of investments that are measured using fair value. Plans will continue to disaggregate investments that are measured using fair value by general type; however, plans are no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. Parts I and III are not applicable to the Plan. Management has elected to early adopt Part II in the Financial Statements as of and for the year ended December 31, 2015 and the related Notes to the Financial Statements, and where applicable, has retrospectively applied the provisions to prior periods presented. Upon adoption, the disclosure of investments that represent 5% or more of net assets available for benefits was eliminated and the disaggregation of investments was simplified.

4. Actuarial Assumptions

Accumulated plan benefits are those estimated future periodic payments including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. The accumulated plan benefits for active employees are based on the number of credited service years ended on the date as of which the benefit information is presented (the "valuation date"). Accumulated plan benefits for retired or terminated employees are based on the number of credited service years as of their retirement or termination date.

BB&T Corporation Pension Plan

Notes to Financial Statements

December 31, 2015 and 2014

Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by an independent actuary and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money and the probability of payment between the valuation date and the expected date of payment.

The significant actuarial assumptions underlying the actuarial computations of the present value of the accumulated plan benefits as of December 31, 2015 and 2014 (the "valuation date") are as follows:

Expected long-term rate of return on plan investments	7% at 12/31/15 and 7.5% at 12/31/14
Mortality basis	RP2014 White Collar mortality table for males and aggregate for females with a Fully Generational projection using scale MP-2015 in 2015 and RP2014 Fully Generational mortality table for annuitants and non-annuitants with mortality improvement scale MP 2014 in 2014
Retirement age	Graded rates of retirement based on age

The expected long-term rate of return on plan investments moved from 7.5% for December 31, 2014 to 7.0% at December 31, 2015, which had the impact of increasing the actuarial present value of accumulated plan benefits by \$135,682,718. At December 31, 2015, the mortality table changed from the RP2014 Fully Generational mortality table for annuitants and non-annuitants with mortality improvement scale MP 2014 to the RP2014 White Collar mortality table for males and aggregate for females with a Fully Generational projection using scale MP-2015, which had the impact of increasing the actuarial present value of accumulated plan benefits by \$18,976,329.

The actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits. The computations of the actuarial present value of plan benefits were made as of January 1, 2015 and 2014. Had the valuations been performed as of December 31, there would be no material differences.

BB&T Corporation Pension Plan
Notes to Financial Statements
December 31, 2015 and 2014

5. Actuarial Present Value of Accumulated Plan Benefits

The accumulated Plan benefit information as of the end of the Plan year is as follows:

Statement of Accumulated Plan Benefits

	December 31, 2015	December 31, 2014
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	\$ 775,543,778	\$ 614,302,203
Other vested participants	1,302,658,137	1,040,008,337
	<u>2,078,201,915</u>	<u>1,654,310,540</u>
Nonvested benefits	65,462,206	60,889,265
Total actuarial present value of accumulated plan benefits	<u>\$ 2,143,664,121</u>	<u>\$ 1,715,199,805</u>

Statement of Changes in Accumulated Plan Benefits

	Year Ended December 31, 2015
Actuarial present value of accumulated plan benefits, beginning of year	<u>\$ 1,715,199,805</u>
Increase (decrease) during the year attributed to:	
Benefits accumulated	96,987,619
Increase for interest due to the decrease in the discount period	125,780,953
Benefits paid to participants	(77,644,532)
Change in actuarial assumptions	154,659,047
Acquisitions	128,681,229
Net increase	<u>428,464,316</u>
Actuarial present value of accumulated plan benefits, end of year	<u>\$ 2,143,664,121</u>

6. Plan Merger

Effective December 31, 2015, the Susquehanna Bancshares, Inc. Cash Balance Pension Plan ("Susquehanna Plan") was merged into the Plan. Total assets and accumulated benefit obligations totaling \$247,679,083 and \$128,681,229 transferred from the Susquehanna Plan to the Plan. As a result of the corporate acquisition, Susquehanna Bancshares, Inc. had dissolved as of December 31, 2015, so BB&T Corporation assumed responsibility for funding of the 2015 contribution to the Susquehanna Plan, which is a receivable to the Plan at December 31, 2015.

BB&T Corporation Pension Plan

Notes to Financial Statements

December 31, 2015 and 2014

7. Fair Value of Financial Instruments

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy are described as follows:

Level 1

Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2

Inputs to the valuation methodology include

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3

Inputs to the valuation methodology are unobservable and significant to the fair value measurement. Level 3 assets include individual hedge funds, for which full redemption has been requested. The estimated liquidation period is approximately five years. The timing of receiving distributions from these hedge funds is uncertain as the funds' underlying holdings consist principally of illiquid private investments. Level 3 assets also include individual private equity funds and managed real estate funds with a total of \$86,646,420 and \$10,312,031 in unfunded commitments as of December 31, 2015 and 2014, respectively. The maximum remaining investment period for these assets is six years with a two year liquidation period. Level 3 assets also include a managed partnership that consists of hedge funds.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2015 and 2014.

Mutual funds and equity exchange-traded funds: Valued at the daily closing price as reported by the fund. Mutual funds and equity exchange-traded 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 and equity exchange-traded funds held by the Plan are deemed to be actively traded.

Common stock, preferred stock, and foreign stock: Valued at the closing price reported on the active market on which the individual securities are traded.

Common/collective trust fund: Plan investments in the Genesis Emerging Markets Fund ("CCT") meet the criteria provided in Accounting Standards Update 2009-12 for investments that calculate

BB&T Corporation Pension Plan

Notes to Financial Statements

December 31, 2015 and 2014

net asset value per share (or its equivalent). CCT is valued based on a unit value basis, which approximates fair value as of December 31, 2015 and 2014, respectively. Such basis is determined by reference to the respective fund's underlying assets, which are primarily marketable equity and fixed income securities.

Corporate bonds, municipal bonds, foreign bonds, United States Government agency securities, and CMOs/Asset backed securities: Valued based on 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 matrix pricing, which is based on quoted prices for securities with similar coupons, ratings, and maturities.

Real estate funds, managed partnerships, private equity funds and hedge funds: Valued at NAV of units held. The NAV is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liability. 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.

The preceding methods may produce a fair value calculation that may not be indicative of the 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 Pension 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)
Cash and cash equivalents	\$ 266,487,509	\$ 266,487,509	\$ -	\$ -
Mutual funds	606,678,906	606,678,906	-	-
Common/collective trust fund	95,655,569	-	95,655,569	-
US Treasury/US Government Agency Bonds	888,897,640	-	888,897,640	-
Municipal bonds	110,306,018	-	110,306,018	-
CMOs/Asset backed securities	22,030,136	-	22,030,136	-
Corporate bonds	503,185,770	-	503,185,770	-
Common stock	874,146,441	874,146,441	-	-
Preferred stock	987,106	987,106	-	-
Foreign stock	97,600,650	97,600,650	-	-
Foreign bonds	96,768,328	-	96,768,328	-
Equity exchange-traded funds	676,622,019	676,622,019	-	-
Real estate funds	16,855,319	-	-	16,855,319
Managed partnerships	77,240,798	-	-	77,240,798
Private equity funds	20,971,285	-	-	20,971,285
Hedge funds	1,438,438	-	-	1,438,438
	<u>\$ 4,355,871,932</u>	<u>\$ 2,522,522,631</u>	<u>\$ 1,716,843,461</u>	<u>\$ 116,505,840</u>

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)
Cash and cash equivalents	\$ 66,476,062	\$ 66,476,062	\$ -	\$ -
Mutual funds	243,791,036	243,791,036	-	-
Common/collective trust fund	112,940,185	-	112,940,185	-
US Treasury/US Government Agency Bonds	971,892,979	-	971,892,979	-
Municipal bonds	93,905,813	-	93,905,813	-
CMOs/Asset backed securities	9,850,771	-	9,850,771	-
Corporate bonds	513,656,326	-	513,656,326	-
Common stock	920,308,533	920,308,533	-	-
Preferred stock	2,875,001	2,875,001	-	-
Foreign stock	111,152,335	111,152,335	-	-
Foreign bonds	117,499,014	-	117,499,014	-
Equity exchange-traded funds	903,915,776	903,915,776	-	-
Real estate funds	19,821,198	-	-	19,821,198
Managed partnerships	77,055,349	-	-	77,055,349
Private equity funds	28,299,607	-	-	28,299,607
Hedge funds	1,675,183	-	-	1,675,183
	<u>\$ 4,195,115,168</u>	<u>\$ 2,248,518,743</u>	<u>\$ 1,819,745,088</u>	<u>\$ 126,851,337</u>

BB&T Corporation Pension Plan
Notes to Financial Statements
December 31, 2015 and 2014

There were no transfers between fair value levels.

The table below presents a reconciliation for the years ended December 31, 2015 and 2014 for all Level 3 assets that are measured at fair value on a recurring basis:

	Real Estate Funds	Managed Partnerships	Private Equity Funds	Hedge Funds	Total
Balance at January 1, 2015	\$ 19,821,198	\$ 77,055,349	\$ 28,299,607	\$ 1,675,183	\$ 126,851,337
Purchases	3,174,285	-	1,218,704	-	4,392,989
Sales	(6,920,617)	-	(9,143,197)	(634,933)	(16,698,747)
Transfer out of Level 3	-	-	-	-	-
Realized gains/(loss)	-	-	-	-	-
Total unrealized gain/(loss) related to instruments still held at the reporting date	780,453	185,449	596,171	398,188	1,960,261
Balance at December 31, 2015	<u>\$ 16,855,319</u>	<u>\$ 77,240,798</u>	<u>\$ 20,971,285</u>	<u>\$ 1,438,438</u>	<u>\$ 116,505,840</u>

The amount of total gains or losses for the period included in changes in net assets attributable to the change in unrealized gains or losses related to assets still held at the reporting date

\$ 780,453	\$ 185,449	\$ 596,171	\$ 398,188	\$ 1,960,261
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	Real Estate Funds	Managed Partnerships	Private Equity Funds	Hedge Funds	Total
Balance at January 1, 2014	\$ 22,789,930	\$ 45,814,672	\$ 36,248,009	\$ 2,437,773	\$ 107,290,384
Purchases	733,048	29,685,280	41,594	-	30,459,922
Sales	(6,097,748)	-	(11,530,293)	(627,424)	(18,255,465)
Transfer out of Level 3	-	-	-	-	-
Realized gains/(loss)	-	-	-	-	-
Total unrealized gain/(loss) related to instruments still held at the reporting date	2,395,968	1,555,397	3,540,297	(135,166)	7,356,496
Balance at December 31, 2014	<u>\$ 19,821,198</u>	<u>\$ 77,055,349</u>	<u>\$ 28,299,607</u>	<u>\$ 1,675,183</u>	<u>\$ 126,851,337</u>

The amount of total gains or losses for the period included in changes in net assets attributable to the change in unrealized gains or losses related to assets still held at the reporting date

\$ 2,395,968	\$ 1,555,397	\$ 3,540,297	\$ (135,166)	\$ 7,356,496
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Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net depreciation in fair value of investments in the Statment of Changes in Net Assets Available for Benefits.

BB&T Corporation Pension 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:

December 31 2015	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Genesis Emerging Markets Fund (d)	\$ 95,655,569	\$ -	n/a	120 days
Hedge Funds (a)	1,438,438	-	n/a	n/a
Private Equity Funds (b)	20,971,285	27,233,983	n/a	n/a
Real Estate Funds (c)	16,855,319	59,412,437	n/a	n/a
Managed Partnerships (a)	77,240,798	-	quarterly	60 days
		<u>\$ 86,646,420</u>		
December 31 2014	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Genesis Emerging Markets Fund (d)	\$ 112,940,185	\$ -	n/a	120 days
Hedge Funds (a)	1,675,183	-	n/a	n/a
Private Equity Funds (b)	28,299,607	8,526,089	n/a	n/a
Real Estate Funds (c)	19,821,198	1,785,942	n/a	n/a
Managed Partnerships (a)	77,055,349	-	quarterly	60 days
		<u>\$ 10,312,031</u>		

- (a) *Hedge funds / managed partnerships* These funds seek to generate strong risk-adjusted returns over a full market cycle by investing in a broad range of strategies including long/short equity, global macro, arbitrage, event driven and other “skill based” strategies that do not rely on broad based exposures to specific asset classes.
- (b) *Private equity funds* These funds directly take ownership either in part or in full of private companies or conducts buyouts of public companies that result in a delisting of public equity. The private equity manager seeks to impart a substantial amount of influence over the purchased entity to improve operations, restructure the firm’s balance sheet and/or expand the business into new markets.
- (c) *Real estate funds* These funds take an active role in purchasing real estate assets in the retail, office, multi-family or hotel sector among others. The goal is to either manage the existing property, renovate the property or enhance the existing property by improving the occupancy of it. Real estate funds rely on both the income that many properties generate as well as capital appreciation.
- (d) *Genesis Emerging Markets Fund* A large Guernsey-incorporated, London-based closed-end investment fund focused predominantly on holdings in the stock markets of emerging economies. Established in July 1989, the company is a constituent of the Financial Times Stock Exchange 250 Index. The fund is managed under the auspices of Genesis Investment Management.

BB&T Corporation Pension Plan

Notes to Financial Statements

December 31, 2015 and 2014

8. Tax Status

The Internal Revenue Service has determined and informed the Corporation by a letter dated August 15, 2013, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

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 organization has taken an uncertain position that more likely than not would be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or asset or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Sponsor believes it is no longer subject to income tax examinations for years prior to 2012.

9. Plan Termination

While the Corporation has not expressed any intent to discontinue its contributions, it is free to do so at any time, subject to penalties set forth under ERISA. In the event such discontinuance results in the termination of the Plan: (a) the net assets of the Plan shall be allocated among the participants and beneficiaries of the Plan in the order provided for in ERISA; and, (b) whether a participant's accumulated plan benefit will be paid depends on both the priority of those benefits and the level of the benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC) at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

10. Party-in-Interest Transactions

Included in Plan assets are investments in a BB&T interest-bearing cash account of \$266,079,770 and \$66,476,062 at December 31, 2015 and 2014, respectively. The Plan also owned 2,992,845 and 2,990,879 shares of BB&T Corporation common stock at December 31, 2015 and 2014, respectively. These shares had a market value of \$113,159,463 and \$116,315,278 at December 31, 2015 and 2014, respectively. Investments in and transactions with BB&T are considered party-in-interest transactions.

The cost of administrative services rendered by the Corporation's Trust division paid by the Plan for the years ended December 31, 2015 and 2014 was \$376,787 and \$352,147 respectively.

BB&T Corporation Pension Plan

Notes to Financial Statements

December 31, 2015 and 2014

11. Risks and Uncertainties

Contributions to the Plan and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee compensation and demographics. Due to the changing nature of these assumptions, it is at least reasonably possible that changes in these assumptions will occur in the near term and, due to the uncertainties inherent in setting assumptions, that the effect of such changes could be material to the financial statements.

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

Concentrations of credit risk that arise from financial instruments exist when they have similar economic characteristics that would cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions.

12. Subsequent Events

The Plan has evaluated subsequent events and determined that there were none requiring adjustment or disclosure through October 12, 2016, the date the financial statements were available to be issued.

