

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 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</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.)	
	☒ a single-employer plan	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report ☐ an amended return/report	☐ the final 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 ☐ special extension (enter description)	☐ automatic extension	☐ the DFVC program

Part II	Basic Plan Information —enter all requested information		
1a Name of plan	<u>BB&T CORPORATION 401(K) SAVINGS PLAN</u>	1b Three-digit plan number (PN) ▶	<u>003</u>
		1c Effective date of plan	<u>07/01/1982</u>
2a Plan sponsor's name (employer, if for a single-employer plan)			
Mailing address (include room, apt., suite no. and street, or P.O. Box)			
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)			
<u>BB&T CORPORATION</u>			
<u>HUMAN SYSTEMS DIVISION</u>			
<u>P.O. BOX 1215</u>	<u>200 WEST SECOND STREET</u>		
<u>WINSTON-SALEM, NC 27102-1215</u>	<u>WINSTON-SALEM, NC 27102-1215</u>		
		2b Employer Identification Number (EIN)	<u>56-0939887</u>
		2c Plan Sponsor's telephone number	<u>800-716-2455</u>
		2d Business code (see instructions)	<u>522110</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	<u>07/28/2017</u>	<u>STEVE REEDER, SR. VICE PRESIDENT</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	<u>07/28/2017</u>	<u>CINDY B POWELL</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

3a Plan administrator's name and address ☐ Same as Plan Sponsor EMPLOYEE BENEFITS PLAN COMMITTEE BB&T CORPORATION P.O. BOX 1215 WINSTON-SALEM, NC 27102-1215	3b Administrator's EIN 56-0939887 3c Administrator's telephone number 800-716-2455
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 43166
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 34821 6a(2) 39012 6b 9002 6c 49 6d 48063 6e 31 6f 48094 6g 41914 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2J 2O 2F 2G 2K 2R 3H 2T b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="text-align: center; font-size: 1.2em;">2016</div> This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

	(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation BB&T
	56-1368984

	(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)

BB&T

56-1368984

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 37 38 49	WHOLLY OWNED SUBSIDIARY	328998	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

TD AMERITRADE

47-0533629

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 33	BROKERAGE	214073	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

PRONVEST

62-1823351

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	INVESTMENT ADVISORY	63879	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TD AMERITRADE	63	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VARIOUS MUTUAL FUNDS TD AMERITRADE 1005 NORTH AMERITRADE PLACE BELLEVUE, NE 68005	RANGE OF 0.25% TO 0.40% OF BALANCES HELD	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TD AMERITRADE	99	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VARIOUS EQUITIES TD AMERITRADE 1005 NORTH AMERITRADE PLACE BELLEVUE, NE 68005	RANGE FROM \$0.0005 TO \$0.0040 PER SHARE AND \$0.40 TO \$0.50 PER OPTION CONTRACT.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TD AMERITRADE	52	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TD AMERITRADE MONEY MARKET TD AMERITRADE 1005 NORTH AMERITRADE PLACE BELLEVUE, NE 68005	RATE OF UP TO 80 BPS	

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2016</div> This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>BB&T CORPORATION 401(K) SAVINGS PLAN</u>	<table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:80%; padding: 5px;"> B Three-digit plan number (PN) ► </td> <td style="width:20%; padding: 5px; text-align: center;"> <u>003</u> </td> </tr> <tr style="background-color: #f2f2f2;"> <td colspan="2" style="height: 20px;"></td> </tr> </table>	B Three-digit plan number (PN) ►	<u>003</u>		
B Three-digit plan number (PN) ►	<u>003</u>				
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BB&T CORPORATION</u>	D Employer Identification Number (EIN) <u>56-0939887</u>				

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WELLS FARGO STABLE VALUE FUND</u>		
b Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N. A.</u>		
c EIN-PN <u>52-2250946-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MORLEY STABLE VALUE FUND</u>		
b Name of sponsor of entity listed in (a): <u>UNION BOND & TRUST COMPANY</u>		
c EIN-PN <u>93-6274329-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>113729159</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE RETIREMENT 2005 TRUST</u>		
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>		
c EIN-PN <u>61-6434302-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4236314</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE RETIREMENT 2010 TRUST</u>		
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>		
c EIN-PN <u>32-6199795-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>28090781</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE RETIREMENT 2015 TRUST</u>		
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>		
c EIN-PN <u>35-6941654-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>46607828</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE RETIREMENT 2020 TRUST</u>		
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>		
c EIN-PN <u>36-7594871-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>116145828</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE RETIREMENT 2025 TRUST</u>		
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>		
c EIN-PN <u>37-6495447-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>88171683</u>

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

c EIN-PN 38-7010946-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 132183167
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2035 TRUST**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 36-7595013-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 63569527
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2040 TRUST**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 35-6941729-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 95236783
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2045 TRUST**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 32-6199848-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 48320414
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2050 TRUST**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 30-6303214-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 36096143
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2055 TRUST**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 35-6941728-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26284415
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2060 TRUST**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 47-1088316-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1173205
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT INCOME TR**b** Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

c EIN-PN 38-7011316-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 55126383
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

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

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

SCHEDULE H (Form 5500) <small>Internal Revenue Service</small> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016		
A Name of plan BB&T CORPORATION 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 BB&T CORPORATION	D Employer Identification Number (EIN) 56-0939887	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	2583067
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	181002603	223610017
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	59673934	68492373
(9) Value of interest in common/collective trusts	1c(9)	535960628	854971630
(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)	1704520638	2132646390
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	107582652	141809913

		(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:		
(1)	Employer securities	1d(1) 562420280	627441928
(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 3151160735	4051555318
Liabilities			
g	Benefit claims payable	1g	
h	Operating payables	1h	
i	Acquisition indebtedness	1i	
j	Other liabilities	1j	
k	Total liabilities (add all amounts in lines 1g through 1j)	1k 0	0
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l 3151160735	4051555318

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.