Supplemental Schedules

BB&T Corporation Pension Plan

Schedule H, line 4i--Schedule of Assets (Held At End of Year)

December 31, 2015

December 31, 2015		(c)		
	(b)	Description of investments		(e)
	Identity of issue	including maturity date, rate of		Current
	borrower, lessor	interest, collateral, par	(d)	value
(a)	or similar party	or maturity value	Cost	
Money Market				
*	BB&T Insured Deposit Program For ERISA Accounts		\$ 266,079,770	\$ 266,079,770
	Federated Govt Obligations Money Market Fund		407,739	407,739
			<u>\$ 266,487,509</u>	<u>\$ 266,487,509</u>
US Treasury/US Government Agency Bonds				
	Fed Farm Credit Bank	4.72%due 08/03/2034	7,901,810	7,989,170
	Fed Home Loan Mtg Corp	6.75%due 03/15/2031	30,230,583	29,387,980
	Fed Home Loan Mtg Corp	6.25%due 07/15/2032	31,507,192	30,738,428
	Fed Natl Mtg Assn	7.13%due 01/15/2030	18,620,082	18,161,402
	Fed Natl Mtg Assn	7.25%due 05/15/2030	24,937,156	24,021,238
	Fed Natl Mtg Assn	6.63%due 11/15/2030	28,632,147	27,827,151
	Fed Natl Mtg Assn	6.00%due 07/01/2016	1,040	1,045
	GNMA Pool #146675X	9.00%due 07/15/2016	48	49
	US Treasury Bond	4.38%due 02/15/2038	8,682,378	8,682,216
	US Treasury Bond	3.50%due 02/15/2039	15,935,849	17,891,006
	US Treasury Bond	4.25%due 05/15/2039	59,769,427	59,892,066
	US Treasury Bond	4.50%due 08/15/2039	32,565,612	37,427,751
	US Treasury Bond	4.38%due 11/15/2039	36,283,300	37,425,916
	US Treasury Bond	4.38%due 05/15/2040	38,524,381	40,007,013
	US Treasury Bond	3.88%due 08/15/2040	22,032,862	22,880,070
	US Treasury Bond	4.25%due 11/15/2040	32,566,731	33,250,020
	US Treasury Bond	4.75%due 02/15/2041	34,738,524	36,343,062
	US Treasury Bond	4.38%due 05/15/2041	35,765,242	36,174,943
	US Treasury Bond	3.75%due 08/15/2041	29,330,786	29,998,562
	US Treasury Bond	3.13%due 11/15/2041	41,437,170	42,146,538
	US Treasury Bond	3.13%due 02/15/2042	38,440,874	39,213,804

BB&T Corporation Pension Plan

Schedule H, line 4i--Schedule of Assets (Held At End of Year)

December 31, 2015

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	US Treasury Bond	2.75%due 08/15/2042	34,349,971	35,437,027
	US Treasury	3.13%due 02/15/2043	40,762,147	42,799,839
	US Treasury Note	2.88%due 05/15/2043	30,574,523	35,231,625
	US Treasury Bond	3.13%due 08/15/2044	38,136,317	37,782,970
	US Treasury Note	3.00%due 11/15/2044	98,561,290	89,728,100
	US Treasury Note	2.50%due 02/15/2045	68,491,701	68,458,649
			<u>\$ 878,779,143</u>	<u>\$ 888,897,640</u>

Municipal Bonds

California St Eductnl Facs Auth Revenue Stanford Univ-Ser U-6	5.00%due 05/01/2045	16,412,718	15,954,211
California St Build America Bonds Go	7.63%due 03/01/2040	2,242,507	3,211,075
Connecticut St Txbl-Ref-Ser B	3.50%due 09/01/2027	9,980,853	9,986,619
Curators Of The Univ Of Missouri Mo Sys Facs Revenue Txbl-Ser B	4.24%due 11/01/2054	5,000,000	5,031,550
Massachusetts St Cons Ln-Ser A	5.00%due 08/01/2016	102,796	102,643
Massachusetts St Dev Fin Agy Revenue Txbl-Phillips Academy-Ser B	4.84%due 09/01/2043	7,000,000	7,898,170
Met Wtr Dist Of Southern Ca Build America Bonds	6.54%due 07/01/2039	5,376,175	5,884,632
Missouri St Hlth & Eductnl Facs Auth Rev Txbl-Washington Univ-Ser A	4.07%due 10/15/2044	2,500,000	2,581,300
New York City Ny Transitional Fin Auth Rev Future Tax Sub Subser F-2	4.20%due 02/01/2038	5,140,100	5,028,600
North Carolina St Univ At Raleigh Txbl-Gen-Ser B	3.83%due 10/01/2033	2,320,653	2,538,900
Port Auth Of New York & New Jersey Ny Txbl-Cons Ser 181	4.96%due 08/01/2046	3,500,000	3,849,685
Port Auth Of New York & New Jersey Ny Txbl-Consol Ser 187	4.43%due 10/15/2034	10,000,000	10,324,600

BB&T Corporation Pension Plan

Schedule H, line 4i--Schedule of Assets (Held At End of Year)

December 31, 2015

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Port Auth Of New York & New Jersey Ny Txbl-Consol- Ser 192	4.81%due 10/15/2065	3,000,000	3,050,190
	Santa Monica Calif Cmnty College Dist Build America Bonds Elec A 1	6.76%due 08/01/2034	1,200,000	1,397,388
	Texas St A & M Univ Revenue Txbl Fing Sys Ser C	4.97%due 05/15/2043	7,500,000	8,013,000
	Univ Of California Ca Ca Rev Txbl Gen Ser Ag	3.38%due 05/15/2028	2,000,000	1,970,080
	Univ Of North Carolina Nc At Chapel Hill Revenue Txbl-Ref	3.85%due 12/01/2034	12,614,450	13,037,625
	Virginia St CmwltH Univ Hlth Sys Auth Rev Txbl-Gen-Ser A	4.96%due 01/01/2044	5,000,000	5,275,200
	West Virginia St Univ Revenues Txbl-Impt-Wv Univ- Ser B	4.47%due 10/01/2042	5,000,000	5,170,550
			<u>\$ 105,890,252</u>	<u>\$ 110,306,018</u>
<u>CMO's / Asset Backed</u>				
	Citibank Credit Card Issuance Trust Series 2007-A3 Cl A3	6.15%due 06/15/2039	<u>\$ 23,226,813</u>	<u>\$ 22,030,136</u>
<u>Corporate Bonds</u>				
	Abbvie Inc	4.40%due 11/06/2042	2,882,481	2,797,090
	Apollo Management Holding B 4% 05/30/2024	4.00%due 05/30/2024	2,991,660	2,962,620
	Baker Hughes Inc	5.13%due 09/15/2040	3,335,400	2,844,824
	Cargill Inc	4.76%due 11/23/2045	1,386,406	1,439,859
	Caterpillar Inc	3.80%due 08/15/2042	2,833,108	2,284,219
	Caterpillar Inc	3.80%due 08/15/2042	911,519	921,922
	Chubb Corp	6.50%due 05/15/2038	3,403,600	3,233,225
	Walt Disney Company/The	4.38%due 08/16/2041	4,376,970	4,297,743
	Gilead Sciences Inc.	5.65%due 12/01/2041	2,855,992	2,836,882
	Home Depot Inc	5.95%due 04/01/2041	2,644,422	2,843,477

BB&T Corporation Pension Plan

Schedule H, line 4i--Schedule of Assets (Held At End of Year)

December 31, 2015

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	KKR Group Finance Co LII	5.13%due 06/01/2044	4,183,967	4,054,509
	Medtronic Inc	4.38%due 03/15/2035	4,237,252	4,321,341
	Midamerican Energy Co	4.80%due 09/15/2043	3,961,661	4,049,723
	National Rural Utilities Coop	4.02%due 11/01/2032	4,310,421	4,143,260
	Ohio National Life Ins	6.88%due 06/15/2042	3,293,148	3,314,630
	Phillip Morris Intl Inc	4.25%due 11/10/2044	3,351,346	3,283,482
	Public Service Electric	5.38%due 11/01/2039	4,179,812	4,011,769
	Simon Property Group LP	6.75%due 02/01/2040	3,474,877	3,813,576
	Southern Cal Edison Cal Edison	6.00%due 01/15/2034	4,510,954	4,324,390
	Anthem Inc	6.38%due 06/15/2037	2,576,803	2,487,913
	American Intl Group	6.82%due 11/15/2037	3,941,585	3,554,292
	American Intl Group	4.80%due 07/10/2045	2,506,340	2,441,296
	Anheuser-Busch Inbev	6.38%due 01/15/2040	4,981,071	4,591,732
	Biogen Inc	5.20%due 09/15/2045	4,567,524	4,601,748
	Carlyle Holdings Li Fin	5.63%due 03/30/2043	4,367,013	4,381,328
	Comcast Corp	4.20%due 08/15/2034	7,632,995	7,744,433
	Daimler Chrysler Na Hldg	8.50%due 01/18/2031	3,630,525	3,662,513
	Dominion Gas Hldgs Llc	4.80%due 11/01/2043	3,800,844	3,442,968
	Duke Energy Carolinas	6.10%due 06/01/2037	8,699,462	8,400,451
	ERP Operating LP	4.50%due 07/01/2044	3,624,341	3,660,987
	Federal Realty Investment	4.50%due 12/01/2044	2,669,220	2,732,481
	Georgetown University B	5.061% due 04/01/2044	2,000,000	2,139,000
	Georgia Power Company Power Company	5.65%due 03/01/2037	5,520,537	5,130,529
	Harley-Davidson Inc.	4.63%due 07/28/2045	2,993,220	2,941,140
	Jpmorgan Chase & Co Jpmorgan Chase & Co	5.60%due 07/15/2041	9,984,453	10,065,234
	Lowe'S Companies Inc Lowes Companies Inc	6.65%due 09/15/2037	3,622,901	3,536,864
	Metlife Inc	5.88%due 02/06/2041	3,487,929	3,723,165

BB&T Corporation Pension Plan

Schedule H, line 4i--Schedule of Assets (Held At End of Year)

December 31, 2015

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Nordstrom Inc	5.00%due 01/15/2044	2,488,342	2,522,944
	Puget Sound Energy Inc	5.64%due 04/15/2041	4,281,585	4,008,952
	Wachovia Corp	5.50%due 08/01/2035	3,788,260	4,067,431
	Waste Management Inc	4.10%due 03/01/2045	4,241,060	3,943,327
	Wells Fargo & Co	5.38%due 11/02/2043	7,688,663	7,368,671
	Blackstone Holdings Fin	6.25%due 08/15/2042	3,471,409	3,622,724
	George Washington University	4.36%due 09/15/2043	5,000,000	4,815,750
	Unitedhealth Group Inc	4.63%due 11/15/2041	3,150,127	3,138,256
	Unitedhealth Group Inc	4.75%due 07/15/2045	2,589,314	2,738,554
	Visa Inc	4.30%due 12/14/2045	4,592,318	4,666,976
	John Hopkins University	3.75%due 07/01/2045	2,675,000	2,477,826
	Wal-Mart Stores Inc	5.63%due 04/15/2041	4,201,935	4,212,232
	CME Group Inc	5.30%due 09/15/2043	2,067,103	2,347,127
	Guardian Life Insurance	4.88%due 06/19/2064	5,581,240	5,316,472
	Mass Mutual Life Ins Co	8.88%due 06/01/2039	3,241,427	3,027,629
	New York Life Ins	6.75%due 11/15/2039	2,556,573	2,508,128
	Oracle Corp	5.38%due 07/15/2040	3,936,173	3,865,764
	Teachers Insur & Annuity	6.85%due 12/16/2039	4,484,416	4,259,329
	Apple Inc	3.85%due 05/04/2043	3,290,967	3,160,093
	Ge Capital Intl Funding	4.42%due 11/15/2035	7,907,225	9,931,311
	General Elec Cap Corp	6.88%due 01/10/2039	3,171,943	3,725,270
	Microsoft Corp	4.75%due 11/03/2055	4,283,961	4,453,940
	Appalachian Power Co	5.80%due 10/01/2035	4,349,659	4,296,015
	CBRE Services Inc	5.25%due 03/15/2025	2,050,000	2,076,507
	CMS Energy Corp	4.70%due 03/31/2043	3,109,151	3,072,072
	Citigroup Inc	5.30%due 05/06/2044	6,783,415	6,969,206
	Enlink Midstream Partners LP	5.05%due 04/01/2045	4,468,868	2,852,368

BB&T Corporation Pension Plan

Schedule H, line 4i--Schedule of Assets (Held At End of Year)

December 31, 2015

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Fedex Corp	4.10%due 02/01/2045	3,165,530	2,806,934
	Fifth Third Bancorp	8.25%due 03/01/2038	2,610,827	2,609,414
	Health Care Reit Inc	6.50%due 03/15/2041	3,932,858	4,207,576
	ING Us Inc	5.70%due 07/15/2043	2,610,867	2,707,786
	Intl Paper Co	7.30%due 11/15/2039	6,258,170	5,489,325
	Liberty Mutual Group Inc Inc	6.50%due 05/01/2042	4,055,315	4,001,430
	Merrill Lynch & Co	7.75%due 05/14/2038	4,959,377	5,033,654
	Mohawk Ind Inc	3.85%due 02/01/2023	1,999,340	2,024,980
	The Mosaic Company	5.45%due 11/15/2033	3,006,020	2,966,346
	Noble Energy Inc	6.00%due 03/01/2041	3,175,568	2,388,239
	WhirlPool Corp	5.15%due 03/01/2043	2,742,875	2,615,445
	Alexandria Real Estate	4.50%due 07/30/2029	3,545,968	3,462,332
	Buckeye Partners LP	5.85%due 11/15/2043	2,976,242	2,263,191
	CCO Safari Li LLC	6.48%due 10/23/2045	4,500,000	4,507,380
	Enable Midstream Parners LP	5.00%due 05/15/2044	4,168,786	2,557,563
	Energy Transfer Partners	7.50%due 07/01/2038	4,824,334	3,789,654
	Energy Transfer Partners	5.15%due 03/15/2045	2,492,476	1,979,096
	Ford Motor Company Motor Company	7.45%due 07/16/2031	4,252,472	4,214,144
	General Motors Co.	5.00%due 04/01/2035	3,950,360	3,732,880
	Goldman Sachs Group Inc Inc	6.75%due 10/01/2037	11,206,179	11,467,301
	Kraft Heinz Foods Co	5.00%due 07/15/2035	3,367,913	3,252,851
	Jefferies Group Llc	6.50%due 01/20/2043	3,174,073	2,792,443
	Kansas City Southern	4.30%due 05/15/2043	1,609,772	1,685,655
	Reynolds American Inc	5.85%due 02/12/2045	4,999,134	5,380,822
	Reynolds American Inc	7.00%due 08/04/2041	2,589,669	2,777,589
	Spectra Energy Capital	7.50%due 09/15/2038	3,020,007	2,209,060
	Verisk Analytics Inc	5.50%due 06/15/2045	3,492,142	3,341,660

BB&T Corporation Pension Plan

Schedule H, line 4i--Schedule of Assets (Held At End of Year)

December 31, 2015

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Western Gas Partners	5.45%due 04/01/2044	4,528,378	3,652,584
	Zoetis Inc	4.70%due 02/01/2043	2,408,449	2,159,777
	AT&T Inc	4.75%due 05/15/2046	5,162,906	4,898,460
	Altria Group Inc	5.38%due 01/31/2044	5,725,505	6,184,930
	American Express Co	4.05%due 12/03/2042	2,537,920	2,625,755
	AT&T Inc	5.35%due 09/01/2040	4,986,045	4,444,740
	Bank Of America Corp	5.88%due 02/07/2042	7,451,429	7,591,855
	W.R. Berkley Corp	6.25%due 02/15/2037	2,900,558	2,880,570
	Burlington North Santa Fe	5.75%due 05/01/2040	3,246,129	3,167,959
	Burlington North Santa Fe	4.95%due 09/15/2041	1,703,565	1,706,476
	CRH America Inc	5.13%due 05/18/2045	2,662,040	2,696,536
	CVS	6.13%due 09/15/2039	4,868,797	4,845,914
	Cameron Intl Corp Corp	5.95%due 06/01/2041	4,671,341	4,253,487
	Cameron Intl Corp	5.13%due 12/15/2043	1,018,270	985,010
	Celgene Corp	4.63%due 05/15/2044	4,583,716	4,345,114
	Citigroup Inc	5.88%due 01/30/2042	3,223,248	3,155,405
	Devon Energy Corp	4.75%due 05/15/2042	3,671,624	2,467,076
	ERAC Usa Finance LLC	7.00%due 10/15/2037	1,902,360	1,828,035
	ERAC Usa Finance LLC	5.63%due 03/15/2042	4,007,165	4,089,044
	Ecolab Inc	5.50%due 12/08/2041	2,726,790	2,745,049
	Enterprise Products Oper	6.45%due 09/01/2040	3,808,704	2,988,127
	Equifax Inc	7.00%due 07/01/2037	2,713,050	2,522,688
	HCP Inc	6.75%due 02/01/2041	2,817,455	2,568,251
	Humana Inc	4.95%due 10/01/2044	2,841,239	2,836,186
	Kimco Realty Corp	4.25%due 04/01/2045	3,562,020	3,304,440
	Macys Retail Hldgs Inc	5.13%due 01/15/2042	3,520,188	2,896,852
	Magellan Midstream Partners LP	4.20%due 12/01/2042	2,887,902	2,280,767

BB&T Corporation Pension Plan

Schedule H, line 4i--Schedule of Assets (Held At End of Year)

December 31, 2015

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Morgan Stanley St Dean Witter	7.25%due 04/01/2032	7,034,801	7,109,734
	Morgan Stanley	4.30%due 01/27/2045	5,648,834	5,272,412
	Norfolk Southern Corp	3.95%due 10/01/2042	3,439,079	3,329,381
	Pacific Lifecorp	5.13%due 01/30/2043	3,147,326	3,173,749
	Phillips 66	5.88%due 05/01/2042	4,046,783	3,834,027
	Prudential Financial Inc	5.63%due 06/15/2043	3,962,400	3,926,400
	Republic Services Inc Services Inc	6.20%due 03/01/2040	5,219,327	5,000,327
	Transatlantic Holdings Inc	8.00%due 11/30/2039	2,571,511	2,479,606
	21st Century Fox America	5.40%due 10/01/2043	4,863,944	4,871,365
	Ventas Realty LP/Cap Crp	4.38%due 02/01/2045	3,210,970	3,206,035
	Verizon Communications	6.40%due 02/15/2038	4,103,132	3,911,606
	Verizon Communications	6.55%due 09/15/2043	10,397,376	10,504,434
	Verizon Communications	5.01%due 08/21/2054	6,362,594	6,290,103
	WEA Finance Llc/Westfield	4.75%due 09/17/2044	3,488,905	3,429,265
			\$ 519,501,942	\$ 503,185,770
Foreign Bonds				
	Actavis Funding Scs	4.75%due 03/15/2045	3,777,429	3,749,067
	Aercap Ireland Cap Ltd/A	4.25%due 07/01/2020	1,257,911	1,256,353
	Arch Capital Group Ltd	7.35%due 05/01/2034	3,456,065	3,202,810
	British Telecom PLC Telecom PLC	8.88%due 12/15/2030	2,850,808	2,823,475
	CNOOC Finance 2013 Ltd	4.25%due 05/09/2043	2,403,709	2,332,406
	Republic Of Chile	3.63%due 10/30/2042	1,784,000	1,740,000
	Republic Of Colombia	6.13%due 01/18/2041	4,266,432	3,763,500
	Rabobank Nederland	5.25%due 05/24/2041	3,385,120	3,421,050
	Cred Suis Gp Fun Ltd	4.88%due 05/15/2045	3,486,805	3,451,315
	Dai-Ichi Mutual Life	5.10%due 10/28/2024	2,911,750	2,964,000
	Electricite De France	4.88%due 01/22/2044	3,604,343	3,418,272

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(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	HSBC Holdings PLC Holdings PLC	6.80%due 06/01/2038	6,242,401	6,435,358
	LYB Intl Finance BV	4.88%due 03/15/2044	3,863,110	3,543,177
	Lloyds Banking Group PLC	5.30%due 12/01/2045	3,447,313	3,465,440
	Meiji Yasuda Life Insurance	5.20%due 10/20/2045	4,530,000	4,654,575
	Nippon Life Insurance	5.10%due 10/16/2044	5,790,000	6,050,550
	Republic Of Peru	8.75%due 11/21/2033	6,160,180	5,640,000
	Shell International Fin	6.38%due 12/15/2038	4,805,526	4,244,098
	Statoil Asa	5.10%due 08/17/2040	2,831,078	2,606,616
	Telefonica Emisiones Sau	7.05%due 06/20/2036	3,437,807	3,473,058
	United Mexican States	4.75%due 03/08/2044	7,863,823	7,876,506
	United Mexican States	5.55%due 01/21/2045	3,978,353	3,987,250
	Validus Holdings Ltd	8.88%due 01/26/2040	2,507,754	2,269,240
	WPP Finance 2010	5.13%due 09/07/2042	4,707,090	4,493,443
	Glencore Finance Canada	5.30%due 10/25/2042	4,700,036	3,384,240
	XLIT Tld	5.50%due 03/31/2045	2,524,473	2,522,529
			<u>\$ 100,573,316</u>	<u>\$ 96,768,328</u>
<u>Preferred Stock</u>				
	US Bancorp Preferred	34370 Shares of Preferred Stock, 6.5%	<u>\$ 971,619</u>	<u>\$ 987,106</u>
<u>Mutual Funds</u>				
	GMO Intl Core Equity Iv	8,181,104 units	282,373,070	209,272,629
	Vanguard Inst Index-Inst	2,014,489 units	384,197,953	375,964,144
*	Sterling Capital Behavioral Small Cap Value Equity Fd	788,261 units	11,917,875	11,343,082
*	Sterling Capital Ultra Short Bond Fund	1,027,370 units	10,271,732	10,099,051
			<u>\$ 688,760,630</u>	<u>\$ 606,678,906</u>

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(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
Common/Collective Trust				
	Genesis Emerging Markets Fund	Common/Collective Trust	\$ 57,781,288	\$ 95,655,569
Common Stock				
	AAC Holdings Inc	55,000 Shares of Common Stock	1,274,649	1,048,300
	Abbott Laboratories	70,000 Shares of Common Stock	2,145,278	3,143,700
	Abbvie Inc	51,000 Shares of Common Stock	1,653,049	3,021,240
	Abiomed Inc	14,050 Shares of Common Stock	471,367	1,268,434
	Activision Blizzard Inc	160,267 Shares of Common Stock	4,058,218	6,203,936
	Acuity Brands Inc.	4,586 Shares of Common Stock	907,605	1,072,207
	Addus Homecare Corp	52,858 Shares of Common Stock	1,215,402	1,230,534
	Aecom Technology Corp	15,350 Shares of Common Stock	447,847	460,961
	Aetna Inc New	15,800 Shares of Common Stock	1,455,300	1,708,296
	Affiliated Managers Group	500 Shares of Common Stock	68,715	79,880
	Aflac Inc	26,950 Shares of Common Stock	1,704,633	1,614,305
	Agco Corporation	73,600 Shares of Common Stock	3,955,853	3,340,704
	Akamai Technologies	58,992 Shares of Common Stock	2,580,614	3,104,749
	Alaska Air Group Inc	5,150 Shares of Common Stock	374,337	414,627
	Allison Transmission Holdings Inc	12,700 Shares of Common Stock	315,979	328,803
	Allscripts Healthcare Solutions	170,600 Shares of Common Stock	1,952,292	2,623,828
	Ally Financial Inc	17,900 Shares of Common Stock	340,119	333,656
	Alphabet Inc -Cl C	4,600 Shares of Common Stock	2,438,675	3,490,848
	Altria Group Inc	29,800 Shares of Common Stock	1,509,033	1,734,658
	Amc Networks Inc-A	6,150 Shares of Common Stock	464,917	459,282
	American Campus Communities	64,750 Shares of Common Stock	2,186,123	2,749,523
	American Capital Ltd	403,200 Shares of Common Stock	5,782,482	5,560,128
	American Electric Power Inc	16,550 Shares of Common Stock	915,745	964,369

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(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	American Software Inc	77,100 Shares of Common Stock	712,473	784,878
	Amerisafe Inc	19,205 Shares of Common Stock	382,278	977,535
	Amerisourcebergen Corp.	6,850 Shares of Common Stock	662,631	710,414
	Ametek Inc	126,590 Shares of Common Stock	5,830,640	6,783,958
	Amgen Inc	9,850 Shares of Common Stock	1,442,547	1,598,951
	Anixter International Inc	26,875 Shares of Common Stock	1,927,212	1,696,959
	Annaly Capital Management	711,500 Shares of Common Stock	9,836,126	6,673,870
	Anthem Inc	18,237 Shares of Common Stock	1,574,491	2,542,967
	Apogee Enterprises Inc	20,820 Shares of Common Stock	530,028	905,878
	Apple Inc	14,075 Shares of Common Stock	1,429,479	1,481,535
	Aramark	29,868 Shares of Common Stock	940,026	963,243
	Ascena Retail Group Inc	797,500 Shares of Common Stock	12,704,030	7,855,375
	Aspen Tech	64,133 Shares of Common Stock	2,646,264	2,421,662
	Assurant Inc	5,750 Shares of Common Stock	438,691	463,105
	AT&T Inc	113,910 Shares of Common Stock	3,398,964	3,919,643
	Athenahealth Inc	25,946 Shares of Common Stock	2,178,730	4,176,528
	Autodesk Inc	29,326 Shares of Common Stock	1,473,182	1,786,833
	Avista Corp	2,100 Shares of Common Stock	54,884	74,277
	Axiall Corp	90,600 Shares of Common Stock	2,479,156	1,395,240
	Bancorp Inc	120,314 Shares of Common Stock	1,638,861	766,400
*	BB&T Stock Private Placement	2,458,222 Shares of Common Stock	52,876,353	92,945,374
*	BB&T Corp	534,623 Shares of Common Stock	9,307,513	20,214,089
	Becton Dickinson & Co.	66,805 Shares of Common Stock	6,671,716	10,293,982
	Belden Inc	1,885 Shares of Common Stock	84,900	89,877
	Berkshire Hills Bancorp Inc	28,175 Shares of Common Stock	691,983	820,174
	Blackbaud Inc	38,944 Shares of Common Stock	1,388,672	2,564,852
	Bloomin Brands Inc	3,290 Shares of Common Stock	77,411	55,568

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(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	BoK Financial Corp	5,800 Shares of Common Stock	344,537	346,782
	Boston Scientific	284,891 Shares of Common Stock	4,974,098	5,253,390
	Brinker International Inc	1,855 Shares of Common Stock	63,411	88,947
	Broadsoft Inc	35,523 Shares of Common Stock	1,185,858	1,256,093
	Burlington Stores Inc	41,757 Shares of Common Stock	1,888,836	1,791,375
	Bwx Technologies Inc	8,200 Shares of Common Stock	253,512	260,514
	Cabelas Inc	1,503 Shares of Common Stock	72,342	70,235
	Cabot Oil & Gas Corp	1,705 Shares of Common Stock	48,131	30,161
	Caci International Inc	900 Shares of Common Stock	53,983	83,502
	Cadence Design Systems Inc.	31,817 Shares of Common Stock	384,606	662,112
	Capital One Financial Corp	69,550 Shares of Common Stock	4,826,799	5,020,119
	Cardinal Health Inc	950 Shares of Common Stock	81,867	84,807
	Cardtronics Inc	1,760 Shares of Common Stock	57,616	59,224
	Carmax Inc.	7,916 Shares of Common Stock	468,397	427,227
	Carrizo Oil & Gas Inc	23,551 Shares of Common Stock	988,560	734,501
	Casey'S General Stores Inc.	17,646 Shares of Common Stock	1,365,727	2,294,091
	CBL & Associates Properties	22,800 Shares of Common Stock	470,175	282,036
	CBRE Group Inc	88,350 Shares of Common Stock	1,952,880	3,055,143
	CBSCorporation Cl B	219,600 Shares of Common Stock	10,046,846	10,349,748
	Cepheid Inc	53,929 Shares of Common Stock	2,010,912	1,970,026
	Cerner Corp	36,301 Shares of Common Stock	1,013,538	2,184,231
	Charles Riv Laboratories Intl Inc Com	13,266 Shares of Common Stock	803,278	1,066,454
	Chemtura Corp	28,050 Shares of Common Stock	696,851	764,924
	Chico'S Fas Inc	404,250 Shares of Common Stock	6,583,480	4,313,348
	Chipotle Mexican Grill Inc	6,993 Shares of Common Stock	2,376,278	3,355,591
	Cigna	30,204 Shares of Common Stock	1,455,230	4,419,751
	Cimarex Energy Co	20,150 Shares of Common Stock	2,291,165	1,801,007

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(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Cirrus Logic	27,450 Shares of Common Stock	933,141	810,599
	Cisco Systems Inc	222,250 Shares of Common Stock	5,848,592	6,035,199
	Civitas Solutions Inc	40,002 Shares of Common Stock	965,550	1,151,658
	Clorox Co.	3,750 Shares of Common Stock	415,804	475,613
	Columbia Banking System Inc	48,056 Shares of Common Stock	928,899	1,562,301
	Columbia Property Trust Inc	18,900 Shares of Common Stock	437,972	443,772
	Comcast Corp	56,100 Shares of Common Stock	1,441,395	3,165,723
	Comfort Systems Usa	25,477 Shares of Common Stock	398,579	724,056
	Community Bank Sys Inc	1,885 Shares of Common Stock	57,598	75,287
	Compas Minerals Intl Inc	525 Shares of Common Stock	38,691	39,517
	Concho Resources Inc	13,082 Shares of Common Stock	1,437,712	1,214,795
	Consolidated Edison Inc	26,600 Shares of Common Stock	1,705,070	1,709,582
	Cooper Tire & Rubber Co	2,050 Shares of Common Stock	63,535	77,593
	Corelogic Inc.	8,000 Shares of Common Stock	303,839	270,880
	Core-Mark Holding Company Inc	23,573 Shares of Common Stock	1,558,939	1,931,572
	Crane Co	1,575 Shares of Common Stock	73,402	75,348
	Crocs Inc	74,493 Shares of Common Stock	962,973	762,808
	CST Brands Inc	37,259 Shares of Common Stock	1,367,496	1,458,317
	CVR Energy Inc	11,400 Shares of Common Stock	497,973	448,590
	Dean Foods Co	3,960 Shares of Common Stock	78,217	67,914
	Del Frisco'S Restaurant Group Inc	60,200 Shares of Common Stock	853,495	964,404
	Delta Air Lines Inc	31,875 Shares of Common Stock	1,354,883	1,615,744
	Denbury Resources Inc	339,000 Shares of Common Stock	1,322,382	684,780
	Dexcom Inc	33,861 Shares of Common Stock	2,452,234	2,773,216
	DHI Group Inc Dhi Group Inc	601,417 Shares of Common Stock	4,881,067	5,514,994
	Digital Realty Trust Inc	6,000 Shares of Common Stock	452,117	453,720
	Discover Financial Services	90,610 Shares of Common Stock	5,163,928	4,858,508

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(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Discovery Communications A	38,000 Shares of Common Stock	1,484,595	1,013,840
	Discovery Communications C	80,000 Shares of Common Stock	2,974,875	2,017,600
	Dollar Tree Inc	29,022 Shares of Common Stock	2,274,407	2,241,079
	Dorman Products Inc	30,608 Shares of Common Stock	1,479,384	1,452,962
	Dow Chemical	41,850 Shares of Common Stock	1,982,949	2,154,438
	Dr Pepper Snapple Group	1,175 Shares of Common Stock	65,860	109,510
	Dril-Quip Inc	7,000 Shares of Common Stock	431,574	414,610
	Dst Systems Inc	52,315 Shares of Common Stock	3,877,781	5,967,049
	Dunkin' Brands Group Inc	60,750 Shares of Common Stock	2,596,824	2,587,343
	E Trade Financial Corp	447,550 Shares of Common Stock	5,296,611	13,265,382
	Ebay Inc	14,050 Shares of Common Stock	386,482	386,094
	El Paso Elec Co	1,750 Shares of Common Stock	57,829	67,375
	Electronic Arts Inc	83,144 Shares of Common Stock	3,369,307	5,713,656
	Elizabeth Arden Inc.	117,400 Shares of Common Stock	2,233,943	1,162,260
	Emcor Group Inc	18,636 Shares of Common Stock	833,898	895,273
	Encore Wire Corporation	35,976 Shares of Common Stock	1,507,311	1,334,350
	Energysys	2,135 Shares of Common Stock	89,662	119,411
	Enpro Industries Inc.	159,225 Shares of Common Stock	8,448,239	6,980,424
	Entergy Corp	6,900 Shares of Common Stock	451,374	471,684
	Envision Healthcare Holdings	75,545 Shares of Common Stock	3,034,592	1,961,904
	Express Scripts Holding Co	17,400 Shares of Common Stock	1,508,237	1,520,934
	Fidelity National Fnfv Group	79,450 Shares of Common Stock	726,841	892,224
	Fidelity National Information Services Inc	105,100 Shares of Common Stock	2,389,531	6,369,060
	First Citizens Bancshares Inc Class A	6,350 Shares of Common Stock	1,195,863	1,639,380
	First Energy Corp	15,050 Shares of Common Stock	497,563	477,537
	First Midwest Bancorp Del	3,775 Shares of Common Stock	54,159	69,573
	FMC Technologies Inc	11,950 Shares of Common Stock	474,784	346,670

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	Ford Motor Company	230,750 Shares of Common Stock	2,886,084	3,251,268
	Fortune Brands Home & Security Inc	113,019 Shares of Common Stock	4,606,152	6,272,555
	FTI Consulting Inc	31,650 Shares of Common Stock	999,653	1,096,989
	Gartner Inc	38,638 Shares of Common Stock	2,466,924	3,504,467
	General Dynamics	13,175 Shares of Common Stock	1,648,376	1,809,718
	General Electric Company	41,650 Shares of Common Stock	1,045,082	1,297,398
	General Motors Co.	56,300 Shares of Common Stock	1,906,746	1,914,763
	Gentex Corp	442,425 Shares of Common Stock	6,760,011	7,083,224
	Gibraltar Industries Inc	11,400 Shares of Common Stock	201,721	290,016
	Gilead Sciences Inc.	14,700 Shares of Common Stock	1,345,231	1,487,493
	Glacier Bancorp Inc	2,550 Shares of Common Stock	56,300	67,652
	G-LII Apparel Group Ltd	42,520 Shares of Common Stock	1,931,503	1,881,935
	Global Payments Inc	84,366 Shares of Common Stock	4,482,961	5,442,451
	Globus Medical Inc A	50,671 Shares of Common Stock	852,531	1,409,667
	Goodyear Tire & Rubber Co.	2,050 Shares of Common Stock	60,663	66,974
	Granite Construction	16,991 Shares of Common Stock	649,692	729,084
	Great Western Bancorp Inc	55,000 Shares of Common Stock	1,340,177	1,596,100
	Guess Inc	63,600 Shares of Common Stock	1,774,465	1,200,768
	Guidewire Software Inc	35,740 Shares of Common Stock	1,684,807	2,150,118
	Hanover Insurance Group Inc	2,350 Shares of Common Stock	250,023	272,489
	Harman International Industries	7,860 Shares of Common Stock	881,208	740,491
	Harris Corporation	5,650 Shares of Common Stock	469,748	490,985
	HCA Holdings Inc	63,700 Shares of Common Stock	3,081,244	4,308,031
	HD Supply Holdings Inc	40,646 Shares of Common Stock	1,214,683	1,220,599
	Headwaters Inc	79,678 Shares of Common Stock	930,429	1,344,168
	Healthcare Svc Grp Inc	29,492 Shares of Common Stock	553,177	1,028,386
	Hertz Global Holdings Inc	394,860 Shares of Common Stock	7,588,140	5,618,858

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	Highwoods Pptys Inc	1,750 Shares of Common Stock	58,721	76,300
	HMS Holdings Corp	132,143 Shares of Common Stock	2,138,336	1,630,645
	Hollyfrontier Corp	10,700 Shares of Common Stock	433,444	426,823
	Home Bancshares Inc	36,424 Shares of Common Stock	517,302	1,475,900
	Honeywell International Inc	32,122 Shares of Common Stock	3,268,886	3,326,876
	Hospitality Pptys Tr	17,500 Shares of Common Stock	525,548	457,625
	Host Marriott Corp New	144,942 Shares of Common Stock	2,893,607	2,223,410
	Hubbell Inc	8,583 Shares of Common Stock	928,283	867,226
	Huntington Bancshares Inc	43,800 Shares of Common Stock	436,305	484,428
	Huntington Ingalls Industries Inc.	3,500 Shares of Common Stock	378,018	443,975
	Iberiabank Corp	1,105 Shares of Common Stock	58,204	60,852
	Illumina Inc Com	12,813 Shares of Common Stock	750,421	2,459,391
	IMS Health Holdings Inc	68,000 Shares of Common Stock	1,838,122	1,731,960
	Incyte Pharmaceuticals Inc Com	11,382 Shares of Common Stock	262,339	1,234,378
	Inogen Inc	30,351 Shares of Common Stock	707,053	1,216,772
	Intel Corp	64,900 Shares of Common Stock	2,207,142	2,235,805
	Intercontinentalexchange Group	4,625 Shares of Common Stock	800,166	1,185,203
	Interpublic Group	187,070 Shares of Common Stock	1,693,603	4,354,990
	Intuit Inc	43,354 Shares of Common Stock	2,233,453	4,183,661
	Investment Tech Group Inc	75,500 Shares of Common Stock	1,072,992	1,285,010
	Ion Geophysical Corp	320,700 Shares of Common Stock	465,193	161,344
	IStar Financial Inc	82,600 Shares of Common Stock	1,006,994	968,898
	Itron Inc	60,200 Shares of Common Stock	2,327,477	2,178,036
	J. B. Hunt	37,000 Shares of Common Stock	2,770,279	2,714,320
	J2 Global Inc.	31,037 Shares of Common Stock	944,187	2,554,966
	Jack In The Box Inc	29,579 Shares of Common Stock	1,175,734	2,269,005
	Jacobs Engr Group Inc	145,100 Shares of Common Stock	6,126,886	6,086,945

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	Jarden Corp	52,200 Shares of Common Stock	2,629,293	3,149,768
	Jetblue Airways Corp	5,240 Shares of Common Stock	70,280	118,686
	John Bean Technologies Corp	27,266 Shares of Common Stock	1,053,314	1,358,665
	Johnson & Johnson	28,088 Shares of Common Stock	2,803,319	2,885,199
	JPMorgan Chase & Co	60,150 Shares of Common Stock	3,854,802	3,971,705
	Juniper Networks Inc	18,100 Shares of Common Stock	476,831	499,560
	K2M Group Holdings Inc	66,119 Shares of Common Stock	1,311,937	1,305,189
	Keycorp New	5,400 Shares of Common Stock	69,413	71,226
	KLX Inc	56,200 Shares of Common Stock	1,975,039	1,730,398
	Knowles Corp	459,400 Shares of Common Stock	12,027,134	6,123,802
	Kohls Corp	93,860 Shares of Common Stock	4,587,987	4,470,552
	Kroger Co/The Company	21,350 Shares of Common Stock	658,758	893,071
	Laboratory Corp Of American Holdings	73,110 Shares of Common Stock	6,671,710	9,039,320
	Lamar Advertising Co-A	5,950 Shares of Common Stock	351,431	356,881
	Lear Corp	4,300 Shares of Common Stock	426,022	528,169
	Leidos Holdings Inc	7,650 Shares of Common Stock	408,852	430,389
	Lennar Corp	58,000 Shares of Common Stock	2,230,611	2,836,780
	Leucadia National Corp	741,050 Shares of Common Stock	16,401,168	12,886,860
	Level 3 Communications Inc	56,455 Shares of Common Stock	2,614,716	3,068,894
	LHC Group Inc	29,398 Shares of Common Stock	737,324	1,331,435
	LHS Inc	63,683 Shares of Common Stock	5,446,102	7,541,978
	Lincoln National Corp.	160,000 Shares of Common Stock	5,333,616	8,041,600
	Linkedin Corp	9,901 Shares of Common Stock	1,822,230	2,228,517
	Live Nation	75,500 Shares of Common Stock	1,870,913	1,855,035
	Li-Vi Inc	357,073 Shares of Common Stock	5,518,013	6,627,275
	LKQ Corp	263,140 Shares of Common Stock	5,662,822	7,796,838
	Lululemon Athletica Inc	18,035 Shares of Common Stock	1,101,950	946,296

BB&T Corporation Pension Plan

Schedule H, line 4i--Schedule of Assets (Held At End of Year)

December 31, 2015

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Ma-Com Technology Solutions	40,682 Shares of Common Stock	1,316,345	1,663,487
	Macquarie Infrastructure Co	15,179 Shares of Common Stock	783,116	1,101,995
	Marathon Petroleum Corp	34,700 Shares of Common Stock	1,693,656	1,798,848
	Markel Corporation	11,526 Shares of Common Stock	5,748,393	10,181,492
	Mastec Inc	3,300 Shares of Common Stock	73,204	57,354
	Matador Resources Co	15,372 Shares of Common Stock	304,738	303,904
	Maxim Integrated Product	66,176 Shares of Common Stock	1,930,381	2,514,688
	MB Financial Inc	2,125 Shares of Common Stock	52,345	68,786
	Mcdonalds Corp.	15,421 Shares of Common Stock	1,099,785	1,821,837
	Mcgraw Hill Financial Inc	62,600 Shares of Common Stock	5,867,113	6,171,108
	Mead Johnson Nutrition Company	22,750 Shares of Common Stock	1,596,505	1,796,113
	Medical Pptys Trust Inc	5,430 Shares of Common Stock	56,086	62,499
	Medifast Inc.	49,134 Shares of Common Stock	1,311,496	1,492,691
	Mednax Inc	25,000 Shares of Common Stock	1,326,681	1,791,500
	Meredith Corp	13,776 Shares of Common Stock	495,423	595,812
	Metlife Inc	37,000 Shares of Common Stock	1,286,439	1,783,770
	Michaels Cos Inc/The	66,307 Shares of Common Stock	1,751,384	1,466,048
	Microsoft Corp	31,937 Shares of Common Stock	796,714	1,771,865
	Microstrategy Inc Cl A	32,621 Shares of Common Stock	3,581,962	5,848,619
	Mid-America Apartment Comm. Inc. Reit	5,400 Shares of Common Stock	440,701	490,374
	Mistras Group Inc	76,600 Shares of Common Stock	1,358,820	1,462,294
	Mondelez International Inc.	60,000 Shares of Common Stock	1,549,836	2,690,400
	Monotype Imaging Holdings Inc	46,813 Shares of Common Stock	532,811	1,106,659
	Monro Muffler Brake	8,914 Shares of Common Stock	425,964	590,285
	Monster Beverage Corp	17,608 Shares of Common Stock	1,899,121	2,622,888
	Moog Inc	1,575 Shares of Common Stock	70,977	95,445
	Motorola Solutions Inc	14,200 Shares of Common Stock	978,199	971,990

BB&T Corporation Pension Plan

Schedule H, line 4i--Schedule of Assets (Held At End of Year)

December 31, 2015

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Mueller Water Products Inc	123,667 Shares of Common Stock	1,117,044	1,063,536
	Myriad Genetics Inc	63,200 Shares of Common Stock	1,588,296	2,727,712
	Nasdaq Omx Group	7,850 Shares of Common Stock	444,966	456,635
	NCR Corp	214,650 Shares of Common Stock	6,957,519	5,250,339
	Netflix Inc	4,357 Shares of Common Stock	233,922	498,354
	Netscout Sys Inc	2,570 Shares of Common Stock	66,678	78,899
	New York Community Bancorp Inc.	28,650 Shares of Common Stock	459,739	467,568
	Newpark Resources Inc	47,265 Shares of Common Stock	349,276	249,559
	News Corp New Cl B	679,715 Shares of Common Stock	10,191,105	9,488,821
	Noble Energy Inc	27,274 Shares of Common Stock	996,368	898,133
	Northwest Bancshares Inc	4,205 Shares of Common Stock	51,902	56,305
	Nu Skin Enterprises Inc	2,450 Shares of Common Stock	100,414	92,831
	Nuance Communications Inc	26,150 Shares of Common Stock	475,886	520,124
	Nvidia Corp	14,427 Shares of Common Stock	475,256	475,514
	NXStage Medical Inc.	78,779 Shares of Common Stock	1,145,373	1,726,048
	Occidental Petroleum Co.	22,893 Shares of Common Stock	1,873,697	1,547,796
	Old Dominion Freight Line Inc.	15,261 Shares of Common Stock	455,751	901,467
	Old Republic International Corp. Commom	30,250 Shares of Common Stock	463,445	563,558
	Omnicom Group	214,225 Shares of Common Stock	8,720,775	16,208,264
	On Semiconductor Corp	7,005 Shares of Common Stock	50,007	68,649
	Onemain Holdings Inc	10,300 Shares of Common Stock	511,742	427,862
	Orbital Atk Inc	5,950 Shares of Common Stock	475,809	531,573
	Oshkosh Truck Corp	1,750 Shares of Common Stock	62,349	68,320
	OSI Systems Inc	14,491 Shares of Common Stock	1,134,348	1,284,772
	Oxford Inds Inc	5,207 Shares of Common Stock	333,869	332,311
	Pacific Premier Bancorp Inc	62,400 Shares of Common Stock	1,008,220	1,326,000
	Pacwest Bancorp	54,678 Shares of Common Stock	2,359,154	2,356,622

BB&T Corporation Pension Plan

Schedule H, line 4i--Schedule of Assets (Held At End of Year)

December 31, 2015

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Palo Alto Networks Inc	16,184 Shares of Common Stock	2,253,537	2,850,650
	Parexel Intl Corp	2,460 Shares of Common Stock	89,642	167,575
	Patterson Uti Energy Inc 080101	86,427 Shares of Common Stock	1,540,406	1,303,319
	PBF Energy Inc.	16,550 Shares of Common Stock	563,151	609,206
	Pdc Energy Inc.	13,418 Shares of Common Stock	562,630	716,253
	Pepsico Inc	29,100 Shares of Common Stock	1,936,718	2,907,672
	Performant Financial Corp	355,850 Shares of Common Stock	2,165,004	636,972
	Pfizer Inc	188,200 Shares of Common Stock	5,621,835	6,075,096
	PGT Inc	78,924 Shares of Common Stock	787,795	898,944
	Phillips 66	24,150 Shares of Common Stock	1,940,381	1,975,470
	Polyone Corp	3,565 Shares of Common Stock	70,621	113,224
	Portland General Electric Co	1,575 Shares of Common Stock	42,518	57,283
	Prudential Financial Inc	22,300 Shares of Common Stock	1,995,139	1,815,443
	PTC Inc	3,155 Shares of Common Stock	73,986	109,258
	Public Service Enterprise Group Inc	44,050 Shares of Common Stock	1,853,450	1,704,295
	QLIK Technologies Inc	33,986 Shares of Common Stock	1,061,329	1,075,997
	Qorvo Inc	1,817 Shares of Common Stock	33,954	92,485
	Qualcomm Inc	50,600 Shares of Common Stock	3,159,637	2,529,241
	Radian Group Inc	99,000 Shares of Common Stock	1,340,315	1,325,610
	Rayonier Advanced Materials	134,225 Shares of Common Stock	4,969,135	1,314,063
	RealPage Inc.	65,460 Shares of Common Stock	1,377,735	1,469,577
	Regeneron Pharmaceuticals Inc	15,110 Shares of Common Stock	968,685	8,202,766
	Regis Corporation	95,223 Shares of Common Stock	1,562,312	1,347,405
	Restoration Hardware Holdings Inc	4,336 Shares of Common Stock	286,800	344,495
	RMR Group Inc/The	242 Shares of Common Stock	3,448	3,480
	Roper Technologies Inc.	4,302 Shares of Common Stock	719,898	816,477
	RPM Inc	56,206 Shares of Common Stock	2,703,767	2,476,436

BB&T Corporation Pension Plan

Schedule H, line 4i--Schedule of Assets (Held At End of Year)

December 31, 2015

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Ryman Hospitality Properties Inc	230,310 Shares of Common Stock	8,656,972	11,972,734
	Schnitzer Steel Inds Inc Cl A	99,100 Shares of Common Stock	2,212,880	1,424,067
	Scotts Co Cl A	18,000 Shares of Common Stock	978,694	1,161,180
	Seattle Genetics	47,777 Shares of Common Stock	2,104,964	2,144,232
	Selective Insurance Group Inc	2,275 Shares of Common Stock	44,725	76,394
	Servicemaster Global Holding	4,700 Shares of Common Stock	171,192	184,428
	Servicenow Inc.	28,420 Shares of Common Stock	1,765,869	2,460,035
	Signature Bank New York	1,050 Shares of Common Stock	74,661	161,039
	Silgan Holdings Inc	1,925 Shares of Common Stock	85,472	103,411
	Silicon Laboratories	27,565 Shares of Common Stock	1,208,385	1,338,005
	SL Green Realty Corp	775 Shares of Common Stock	63,282	87,560
	Solera Holdings Inc	1,225 Shares of Common Stock	55,903	67,167
	Sonic Corp	18,661 Shares of Common Stock	339,650	602,937
	South Jersey Inds Inc	37,600 Shares of Common Stock	876,464	884,352
	South State Corp	13,332 Shares of Common Stock	446,302	959,237
	Southwest Gas Corp	1,225 Shares of Common Stock	55,161	67,571
	Southwestern Energy Co	464,800 Shares of Common Stock	2,596,986	3,304,728
	Spectra Energy Corp	116,750 Shares of Common Stock	3,310,788	2,794,995
	Spectrum Brands Holdings Inc	4,550 Shares of Common Stock	454,036	463,190
	Spirit Aerosystems Holdings Inc	9,550 Shares of Common Stock	479,694	478,169
	Stag Industrial Inc	64,307 Shares of Common Stock	1,297,240	1,186,464
	Starz Series A	2,400 Shares of Common Stock	69,404	80,400
	Steven Madden Ltd	63,849 Shares of Common Stock	2,102,737	1,929,517
	Summit Materials Inc -Cl A	51,664 Shares of Common Stock	1,215,068	1,035,347
	Suntrust Banks Inc	40,850 Shares of Common Stock	1,638,751	1,750,014
	Superior Energy Services Inc	66,361 Shares of Common Stock	1,288,627	893,883
	Surgical Care Affiliates Inc	32,600 Shares of Common Stock	991,551	1,297,806

BB&T Corporation Pension Plan

Schedule H, line 4i--Schedule of Assets (Held At End of Year)

December 31, 2015

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	SVB Financial Group	1,050 Shares of Common Stock	71,509	124,845
	Symantec Corp	188,800 Shares of Common Stock	2,915,005	3,964,800
	Synchrony Financial	59,050 Shares of Common Stock	1,930,505	1,795,711
	T Rowe Price Group Inc	92,000 Shares of Common Stock	7,080,073	6,577,080
	Take-Two Interactive Software Inc	2,600 Shares of Common Stock	64,031	90,584
	Talmer Bancorp Inc -CI A	65,846 Shares of Common Stock	994,015	1,279,399
	Target Corp	24,550 Shares of Common Stock	1,887,648	1,782,576
	TD Ameritrade Holding Corp	110,753 Shares of Common Stock	3,687,015	3,844,237
	Tesoro Corp	5,250 Shares of Common Stock	427,505	553,193
	Tetra Tech Inc	291,500 Shares of Common Stock	7,255,926	7,584,830
	Textron Inc	86,595 Shares of Common Stock	3,808,539	3,637,856
	The Boeing Company Capital	10,850 Shares of Common Stock	1,624,040	1,568,802
	The Travelers Companies Inc	13,850 Shares of Common Stock	1,371,219	1,563,111
	Thermon Group Holdings Inc.	78,700 Shares of Common Stock	1,421,862	1,331,604
	Thor Industries	1,600 Shares of Common Stock	89,884	89,840
	Tiffany And Company	15,507 Shares of Common Stock	1,381,036	1,183,029
	Time Warner Cable Inc	9,400 Shares of Common Stock	836,198	1,744,546
	Timkensteel Corp	60,550 Shares of Common Stock	1,625,851	507,409
	Tractor Supply Company	45,958 Shares of Common Stock	2,048,236	3,929,409
	Trinity Industries Inc	2,730 Shares of Common Stock	64,872	65,575
	Twitter Inc	26,725 Shares of Common Stock	1,166,074	618,417
	Tyson Foods Inc Inc.	84,250 Shares of Common Stock	3,610,802	4,493,053
	Ulta Salon Cosmetics & Fragrance Inc.	15,048 Shares of Common Stock	1,769,569	2,783,880
	Umpqua Holdings Corp	69,958 Shares of Common Stock	898,807	1,112,332
	Umpqua Holdings Corp	3,855 Shares of Common Stock	58,710	61,295
	United Bankshares	1,975 Shares of Common Stock	57,296	73,055
	United Financial Bancorp Inc	119,500 Shares of Common Stock	1,496,599	1,539,160

BB&T Corporation Pension Plan

Schedule H, line 4i--Schedule of Assets (Held At End of Year)

December 31, 2015

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	United Parcel Services B	28,900 Shares of Common Stock	2,209,915	2,781,047
	United Rentals Inc	1,245 Shares of Common Stock	53,539	90,312
	Unitedhealth Group Inc	27,000 Shares of Common Stock	1,064,818	3,176,280
	Universal Technical Institute Inc	23,370 Shares of Common Stock	330,579	108,904
	Valero Energy Corp	28,350 Shares of Common Stock	1,582,650	2,004,629
	Vantiv Inc - CI A	10,550 Shares of Common Stock	425,784	500,281
	Vectrus Inc	19,450 Shares of Common Stock	467,029	406,311
	Verifone Holdings Inc	45,259 Shares of Common Stock	1,299,141	1,268,157
	Verint Systems Inc	36,617 Shares of Common Stock	1,696,717	1,485,186
	Verisk Analytics Inc	74,835 Shares of Common Stock	4,687,724	5,753,315
	Verizon Communications Inc	101,350 Shares of Common Stock	4,840,203	4,684,397
	Viacom Inc	64,050 Shares of Common Stock	1,899,725	2,636,298
	Vwr Corporation	17,700 Shares of Common Stock	453,499	501,087
	Waste Connections	59,555 Shares of Common Stock	2,529,974	3,354,138
	Webster Final Corp	2,355 Shares of Common Stock	58,944	87,582
	Wells Fargo & Co	124,025 Shares of Common Stock	6,449,287	6,741,999
	Welltower Inc	23,200 Shares of Common Stock	1,619,745	1,578,296
	West Pharmaceutical Services Inc	2,800 Shares of Common Stock	85,958	168,616
	Western Digital Corp	34,800 Shares of Common Stock	2,191,356	2,089,740
	Western Union Company	291,450 Shares of Common Stock	5,212,782	5,219,870
	Whitewave Foods	84,641 Shares of Common Stock	3,006,467	3,293,381
	Williams-Sonoma Inc	23,992 Shares of Common Stock	1,451,927	1,401,373
	Wintrust Financial Corp	1,525 Shares of Common Stock	57,917	73,993
	Wolverine World Wide Inc	27,179 Shares of Common Stock	932,326	454,161
	Workday Inc Class A	35,503 Shares of Common Stock	2,857,049	2,828,879
	World Fuel Service Corp.	10,550 Shares of Common Stock	454,073	405,753
	Wyndham Worldwide	5,125 Shares of Common Stock	412,091	372,331

BB&T Corporation Pension Plan

Schedule H, line 4i--Schedule of Assets (Held At End of Year)

December 31, 2015

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Zimmer Biomet Holdings Inc	107,550 Shares of Common Stock	9,043,089	11,033,555
			<u>\$ 733,595,882</u>	<u>\$ 874,146,441</u>
<u>Equity ETF/Closed-End Funds</u>				
	IShares Msci Emerging Markets Index	ISHARES MSCI EMERGING MARKETS I	36,324,443	32,197,114
	IShares Msci Eafe Index Fund	ISHARES MSCI EAFE INDEX FUND	246,973,167	275,311,245
	Vanguard S&P 500 ETF	VANGUARD S&P 500 ETF	375,912,184	369,113,660
			<u>\$ 659,209,794</u>	<u>\$ 676,622,019</u>
<u>Foreign Stock</u>				
	Carnival Corp Corp	20,900 Shares of Foreign Stock	1,123,532	1,138,632
	Masonite International Corp	22,798 Shares of Foreign Stock	1,504,585	1,395,922
	Popular Inc	67,080 Shares of Foreign Stock	1,583,318	1,901,047
	Schlumberger Ltd	8,400 Shares of Foreign Stock	708,278	585,900
	Unilever PLC-Sponsored Adr	70,000 Shares of Foreign Stock	2,408,640	3,018,400
	Civeo Corp	498,130 Shares of Foreign Stock	5,275,325	707,345
	CTrip.Com International Ltd	38,786 Shares of Foreign Stock	1,690,016	1,796,955
	JD.Com Inc -Adr	73,842 Shares of Foreign Stock	1,928,851	2,382,512
	Novartis A G Adr	31,000 Shares of Foreign Stock	1,750,800	2,667,240
	Vivendi Adr	67 Shares of Foreign Stock	1,389	1,445
	Alkermes PLC	40,595 Shares of Foreign Stock	2,251,878	3,222,431
	Assured Guaranty Ltd	247,000 Shares of Foreign Stock	4,334,940	6,528,210
	Axalta Coating Systems Ltd	235,250 Shares of Foreign Stock	6,440,594	6,269,413
	Accenture PLC Cl A	48,800 Shares of Foreign Stock	3,987,001	5,099,600
	Endurance Specialty Holdings Ltd	158,050 Shares of Foreign Stock	5,649,149	10,113,620
	Enstar Group Ltd	51,124 Shares of Foreign Stock	5,708,254	7,670,645
	Ensco PLC	28,900 Shares of Foreign Stock	426,521	444,771
	Herbalife Ltd	8,850 Shares of Foreign Stock	487,778	474,537

BB&T Corporation Pension Plan

Schedule H, line 4i--Schedule of Assets (Held At End of Year)

December 31, 2015

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Invesco Ltd	50,500 Shares of Foreign Stock	1,632,779	1,690,740
	Nielsen Holdings PLC	68,600 Shares of Foreign Stock	2,417,288	3,196,760
	Noble Corp PLC	400,888 Shares of Foreign Stock	5,425,675	4,229,368
	Rowan Companies PLC	23,900 Shares of Foreign Stock	467,415	405,105
	Signet Jewelers Ltd	37,477 Shares of Foreign Stock	4,597,177	4,635,530
	Willis Group Holdings	251,360 Shares of Foreign Stock	8,544,083	12,208,555
	Perrigo Co PLC	16,255 Shares of Foreign Stock	2,385,412	2,352,099
	Checkpoint Software Technology	38,750 Shares of Foreign Stock	1,605,044	3,153,475
	Elbit Systems Ltd	8,872 Shares of Foreign Stock	504,406	783,664
	Orbotech Ltd	92,850 Shares of Foreign Stock	1,025,403	2,054,771
	Mobileye Nv	19,939 Shares of Foreign Stock	789,445	843,021
	Lyondellbasell Industries Nv Cl A	17,600 Shares of Foreign Stock	1,796,903	1,529,440
	NXP Semiconductors Nv	32,558 Shares of Foreign Stock	3,049,771	2,743,012
	Avago Technologies Ltd	11,350 Shares of Foreign Stock	1,464,830	1,647,453
	Scorpio Tankers Inc	88,408 Shares of Foreign Stock	865,947	709,032
			<u>\$ 83,832,427</u>	<u>\$ 97,600,650</u>

Hedge Funds

Collins Capital Low Volatility Institutional Fund Ltd

 COLLINS CAPITAL LOW VOLATILITY
INSTITUTIONAL FUND LTD

141,751 293,243

Lee Enhanced Offshore Fund Ltd

 LEE ENHANCED OFFSHORE FUND
LTD

1,090,906 280,115

Blackstone Strategic Equity Fund

 BLACKSTONE STRATEGIC EQUITY
FUND

220,047 47,546

Blackstone Market Opportunities Fund

 BLACKSTONE MARKET
OPPORTUNITIES FUND

797,033 166,610

BB&T Corporation Pension Plan

Schedule H, line 4i--Schedule of Assets (Held At End of Year)

December 31, 2015

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Collins Capital Low Volatility II Offshore Ltd	COLLINS CAPITAL LOW VOLATILITY II OFFSHORE LTD	259,203	650,924
			\$ 2,508,940	\$ 1,438,438
	Private Equity			
	NB Crossroads Fund XVIII	NB CROSSROADS FUND XVIII	1,209,029	6,596,415
	Carlyle US Growth Fund	CARLYLE US GROWTH FUND	2,023,299	1,800,843
	Carlyle Partners V LP	CARLYLE PARTNERS V LP	3,986,396	5,937,881
	NB Distressed Opportunities Fund LP	NB DISTRESSED OPPORTUNITIES FUND LP	1	1,815,033
	NB Secondary Opportunities Offshore Fund	NB SECONDARY OPPORTUNITIES OFFSHORE FUND	1	3,715,310
	Adams Street 2015	ADAMS STREET 2015	270,000	341,696
	Pathway Private Equity Fund	PATHWAY PRIVATE EQUITY FUND	803,899	764,107
			\$ 8,292,625	\$ 20,971,285
	Managed Real Estate			
	Blackstone Real Estate Partners VI	BLACKSTONE REAL ESTATE PARTNERS VI	3,251,310	6,148,277
	Sentinel Multifamily Val Ad Fd1	SENTINEL MULTIFAMILY VAL AD FD1	6,280,511	8,133,082
	Invesco Value-Add	INVESCO VALUE-ADD	2,296,063	2,573,960
			\$ 11,827,884	\$ 16,855,319
	Managed Partnerships			
	Prisma Spectrum Fund Ltd	PRISMA SPECTRUM FUND LTD	68,929,280	77,240,798
			\$ 4,210,169,344	\$ 4,355,871,932

* Party in interest

**BB&T Corporation
Pension Plan**

Schedule H, line 4j – Schedule of Reportable Transactions for the year ended December 31, 2015

(a and b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Description of asset (include interest rate and maturity in case of a loan)	Purchase Price	Selling Price	Lease rental	Expense incurred with transaction	Cost of asset	Current value of asset on transaction date	Net gain or (loss)
Single transactions: **							
Cash and cash equivalents	\$ 379,931,293	\$ -	\$ -	\$ -	\$ 379,931,293	\$ 379,931,293	\$ -
Cash and cash equivalents	-	380,000,000	-	-	380,000,000	380,000,000	-
Vanguard Inst Index-Inst	380,000,000	-	-	-	380,000,000	382,847,561	-
S&P 500 Depository Account	-	379,999,835	-	61,652	255,420,783	380,197,157	124,517,400
S&P 500 Depository Account	-	391,327,863	-	11,891	263,035,033	391,531,068	128,280,939
Vanguard S&P 500 ETF	391,327,825	-	-	5,116	391,332,941	391,510,360	-
Series of transactions: **							
Cash and cash equivalents	1,482,084,977	-	-	-	1,482,084,977	1,482,084,977	-
Cash and cash equivalents	-	1,282,481,269	-	-	1,282,481,269	1,282,481,269	-
Vanguard Inst Index-Inst	384,197,953	-	-	-	384,197,953	387,072,296	-
S&P 500 Depository Account	70,462,142	-	-	8,609	70,470,750	70,447,631	-
S&P 500 Depository Account	-	780,523,322	-	74,602	524,693,291	780,868,183	255,755,429
Vanguard S&P 500 ETF	411,420,183	-	-	7,412	411,427,595	411,706,999	-
Vanguard S&P 500 ETF	-	35,032,867	-	5,309	35,515,411	35,091,372	(487,853)

** Transaction or series of transactions in excess of 5% of the current value of the Plan's assets as of January 1, 2015 as defined in Section 2520.103-6 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Schedule SB Attachment (Form 5500)—2015 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2015

Attained Age	Number of Participants and Average Compensation									
	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	4	660 \$30,020	13							
25-29	4	1,809 \$39,312	743 \$47,548	29 \$45,269						
30-34	4	1,300 \$49,798	1,353 \$62,145	540 \$68,288	19					
35-39	3	1,096 \$62,437	1,028 \$69,353	846 \$73,757	264 \$72,918	5				
40-44	3	887 \$67,160	1,022 \$71,028	862 \$72,939	375 \$72,849	94 \$78,776	9			
45-49	2	835 \$68,470	881 \$79,144	882 \$78,223	386 \$82,329	146 \$89,668	83 \$94,087	7		
50-54	2	668 \$69,002	955 \$79,516	1,008 \$75,180	440 \$79,514	185 \$83,393	135 \$92,495	94 \$100,493	13	
55-59	3	527 \$75,417	774 \$79,029	939 \$69,898	368 \$79,183	186 \$75,279	103 \$87,786	93 \$106,143	59 \$93,560	8
60-64	4	280 \$69,383	512 \$71,974	662 \$70,162	277 \$68,283	108 \$70,321	55 \$70,884	41 \$86,223	29 \$78,125	28 \$76,992
65-69	2	74 \$62,287	189 \$69,578	236 \$69,349	84 \$79,803	44 \$67,067	9	10		10
70+	2	20 \$34,566	44 \$64,519	56 \$48,348	34 \$75,888	7	2			

N-25,573

Schedule SB Attachment (Form 5500)—2015 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on segment rates with a one-month lookback (as of December 2014), each adjusted as needed to fall within the 25-year average interest rate corridor under HATFA
1st Segment Rate	4.72%
2nd Segment Rate	6.11%
3rd Segment Rate	6.81%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a one-month lookback (as of December 2014), without regard to interest rate stabilization
1st Segment Rate	1.20%
2nd Segment Rate	4.10%
3rd Segment Rate	5.20%
Salary Increases	4.50%
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 4.00% per year.
Social Security COLA Increases	3.00%
Optional Payment Form Election Percentage	60% Single Life Annuity 10% Joint and 50% Survivor annuity 20% Joint and 100% Survivor annuity 10% 10-year Certain and Life annuity
Optional Payment Form Conversion Interest Rate	Same as funding interest rates above.
Optional Payment Form Conversion Mortality	Current IRC section 417(e) mortality table.
Retirement Age	
Active Participants	See Table 1a
Terminated Vested Participants	See Table 1b
Mortality Rates	
Healthy and Disabled	2015 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Table 2
Disability Rates	See Table 3

Schedule SB Attachment (Form 5500)—2015 Plan Year
BB&T Corporation Pension Plan
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Decrement Timing	Beginning of year decrements
Surviving Spouse Benefit	It is assumed that 70% of males and 70% of females have an eligible spouse, and that males are two years older than their spouses.
Valuation Compensation	Pensionable Earnings
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$210,000 and the IRC section 401(a)(17) compensation limit of \$265,000.
Valuation of Plan Assets	Fair market value
Trust Expenses Included in Target Normal Cost	\$3,870,000. The current year's expenses are assumed to be equal to the prior year's expenses rounded to the nearest \$10,000.
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2015

Schedule SB Attachment (Form 5500)—2015 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 1a

Retirement Rates—Actives

Age	Rate
55	10.00%
56	7.00%
57	7.00%
58	8.00%
59	9.00%
60	10.00%
61	15.00%
62	20.00%
63	18.00%
64	20.00%
65	35.00%
66	25.00%
67	25.00%
68	25.00%
69	25.00%
70+	100.00%

Schedule SB Attachment (Form 5500)—2015 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 1b

Retirement Rates—Terminated Vested

<u>Age</u>	<u>Rate</u>
55	10.00%
56	7.00%
57	7.00%
58	8.00%
59	9.00%
60	10.00%
61	15.00%
62	20.00%
63	18.00%
64	20.00%
65+	100.00%

Schedule SB Attachment (Form 5500)—2015 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 2—Page 1 of 4

Withdrawal Rates

Age	Years of Service					
	0-1	2	3	4	5	6
15	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
16	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
17	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
18	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
19	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
20	31.50%	31.00%	30.00%	29.00%	28.00%	27.00%
21	30.60%	29.20%	28.00%	26.80%	25.80%	24.80%
22	29.70%	27.40%	26.00%	24.60%	23.60%	22.60%
23	28.80%	25.60%	24.00%	22.40%	21.40%	20.40%
24	27.90%	23.80%	22.00%	20.20%	19.20%	18.20%
25	27.00%	22.00%	20.00%	18.00%	17.00%	16.00%
26	26.60%	21.80%	19.60%	17.20%	16.20%	15.20%
27	26.20%	21.60%	19.20%	16.40%	15.40%	14.40%
28	25.80%	21.40%	18.80%	15.60%	14.60%	13.60%
29	25.40%	21.20%	18.40%	14.80%	13.80%	12.80%
30	25.00%	21.00%	18.00%	14.00%	13.00%	12.00%
31	24.40%	18.80%	17.60%	13.80%	12.80%	11.80%
32	23.80%	18.60%	17.20%	13.60%	12.60%	11.60%
33	23.20%	18.40%	16.80%	13.40%	12.40%	11.40%
34	22.60%	18.20%	16.40%	13.20%	12.20%	11.20%
35	22.00%	18.00%	16.00%	13.00%	12.00%	11.00%
36	21.60%	17.80%	15.80%	13.00%	12.00%	11.00%
37	21.20%	17.60%	15.60%	13.00%	12.00%	11.00%
38	20.80%	17.40%	15.40%	13.00%	12.00%	11.00%
39	20.40%	17.20%	15.20%	13.00%	12.00%	11.00%
40	20.00%	17.00%	15.00%	13.00%	12.00%	11.00%
41	19.80%	16.80%	14.60%	12.60%	11.60%	10.60%
42	19.60%	16.60%	14.20%	12.20%	11.20%	10.20%
43	19.40%	16.40%	13.80%	11.80%	10.80%	9.80%
44	19.20%	16.20%	13.40%	11.40%	10.40%	9.40%

Schedule SB Attachment (Form 5500)—2015 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 2—Page 2 of 4

Withdrawal Rates

Age	Years of Service					
	0-1	2	3	4	5	6
45	19.00%	16.00%	13.00%	11.00%	10.00%	9.00%
46	18.80%	15.80%	12.80%	10.80%	9.80%	8.80%
47	18.60%	15.60%	12.60%	10.60%	9.60%	8.60%
48	18.40%	15.40%	12.40%	10.40%	9.40%	8.40%
49	18.20%	15.20%	12.20%	10.20%	9.20%	8.20%
50	18.00%	15.00%	12.00%	10.00%	9.00%	8.00%
51	17.80%	15.00%	12.00%	10.00%	9.00%	8.00%
52	17.60%	15.00%	12.00%	10.00%	9.00%	8.00%
53	17.40%	15.00%	12.00%	10.00%	9.00%	8.00%
54	17.20%	15.00%	12.00%	10.00%	9.00%	8.00%
55+	17.00%	15.00%	12.00%	10.00%	9.00%	8.00%

Schedule SB Attachment (Form 5500)—2015 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 2—Page 3 of 4

Withdrawal Rates

Age	Years of Service			
	7	8	9	10+
15	0.00%	0.00%	0.00%	0.00%
16	0.00%	0.00%	0.00%	0.00%
17	0.00%	0.00%	0.00%	0.00%
18	0.00%	0.00%	0.00%	0.00%
19	0.00%	0.00%	0.00%	0.00%
20	26.00%	25.00%	24.00%	23.00%
21	23.80%	22.80%	21.80%	20.80%
22	21.60%	20.60%	19.60%	18.60%
23	19.40%	18.40%	17.40%	16.40%
24	17.20%	16.20%	15.20%	14.20%
25	15.00%	14.00%	13.00%	12.00%
26	14.20%	13.20%	12.20%	11.20%
27	13.40%	12.40%	11.40%	10.40%
28	12.60%	11.60%	10.60%	9.60%
29	11.80%	10.80%	9.80%	8.80%
30	11.00%	10.00%	9.00%	8.00%
31	10.80%	9.80%	8.80%	7.80%
32	10.60%	9.60%	8.60%	7.60%
33	10.40%	9.40%	8.40%	7.40%
34	10.20%	9.20%	8.20%	7.20%
35	10.00%	9.00%	8.00%	7.00%
36	10.00%	9.00%	8.00%	7.00%
37	10.00%	9.00%	8.00%	7.00%
38	10.00%	9.00%	8.00%	7.00%
39	10.00%	9.00%	8.00%	7.00%
40	10.00%	9.00%	8.00%	7.00%
41	9.60%	8.60%	7.60%	6.60%
42	9.20%	8.20%	7.20%	6.20%
43	8.80%	7.80%	6.80%	5.80%
44	8.40%	7.40%	6.40%	5.40%

Schedule SB Attachment (Form 5500)—2015 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 2—Page 4 of 4

Withdrawal Rates

Age	Years of Service			
	7	8	9	10+
45	8.00%	7.00%	6.00%	5.00%
46	7.80%	6.80%	5.80%	4.80%
47	7.60%	6.60%	5.60%	4.60%
48	7.40%	6.40%	5.40%	4.40%
49	7.20%	6.20%	5.20%	4.20%
50	7.00%	6.00%	5.00%	4.00%
51	7.00%	6.00%	5.00%	4.00%
52	7.00%	6.00%	5.00%	4.00%
53	7.00%	6.00%	5.00%	4.00%
54	7.00%	6.00%	5.00%	4.00%
55+	7.00%	6.00%	5.00%	4.00%

Schedule SB Attachment (Form 5500)—2015 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 3

Disability Rates

Age	Male	Female	Age	Male	Female
15	0.03%	0.03%	45	0.16%	0.24%
16	0.03%	0.03%	46	0.18%	0.27%
17	0.03%	0.03%	47	0.21%	0.30%
18	0.03%	0.03%	48	0.25%	0.33%
19	0.03%	0.03%	49	0.28%	0.36%
20	0.03%	0.03%	50	0.33%	0.40%
21	0.03%	0.03%	51	0.39%	0.44%
22	0.03%	0.03%	52	0.46%	0.49%
23	0.03%	0.03%	53	0.53%	0.54%
24	0.03%	0.03%	54	0.61%	0.59%
25	0.03%	0.03%	55	0.69%	0.64%
26	0.03%	0.03%	56	0.77%	0.69%
27	0.03%	0.03%	57	0.86%	0.74%
28	0.03%	0.04%	58	0.95%	0.80%
29	0.03%	0.04%	59	1.05%	0.85%
30	0.03%	0.04%	60	1.15%	0.90%
31	0.03%	0.05%	61	1.26%	0.96%
32	0.03%	0.05%	62	1.38%	1.01%
33	0.03%	0.06%	63	1.51%	1.05%
34	0.03%	0.06%	64	1.64%	1.09%
35	0.04%	0.07%	65+	0.00%	0.00%
36	0.04%	0.08%			
37	0.05%	0.09%			
38	0.06%	0.10%			
39	0.07%	0.12%			
40	0.08%	0.13%			
41	0.09%	0.15%			
42	0.10%	0.17%			
43	0.12%	0.19%			
44	0.14%	0.22%			

Plan Name	Bb&T Corporation Pension Plan
Plan Sponsor EIN	56-0939887
ERISA Plan No.	001
Plan Year End	12/31/2015

The required attachment noted below is included within the Accountant's Opinion attachment to the Form 5500 Schedule H, Part III, Line 4, which consists of the entire Audit report issued by the Plan's Independent Qualified Public Accountant (IQPA).

Form/Schedule	Line Item	Description
5500 Schedule H	Line 4j	Schedule of Reportable Transactions

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

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

▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan BB&T Corporation Pension Plan	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF BB&T Corporation	D Employer Identification Number (EIN) 56-0939887
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2015			
2 Assets:			
a Market value	2a	4,222,667,579	
b Actuarial value	2b	4,222,667,579	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	9,793	643,840,535	643,840,535
b For terminated vested participants	11,909	320,941,975	320,941,975
c For active participants	25,573	842,847,216	913,540,201
d Total	47,275	1,807,629,726	1,878,322,711
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐		
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	6.41%	
6 Target normal cost	6	91,376,461	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	Bryan P. Anderson BPA	07/29/2016
Signature of actuary		Date
Bryan Anderson, FSA, EA		1407659
Type or print name of actuary		Most recent enrollment number
Aon Consulting		704-343-8640
Firm name		Telephone number (including area code)
1111 Metropolitan Avenue		
Suite 400		
Charlotte NC 28204		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2015
v. 150123

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	743,747,708	1,107,878,958
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year).....	0	0
9 Amount remaining (line 7 minus line 8).....	743,747,708	1,107,878,958
10 Interest on line 9 using prior year's actual return of <u>10.99%</u>	81,737,873	121,755,897
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year).....		141,462,660
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.60%</u>		9,336,536
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return.....		0
c Total available at beginning of current plan year to add to prefunding balance.....		150,799,196
d Portion of (c) to be added to prefunding balance.....		150,799,196
12 Other reductions in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	825,485,581	1,380,434,051

Part III Funding Percentages

14 Funding target attainment percentage.....	14	107.36%
15 Adjusted funding target attainment percentage.....	15	224.81%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	155.44%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/02/2015	110,000,000				
01/30/2015	7,000,000				
08/24/2015	9,180,020				
Totals ▶			18(b)	126,180,020	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a 0
b Contributions made to avoid restrictions adjusted to valuation date.....	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 125,766,866
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 4.72%	2nd segment: 6.11%	3rd segment: 6.81%
			☐ N/A, full yield curve used
b Applicable month (enter code)			21b 1
22 Weighted average retirement age			22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment:		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):		
a Target normal cost (line 6)	31a	91,376,461
b Excess assets, if applicable, but not greater than line 31a	31b	91,376,461
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	0
	Carryover balance	Prefunding balance
35 Balances elected for use to offset funding requirement	0	0
36 Additional cash requirement (line 34 minus line 35)	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	125,766,866
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	38a	125,766,866
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40 Unpaid minimum required contributions for all years	40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:	
a Schedule elected	☐ 2 plus 7 years ☐ 15 years
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011
42 Amount of acceleration adjustment	42
43 Excess installment acceleration amount to be carried over to future plan years	43

Schedule SB Attachment (Form 5500)—2015 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Schedule SB, line 19—Discounted Employer Contributions
Year applied for contributions: 2015

Date	Amount	Days to Discount to 1/1/2015 at 6.41%	Interest Adjusted Contribution
January 2, 2015	\$ 110,000,000	1	\$ 109,981,278
January 30, 2015	7,000,000	29	6,965,531
August 24, 2015	9,180,020	235	8,820,057
Total Contribution	\$ 126,180,020		\$ 125,766,866

Schedule SB Attachment (Form 5500)—2015 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at beginning of year.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55	10.00%	1.0000	5.50
56	7.00%	0.9000	3.53
57	7.00%	0.8370	3.34
58	8.00%	0.7784	3.61
59	9.00%	0.7161	3.80
60	10.00%	0.6517	3.91
61	15.00%	0.5865	5.37
62	20.00%	0.4985	6.18
63	18.00%	0.3988	4.52
64	20.00%	0.3270	4.19
65	35.00%	0.2616	5.95
66	25.00%	0.1701	2.81
67	25.00%	0.1275	2.14
68	25.00%	0.0957	1.63
69	25.00%	0.0717	1.24
70	100.00%	0.0538	3.77
Weighted Average			61.49

Schedule SB Attachment (Form 5500)—2015 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on segment rates with a one-month lookback (as of December 2014), each adjusted as needed to fall within the 25-year average interest rate corridor under HATFA
1st Segment Rate	4.72%
2nd Segment Rate	6.11%
3rd Segment Rate	6.81%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a one-month lookback (as of December 2014), without regard to interest rate stabilization
1st Segment Rate	1.20%
2nd Segment Rate	4.10%
3rd Segment Rate	5.20%
Salary Increases	4.50%
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 4.00% per year.
Social Security COLA Increases	3.00%
Optional Payment Form Election Percentage	60% Single Life Annuity 10% Joint and 50% Survivor annuity 20% Joint and 100% Survivor annuity 10% 10-year Certain and Life annuity
Optional Payment Form Conversion Interest Rate	Same as funding interest rates above.
Optional Payment Form Conversion Mortality	Current IRC section 417(e) mortality table.
Retirement Age	
Active Participants	See Table 1a
Terminated Vested Participants	See Table 1b
Mortality Rates	
Healthy and Disabled	2015 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Table 2
Disability Rates	See Table 3

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Decrement Timing

Beginning of year decrements

Surviving Spouse Benefit

It is assumed that 70% of males and 70% of females have an eligible spouse, and that males are two years older than their spouses.

Valuation Compensation

Pensionable Earnings

Benefit and Compensation Limits

Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$210,000 and the IRC section 401(a)(17) compensation limit of \$265,000.

Valuation of Plan Assets

Fair market value

Trust Expenses Included in Target Normal Cost

\$3,870,000. The current year's expenses are assumed to be equal to the prior year's expenses rounded to the nearest \$10,000.

Actuarial Method

Standard unit credit cost method

Valuation Date

January 1, 2015

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Table 1a

Retirement Rates—Actives

<u>Age</u>	<u>Rate</u>
55	10.00%
56	7.00%
57	7.00%
58	8.00%
59	9.00%
60	10.00%
61	15.00%
62	20.00%
63	18.00%
64	20.00%
65	35.00%
66	25.00%
67	25.00%
68	25.00%
69	25.00%
70+	100.00%

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Table 1b

Retirement Rates—Terminated Vested

Age	Rate
55	10.00%
56	7.00%
57	7.00%
58	8.00%
59	9.00%
60	10.00%
61	15.00%
62	20.00%
63	18.00%
64	20.00%
65+	100.00%

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Withdrawal Rates

Age	Years of Service					
	0-1	2	3	4	5	6
15	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
16	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
17	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
18	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
19	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
20	31.50%	31.00%	30.00%	29.00%	28.00%	27.00%
21	30.60%	29.20%	28.00%	26.80%	25.80%	24.80%
22	29.70%	27.40%	26.00%	24.60%	23.60%	22.60%
23	28.80%	25.60%	24.00%	22.40%	21.40%	20.40%
24	27.90%	23.80%	22.00%	20.20%	19.20%	18.20%
25	27.00%	22.00%	20.00%	18.00%	17.00%	16.00%
26	26.60%	21.80%	19.60%	17.20%	16.20%	15.20%
27	26.20%	21.60%	19.20%	16.40%	15.40%	14.40%
28	25.80%	21.40%	18.80%	15.60%	14.60%	13.60%
29	25.40%	21.20%	18.40%	14.80%	13.80%	12.80%
30	25.00%	21.00%	18.00%	14.00%	13.00%	12.00%
31	24.40%	18.80%	17.60%	13.80%	12.80%	11.80%
32	23.80%	18.60%	17.20%	13.60%	12.60%	11.60%
33	23.20%	18.40%	16.80%	13.40%	12.40%	11.40%
34	22.60%	18.20%	16.40%	13.20%	12.20%	11.20%
35	22.00%	18.00%	16.00%	13.00%	12.00%	11.00%
36	21.60%	17.80%	15.80%	13.00%	12.00%	11.00%
37	21.20%	17.60%	15.60%	13.00%	12.00%	11.00%
38	20.80%	17.40%	15.40%	13.00%	12.00%	11.00%
39	20.40%	17.20%	15.20%	13.00%	12.00%	11.00%
40	20.00%	17.00%	15.00%	13.00%	12.00%	11.00%
41	19.80%	16.80%	14.60%	12.60%	11.60%	10.60%
42	19.60%	16.60%	14.20%	12.20%	11.20%	10.20%
43	19.40%	16.40%	13.80%	11.80%	10.80%	9.80%
44	19.20%	16.20%	13.40%	11.40%	10.40%	9.40%

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Table 2—Page 2 of 4
Withdrawal Rates

Age	Years of Service					
	0-1	2	3	4	5	6
45	19.00%	16.00%	13.00%	11.00%	10.00%	9.00%
46	18.80%	15.80%	12.80%	10.80%	9.80%	8.80%
47	18.60%	15.60%	12.60%	10.60%	9.60%	8.60%
48	18.40%	15.40%	12.40%	10.40%	9.40%	8.40%
49	18.20%	15.20%	12.20%	10.20%	9.20%	8.20%
50	18.00%	15.00%	12.00%	10.00%	9.00%	8.00%
51	17.80%	15.00%	12.00%	10.00%	9.00%	8.00%
52	17.60%	15.00%	12.00%	10.00%	9.00%	8.00%
53	17.40%	15.00%	12.00%	10.00%	9.00%	8.00%
54	17.20%	15.00%	12.00%	10.00%	9.00%	8.00%
55+	17.00%	15.00%	12.00%	10.00%	9.00%	8.00%

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Withdrawal Rates

Age	Years of Service			
	7	8	9	10+
15	0.00%	0.00%	0.00%	0.00%
16	0.00%	0.00%	0.00%	0.00%
17	0.00%	0.00%	0.00%	0.00%
18	0.00%	0.00%	0.00%	0.00%
19	0.00%	0.00%	0.00%	0.00%
20	26.00%	25.00%	24.00%	23.00%
21	23.80%	22.80%	21.80%	20.80%
22	21.60%	20.60%	19.60%	18.60%
23	19.40%	18.40%	17.40%	16.40%
24	17.20%	16.20%	15.20%	14.20%
25	15.00%	14.00%	13.00%	12.00%
26	14.20%	13.20%	12.20%	11.20%
27	13.40%	12.40%	11.40%	10.40%
28	12.60%	11.60%	10.60%	9.60%
29	11.80%	10.80%	9.80%	8.80%
30	11.00%	10.00%	9.00%	8.00%
31	10.80%	9.80%	8.80%	7.80%
32	10.60%	9.60%	8.60%	7.60%
33	10.40%	9.40%	8.40%	7.40%
34	10.20%	9.20%	8.20%	7.20%
35	10.00%	9.00%	8.00%	7.00%
36	10.00%	9.00%	8.00%	7.00%
37	10.00%	9.00%	8.00%	7.00%
38	10.00%	9.00%	8.00%	7.00%
39	10.00%	9.00%	8.00%	7.00%
40	10.00%	9.00%	8.00%	7.00%
41	9.60%	8.60%	7.60%	6.60%
42	9.20%	8.20%	7.20%	6.20%
43	8.80%	7.80%	6.80%	5.80%
44	8.40%	7.40%	6.40%	5.40%

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Withdrawal Rates

Age	Years of Service			
	7	8	9	10+
45	8.00%	7.00%	6.00%	5.00%
46	7.80%	6.80%	5.80%	4.80%
47	7.60%	6.60%	5.60%	4.60%
48	7.40%	6.40%	5.40%	4.40%
49	7.20%	6.20%	5.20%	4.20%
50	7.00%	6.00%	5.00%	4.00%
51	7.00%	6.00%	5.00%	4.00%
52	7.00%	6.00%	5.00%	4.00%
53	7.00%	6.00%	5.00%	4.00%
54	7.00%	6.00%	5.00%	4.00%
55+	7.00%	6.00%	5.00%	4.00%

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Table 3

Disability Rates

Age	Male	Female	Age	Male	Female
15	0.03%	0.03%	45	0.16%	0.24%
16	0.03%	0.03%	46	0.18%	0.27%
17	0.03%	0.03%	47	0.21%	0.30%
18	0.03%	0.03%	48	0.25%	0.33%
19	0.03%	0.03%	49	0.28%	0.36%
20	0.03%	0.03%	50	0.33%	0.40%
21	0.03%	0.03%	51	0.39%	0.44%
22	0.03%	0.03%	52	0.46%	0.49%
23	0.03%	0.03%	53	0.53%	0.54%
24	0.03%	0.03%	54	0.61%	0.59%
25	0.03%	0.03%	55	0.69%	0.64%
26	0.03%	0.03%	56	0.77%	0.69%
27	0.03%	0.03%	57	0.86%	0.74%
28	0.03%	0.04%	58	0.95%	0.80%
29	0.03%	0.04%	59	1.05%	0.85%
30	0.03%	0.04%	60	1.15%	0.90%
31	0.03%	0.05%	61	1.26%	0.96%
32	0.03%	0.05%	62	1.38%	1.01%
33	0.03%	0.06%	63	1.51%	1.05%
34	0.03%	0.06%	64	1.64%	1.09%
35	0.04%	0.07%	65+	0.00%	0.00%
36	0.04%	0.08%			
37	0.05%	0.09%			
38	0.06%	0.10%			
39	0.07%	0.12%			
40	0.08%	0.13%			
41	0.09%	0.15%			
42	0.10%	0.17%			
43	0.12%	0.19%			
44	0.14%	0.22%			

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Schedule SB, Part V—Summary of Plan Provisions

The following summary describes plan provisions assumed in calculating the cost of your pension plan.

Original Effective Date	October 2, 1944.
Effective Date of Last Amendment	January 1, 2015.
Plan Year	January 1 to December 31.
Employer Fiscal Year	January 1 to December 31.
Employer ID Number	56 0939887.
Plan Number	001.
Plan Administrator	Employee Benefits Plan Committee.
Eligibility	All employees of the employer are eligible to participate in the plan on the first day of the month coincident with or next following the attainment of age 21 and the completion of one qualifying year of service.
Service	<p>Years of service prior to January 1, 1976 shall mean the number of full years of uninterrupted employment of a full-time regular employee from his last date of hire to December 31, 1975 (with any fraction of one-half year or more being credited as a full year). After January 1, 1976, a year of service shall be credited for each plan year in which an employee works 1,000 hours.</p> <p>A break in service occurs at the start of any plan year in which the employee works 500 hours or less for the employer in such year. Service will not be interrupted by:</p> <ol style="list-style-type: none">(1) A leave of absence granted by the employer.(2) A period of service in the Armed Forces of the United States under which employment rights are granted.(3) A period of disability during which the participant is being paid directly or indirectly by the employer.(4) Maternity or paternity leave.

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An employee will be given credit for his pre-break service if either of the following occurs:

- (1) The employee had a vested interest in his accrued benefit at the time of his break in service; or
- (2) The employee's period of absence was less than the greater of his pre-break service and five years.

Normal Retirement Date

Normal retirement date is the first day of the month coincident with or next following age 65 or the fifth anniversary of participation in the plan, whichever is later.

Normal Retirement Benefit

The amount of annual benefit to be paid in monthly installments for life, based on service to normal retirement date, is:

- (1) 1% of the participant's final average compensation multiplied by his number of years of creditable service; plus
- (2) $\frac{1}{2}\%$ of the excess, if any, of the participant's final average compensation over his covered compensation amount multiplied by his number of years of creditable service.

A participant's years of creditable service cannot exceed 35 years.

In no event shall the normal retirement benefit be less than the accrued benefit as of December 31, 1995, calculated under the plan in effect at that time.

Delayed Retirement

A participant may continue in the employment of the employer after his normal retirement date. In such event he will receive at actual retirement the greater of the actuarial equivalent of the normal retirement benefit at the delayed retirement date and his normal retirement benefit calculated using service and compensation as of the delayed retirement date.

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Final Average Compensation

Final average compensation is the average of the highest five consecutive calendar years of compensation paid during the 10 calendar years preceding the participant's termination date. The compensation paid during the plan year of termination is eligible for use in the average if it increases the average. Earnings for each year shall not exceed the IRC section 401(a)(17) limit. Effective for plan years beginning after December 31, 2001, compensation up to \$200,000 in any plan year beginning before January 1, 2002, shall be taken into account.

Compensation for years beginning January 1, 1996, shall be W-2 compensation including employee deferrals under a Code section 401(k) plan and salary reductions under a Code section 125 arrangement. Compensation for years before January 1, 1996, shall be as defined under the plan in effect at that time.

2015 Covered Compensation

The covered compensation amounts listed below should be used for employees who terminate, die or retire in 2015.

Year of Birth	Covered Compensation Amount	Year of Birth	Covered Compensation Amount
1943	\$56,628	1963	\$103,608
1944	\$59,268	1964	\$105,204
1945	\$61,884	1965	\$106,716
1946	\$64,560	1966	\$108,144
1947	\$67,308	1967	\$109,464
1948	\$69,996	1968	\$110,664
1949	\$72,636	1969	\$111,756
1950	\$75,180	1970	\$112,716
1951	\$77,640	1971	\$113,616
1952	\$80,004	1972	\$114,492
1953	\$82,308	1973	\$115,308
1954	\$84,564	1974	\$116,004
1955	\$88,884	1975	\$116,604
1956	\$90,984	1976	\$117,072
1957	\$93,000	1977	\$117,408
1958	\$94,920	1978	\$117,744
1959	\$96,780	1979	\$118,080
1960	\$98,580	1980	\$118,320
1961	\$100,320	1981	\$118,452
1962	\$101,964	1982	\$118,500

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Accrued Benefit

The accrued benefit at any time prior to a participant's normal retirement date shall be calculated in the same manner as the normal retirement benefit, using final average compensation and years of creditable service as of the accrual date.

Early Retirement Benefit

Upon the completion of 10 years of vesting service and the attainment of age 55, a participant may elect to retire. He may receive a monthly benefit for life beginning at his normal retirement date equal to the benefit accrued at early retirement date. Payments may begin immediately, with the benefit being reduced according to the following schedule:

Age When Benefits Commence	Percentage of Accrued Benefit Payable
65	100.0%
64	98.0%
63	96.0%
62	94.0%
61	92.0%
60	86.0%
59	80.0%
58	72.5%
57	65.0%
56	57.5%
55	50.0%

For former One Valley Bancorp Retirement Plan participants, the benefit accrued as of January 1, 2001, is reduced according to the terms of the One Valley Bancorp Retirement Plan.

For former participants of the Retirement Plan for Employees of Frederick Underwriters, Inc., the benefit accrued as of March 1, 2001, is reduced according to the terms of the Retirement Plan for Employees of Frederick Underwriters, Inc.

A 10-year service requirement is waived for participants in the Retirement Plan for the Employees of Branch Banking and Trust Company as of December 31, 1995, who had attained age 55 and had completed five years of vesting service at that time.

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Disability Retirement Benefit

A participant who becomes disabled (as defined by the employer's insured disability policy) before his normal retirement date shall continue to be a participant during such period. The rate of compensation during the period of disability shall be the compensation for the last full year preceding the commencement of the disability. Years of service shall be credited during the period of disability.

Death Benefit

In the event of a vested participant's death prior to becoming eligible for early retirement, his surviving spouse or other named beneficiary, if any, shall receive a death benefit computed as if the participant had separated from service on the date of his death, survived to his earliest retirement date, had commenced receiving payment of a joint and one-half survivor annuity, and then died on the following day. If a vested married former participant dies prior to becoming eligible for early retirement, the survivor annuity shall be computed in the same manner, except that it will be based upon his actual date of termination.

In the event of a participant's death after becoming eligible for early retirement, his surviving spouse or other named beneficiary, if any, shall receive an annuity computed as if the participant retired on his date of death, commenced receiving a joint and one-half survivor annuity and died on the following day.

The surviving spouse can elect a benefit commencement date anytime between the participant or former participant's death and the date on which the participant would have attained age 70½. Any payments commencing prior to the participant's earliest retirement date shall be actuarially reduced to reflect such early commencement. The surviving spouse or beneficiary may elect to receive a lump sum payment in lieu of an annuity.

Severance Benefit

Upon the termination of employment after five or more years of service, a participant shall have a vested interest in his accrued benefit which will be payable at normal retirement date. The percentage vested shall be:

Years of Service	Vested Percent
Fewer than 5	0%
5 or more	100%

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In the event that the participant had met the service requirement for early retirement at the date of termination, he may elect to receive his vested interest at age 55. Such benefit will be reduced as described under Early Retirement Benefit.

Former MainStreet Financial Corporation participants are 100% vested in their MainStreet benefit. To get additional BB&T accrual, they must meet the five years of service requirement.

If the actuarial equivalent of a participant's vested accrued benefit is \$0, the participant shall be deemed to have received a distribution of such vested accrued benefit.

Optional Methods of Settlement

All optional methods of settlement are actuarially equivalent to the normal form of annuity. If a married participant does not elect the normal form of annuity or does not elect one of the optional methods of settlement described below, then the participant's retirement benefit shall automatically be paid under option [1] below. The options are:

- (1) A reduced benefit to be paid during the participant's lifetime with one-half the reduced benefit to be continued to his spouse for her lifetime after his death.
- (2) A reduced benefit to be paid during the participant's lifetime with three-fourths the reduced benefit to be continued to his spouse for her lifetime after his death.
- (3) A reduced benefit to be paid during the participant's lifetime with the same reduced benefit to be continued to his spouse for her lifetime after his death.
- (4) A reduced benefit to be paid for 120 months certain and thereafter for life.
- (5) For employees whose benefits commence prior to age 62, an increased benefit payable to age 62 and a reduced benefit payable after age 62 such that the combined monthly benefit from the plan and from primary Social Security benefits shall be as level as possible.

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- (6) For employees whose benefits commence prior to age 65, an increased benefit payable to age 65 and a reduced benefit payable after age 65 such that the combined monthly benefit from the Plan and from primary Social Security benefits shall be as level as possible.
- (7) If the present value of a terminated or rehired participant's vested accrued benefit is \$5,000 or less, such present value shall be distributed in a lump sum. Former employees of certain merging companies may be eligible for a lump sum in excess of \$5,000.

All optional methods of settlement are actuarially equivalent to the normal form of annuity on a unisex basis based on the applicable interest rates and mortality as prescribed by the IRC Code section 417(e)(3) (the November segment interest rates and the applicable mortality table).

Amendment or Termination of Plan

The employer reserves the right to amend or terminate the plan at any time. Generally, the Pension Benefit Guaranty Corporation reserves the right to terminate the plan if the employer fails to meet the minimum funding standards, or is unable to pay benefits when due.

If the plan is terminated, the plan assets will be distributed among the plan participants based upon a priority allocation procedure and the employer shall be liable for any unfunded vested benefits to the extent required by law.

The above description is a summary only; for additional details, reference should be made to the formal plan document.

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Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

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Schedule SB, line 24—Change in Actuarial Assumptions

- A change in the withdrawal rates to better reflect anticipated future experience.
- A change in the retirement rates for actives and terminated vested participants to better reflect anticipated future experience.
- Assumed salary increase rates were decreased by 0.5% per year to 4.50%.
- A change in the percent married assumption from 100% to 70%.
- A change in the optional payment form election percentage from 100% elect the single life annuity to 60% elect the single life annuity, 10% elect the joint and 50% survivor annuity, 20% elect the joint and 100% survivor annuity, and 10% elect the 10-year certain and life annuity.
- A change in the spousal age difference from males being of same age as their spouses to males being two years older than their spouses.

These changes were made to better reflect the anticipated plan experience. These assumption changes did not reduce the funding shortfall; as such, approval of the Commissioner is not required.

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Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2015

Number of Participants and Average Compensation

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	4	660 \$30,020	13							
25-29	4	1,809 \$39,312	743 \$47,548	29 \$45,269						
30-34	4	1,300 \$49,798	1,353 \$62,145	540 \$68,288	19					
35-39	3	1,096 \$62,437	1,028 \$69,353	846 \$73,757	264 \$72,918	5				
40-44	3	887 \$67,160	1,022 \$71,028	862 \$72,939	375 \$72,849	94 \$78,776	9			
45-49	2	835 \$68,470	881 \$79,144	882 \$78,223	386 \$82,329	146 \$89,668	83 \$94,087	7		
50-54	2	668 \$69,002	955 \$79,516	1,008 \$75,180	440 \$79,514	185 \$83,393	135 \$92,495	94 \$100,493	13	
55-59	3	527 \$75,417	774 \$79,029	939 \$69,898	368 \$79,183	186 \$75,279	103 \$87,786	93 \$106,143	59 \$93,560	8
60-64	4	280 \$69,383	512 \$71,974	662 \$70,162	277 \$68,283	108 \$70,321	55 \$70,884	41 \$86,223	29 \$78,125	28 \$76,992
65-69	2	74 \$62,287	189 \$69,578	236 \$69,349	84 \$79,803	44 \$67,067	9	10		10
70+	2	20 \$34,566	44 \$64,519	56 \$48,348	34 \$75,888	7	2			

N-25,573

Schedule SB Attachment (Form 5500)—2015 Plan Year
BB&T Corporation Pension Plan
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Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2015

Date	Amount	Days to Discount to 1/1/2015 at 6.41%	Interest Adjusted Contribution
January 2, 2015	\$ 110,000,000	1	\$ 109,981,278
January 30, 2015	7,000,000	29	6,965,531
August 24, 2015	9,180,020	235	8,820,057
Total Contribution	\$ 126,180,020		\$ 125,766,866

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Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at beginning of year.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55	10.00%	1.0000	5.50
56	7.00%	0.9000	3.53
57	7.00%	0.8370	3.34
58	8.00%	0.7784	3.61
59	9.00%	0.7161	3.80
60	10.00%	0.6517	3.91
61	15.00%	0.5865	5.37
62	20.00%	0.4985	6.18
63	18.00%	0.3988	4.52
64	20.00%	0.3270	4.19
65	35.00%	0.2616	5.95
66	25.00%	0.1701	2.81
67	25.00%	0.1275	2.14
68	25.00%	0.0957	1.63
69	25.00%	0.0717	1.24
70	100.00%	0.0538	3.77
Weighted Average			61.49

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Schedule SB, Part V—Summary of Plan Provisions

The following summary describes plan provisions assumed in calculating the cost of your pension plan.

Original Effective Date	October 2, 1944.
Effective Date of Last Amendment	January 1, 2015.
Plan Year	January 1 to December 31.
Employer Fiscal Year	January 1 to December 31.
Employer ID Number	56 0939887.
Plan Number	001.
Plan Administrator	Employee Benefits Plan Committee.
Eligibility	All employees of the employer are eligible to participate in the plan on the first day of the month coincident with or next following the attainment of age 21 and the completion of one qualifying year of service.
Service	<p>Years of service prior to January 1, 1976 shall mean the number of full years of uninterrupted employment of a full-time regular employee from his last date of hire to December 31, 1975 (with any fraction of one-half year or more being credited as a full year). After January 1, 1976, a year of service shall be credited for each plan year in which an employee works 1,000 hours.</p> <p>A break in service occurs at the start of any plan year in which the employee works 500 hours or less for the employer in such year. Service will not be interrupted by:</p> <ol style="list-style-type: none">(1) A leave of absence granted by the employer.(2) A period of service in the Armed Forces of the United States under which employment rights are granted.(3) A period of disability during which the participant is being paid directly or indirectly by the employer.(4) Maternity or paternity leave.

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An employee will be given credit for his pre-break service if either of the following occurs:

- (1) The employee had a vested interest in his accrued benefit at the time of his break in service; or
- (2) The employee's period of absence was less than the greater of his pre-break service and five years.

Normal Retirement Date

Normal retirement date is the first day of the month coincident with or next following age 65 or the fifth anniversary of participation in the plan, whichever is later.

Normal Retirement Benefit

The amount of annual benefit to be paid in monthly installments for life, based on service to normal retirement date, is:

- (1) 1% of the participant's final average compensation multiplied by his number of years of creditable service; plus
- (2) $\frac{1}{2}\%$ of the excess, if any, of the participant's final average compensation over his covered compensation amount multiplied by his number of years of creditable service.

A participant's years of creditable service cannot exceed 35 years.

In no event shall the normal retirement benefit be less than the accrued benefit as of December 31, 1995, calculated under the plan in effect at that time.

Delayed Retirement

A participant may continue in the employment of the employer after his normal retirement date. In such event he will receive at actual retirement the greater of the actuarial equivalent of the normal retirement benefit at the delayed retirement date and his normal retirement benefit calculated using service and compensation as of the delayed retirement date.

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Final Average Compensation

Final average compensation is the average of the highest five consecutive calendar years of compensation paid during the 10 calendar years preceding the participant's termination date. The compensation paid during the plan year of termination is eligible for use in the average if it increases the average. Earnings for each year shall not exceed the IRC section 401(a)(17) limit. Effective for plan years beginning after December 31, 2001, compensation up to \$200,000 in any plan year beginning before January 1, 2002, shall be taken into account.

Compensation for years beginning January 1, 1996, shall be W-2 compensation including employee deferrals under a Code section 401(k) plan and salary reductions under a Code section 125 arrangement. Compensation for years before January 1, 1996, shall be as defined under the plan in effect at that time.

2015 Covered Compensation

The covered compensation amounts listed below should be used for employees who terminate, die or retire in 2015.

Year of Birth	Covered Compensation Amount	Year of Birth	Covered Compensation Amount
1943	\$56,628	1963	\$103,608
1944	\$59,268	1964	\$105,204
1945	\$61,884	1965	\$106,716
1946	\$64,560	1966	\$108,144
1947	\$67,308	1967	\$109,464
1948	\$69,996	1968	\$110,664
1949	\$72,636	1969	\$111,756
1950	\$75,180	1970	\$112,716
1951	\$77,640	1971	\$113,616
1952	\$80,004	1972	\$114,492
1953	\$82,308	1973	\$115,308
1954	\$84,564	1974	\$116,004
1955	\$88,884	1975	\$116,604
1956	\$90,984	1976	\$117,072
1957	\$93,000	1977	\$117,408
1958	\$94,920	1978	\$117,744
1959	\$96,780	1979	\$118,080
1960	\$98,580	1980	\$118,320
1961	\$100,320	1981	\$118,452
1962	\$101,964	1982	\$118,500

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Accrued Benefit

The accrued benefit at any time prior to a participant's normal retirement date shall be calculated in the same manner as the normal retirement benefit, using final average compensation and years of creditable service as of the accrual date.

Early Retirement Benefit

Upon the completion of 10 years of vesting service and the attainment of age 55, a participant may elect to retire. He may receive a monthly benefit for life beginning at his normal retirement date equal to the benefit accrued at early retirement date. Payments may begin immediately, with the benefit being reduced according to the following schedule:

Age When Benefits Commence	Percentage of Accrued Benefit Payable
65	100.0%
64	98.0%
63	96.0%
62	94.0%
61	92.0%
60	86.0%
59	80.0%
58	72.5%
57	65.0%
56	57.5%
55	50.0%

For former One Valley Bancorp Retirement Plan participants, the benefit accrued as of January 1, 2001, is reduced according to the terms of the One Valley Bancorp Retirement Plan.

For former participants of the Retirement Plan for Employees of Frederick Underwriters, Inc., the benefit accrued as of March 1, 2001, is reduced according to the terms of the Retirement Plan for Employees of Frederick Underwriters, Inc.

A 10-year service requirement is waived for participants in the Retirement Plan for the Employees of Branch Banking and Trust Company as of December 31, 1995, who had attained age 55 and had completed five years of vesting service at that time.

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Disability Retirement Benefit

A participant who becomes disabled (as defined by the employer's insured disability policy) before his normal retirement date shall continue to be a participant during such period. The rate of compensation during the period of disability shall be the compensation for the last full year preceding the commencement of the disability. Years of service shall be credited during the period of disability.

Death Benefit

In the event of a vested participant's death prior to becoming eligible for early retirement, his surviving spouse or other named beneficiary, if any, shall receive a death benefit computed as if the participant had separated from service on the date of his death, survived to his earliest retirement date, had commenced receiving payment of a joint and one-half survivor annuity, and then died on the following day. If a vested married former participant dies prior to becoming eligible for early retirement, the survivor annuity shall be computed in the same manner, except that it will be based upon his actual date of termination.

In the event of a participant's death after becoming eligible for early retirement, his surviving spouse or other named beneficiary, if any, shall receive an annuity computed as if the participant retired on his date of death, commenced receiving a joint and one-half survivor annuity and died on the following day.

The surviving spouse can elect a benefit commencement date anytime between the participant or former participant's death and the date on which the participant would have attained age 70½. Any payments commencing prior to the participant's earliest retirement date shall be actuarially reduced to reflect such early commencement. The surviving spouse or beneficiary may elect to receive a lump sum payment in lieu of an annuity.

Severance Benefit

Upon the termination of employment after five or more years of service, a participant shall have a vested interest in his accrued benefit which will be payable at normal retirement date. The percentage vested shall be:

Years of Service	Vested Percent
Fewer than 5	0%
5 or more	100%

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In the event that the participant had met the service requirement for early retirement at the date of termination, he may elect to receive his vested interest at age 55. Such benefit will be reduced as described under Early Retirement Benefit.

Former MainStreet Financial Corporation participants are 100% vested in their MainStreet benefit. To get additional BB&T accrual, they must meet the five years of service requirement.

If the actuarial equivalent of a participant's vested accrued benefit is \$0, the participant shall be deemed to have received a distribution of such vested accrued benefit.

Optional Methods of Settlement

All optional methods of settlement are actuarially equivalent to the normal form of annuity. If a married participant does not elect the normal form of annuity or does not elect one of the optional methods of settlement described below, then the participant's retirement benefit shall automatically be paid under option [1] below. The options are:

- (1) A reduced benefit to be paid during the participant's lifetime with one-half the reduced benefit to be continued to his spouse for her lifetime after his death.
- (2) A reduced benefit to be paid during the participant's lifetime with three-fourths the reduced benefit to be continued to his spouse for her lifetime after his death.
- (3) A reduced benefit to be paid during the participant's lifetime with the same reduced benefit to be continued to his spouse for her lifetime after his death.
- (4) A reduced benefit to be paid for 120 months certain and thereafter for life.
- (5) For employees whose benefits commence prior to age 62, an increased benefit payable to age 62 and a reduced benefit payable after age 62 such that the combined monthly benefit from the plan and from primary Social Security benefits shall be as level as possible.

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- (6) For employees whose benefits commence prior to age 65, an increased benefit payable to age 65 and a reduced benefit payable after age 65 such that the combined monthly benefit from the Plan and from primary Social Security benefits shall be as level as possible.
- (7) If the present value of a terminated or rehired participant's vested accrued benefit is \$5,000 or less, such present value shall be distributed in a lump sum. Former employees of certain merging companies may be eligible for a lump sum in excess of \$5,000.

All optional methods of settlement are actuarially equivalent to the normal form of annuity on a unisex basis based on the applicable interest rates and mortality as prescribed by the IRC Code section 417(e)(3) (the November segment interest rates and the applicable mortality table).

Amendment or Termination of Plan

The employer reserves the right to amend or terminate the plan at any time. Generally, the Pension Benefit Guaranty Corporation reserves the right to terminate the plan if the employer fails to meet the minimum funding standards, or is unable to pay benefits when due.

If the plan is terminated, the plan assets will be distributed among the plan participants based upon a priority allocation procedure and the employer shall be liable for any unfunded vested benefits to the extent required by law.

The above description is a summary only; for additional details, reference should be made to the formal plan document.

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Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

Plan Name	Bb&T Corporation Pension Plan
Plan Sponsor EIN	56-0939887
ERISA Plan No.	001
Plan Year End	12/31/2015

The required attachment noted below is included within the Accountant's Opinion attachment to the Form 5500 Schedule H, Part III, Line 4, which consists of the entire Audit report issued by the Plan's Independent Qualified Public Accountant (IQPA).

Form/Schedule	Line Item	Description
5500 Schedule H	Line 4i	Schedule of Assets (Held at End of Year)

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Schedule SB, line 24—Change in Actuarial Assumptions

- A change in the withdrawal rates to better reflect anticipated future experience.
- A change in the retirement rates for actives and terminated vested participants to better reflect anticipated future experience.
- Assumed salary increase rates were decreased by 0.5% per year to 4.50%.
- A change in the percent married assumption from 100% to 70%.
- A change in the optional payment form election percentage from 100% elect the single life annuity to 60% elect the single life annuity, 10% elect the joint and 50% survivor annuity, 20% elect the joint and 100% survivor annuity, and 10% elect the 10-year certain and life annuity.
- A change in the spousal age difference from males being of same age as their spouses to males being two years older than their spouses.

These changes were made to better reflect the anticipated plan experience. These assumption changes did not reduce the funding shortfall; as such, approval of the Commissioner is not required.