		(a) Amount	(b) Total
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	2a(1)(A) 111029143	
	(B) Participants	2a(1)(B) 159716990	
	(C) Others (including rollovers)	2a(1)(C) 14798627	
(2)	Noncash contributions	2a(2)	
(3)	Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)	285544760
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A) 2944297	
	(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) 2629713	
	(F) Other	2b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	5574010
(2)	Dividends: (A) Preferred stock	2b(2)(A)	
	(B) Common stock	2b(2)(B) 17046059	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C) 42073713	
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	59119772
(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)	
(5)	Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	
	(B) Other	2b(5)(B) 131034588	
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		40612446
(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)		112084691
c Other income.....	2c		10459772
d Total income. Add all income amounts in column (b) and enter total.....	2d		644430039

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	309139617	
(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)		309139617
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	651100	
(3) Investment advisory and management fees.....	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		651100
j Total expenses. Add all expense amounts in column (b) and enter total	2j		309790717

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		334639322
l Transfers of assets:			
(1) To this plan.....	2l(1)		565755261
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: PRICEWATERHOUSECOOPERS

(2) EIN: 13-4008324

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		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.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	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?	4f		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?	4g		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?	4h		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.)	4i	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.)	4j		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?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year (See instructions.)

Part V Trust Information

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 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 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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

Part I	Distributions
---------------	----------------------

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

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

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

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, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

14	Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:		
	a The current year	14a	
	b The plan year immediately preceding the current plan year	14b	
	c The second preceding plan year	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year	15a	
	b The corresponding number for the second preceding plan year	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment	☐
19	If the total number of participants is 1,000 or more, complete lines (a) through (c)	
	a Enter the percentage of plan assets held as: Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%	
	b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more	
	c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____	

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	

BB&T Corporation

401(k) Savings Plan

**Financial Statements and Supplemental Schedule
December 31, 2016 and 2015**

BB&T Corporation 401(k) Savings Plan

Index

December 31, 2016 and 2015

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<u>Report of Independent Auditors</u>	<u>1</u>
Financial Statements	
<u>Statements of Net Assets Available for Benefits</u>	<u>3</u>
<u>Statement of Changes in Net Assets Available for Benefits</u>	<u>4</u>
<u>Notes to Financial Statements</u>	<u>5</u>
Supplemental Schedule*	
<u>Schedule H, line 4(i) - Schedule of Assets (Held At End of Year)</u>	<u>13</u>

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

We have audited the accompanying financial statements of the BB&T Corporation 401(k) Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, 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 net assets available for benefits of the Plan as of December 31, 2016 and 2015 and the changes in net assets available for benefits for the year ended December 31, 2016, in accordance with accounting principles generally accepted in the United States of America.



Other Matter

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) at December 31, 2016 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves and other additional procedures, in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Princeton House Company LLP

Greensboro, North Carolina
June 26, 2017

BB&T Corporation 401(k) Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Assets		
Investments, at fair value	\$ 3,980,479,878	\$ 3,091,486,801
Notes receivable from participants	68,492,373	59,673,934
Employer receivable	2,583,067	—
Net assets available for benefits	<u>\$ 4,051,555,318</u>	<u>\$ 3,151,160,735</u>

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

BB&T Corporation 401(k) Savings Plan
Statement of Changes in Net Assets Available for Benefits
Year ended December 31, 2016

	2016
Additions to (deductions from) net assets attributable to:	
Investment income	
Interest	\$ 3,019,042
Dividends	61,584,393
Net appreciation in fair value of investments	291,652,131
Net investment income	<u>356,255,566</u>
Interest on notes receivable from participants	2,629,713
Contributions	
Employer	111,029,143
Employee	159,716,990
Rollovers	14,798,627
Total contributions	<u>285,544,760</u>
Total additions	<u>644,430,039</u>
Benefits paid to participants	(309,139,617)
Administrative expenses	(651,100)
Total deductions	<u>(309,790,717)</u>
Net increase prior to transfers from other plans	334,639,322
Transfers from other plans	565,755,261
Net increase	<u>900,394,583</u>
Net assets available for benefits	
Beginning of year	3,151,160,735
End of year	<u><u>\$ 4,051,555,318</u></u>

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

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

December 31, 2016 and 2015

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

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

General

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

Eligibility for Participation

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

Contributions

Participants can elect to contribute between 1 percent and 50 percent of their eligible earnings, as defined in the Plan document, on a pre-tax basis subject to certain Internal Revenue Code ("IRC") limitations. The Plan also has a Roth feature that allows for after-tax contributions. Eligible participants who have attained the age of 50 before the close of the plan year may make catch-up contributions up to \$6,000. The Corporation matches dollar-for-dollar up to 6 percent of compensation that a participant contributes to the Plan. Participants may make changes in their contribution percentage at any time. Allocations among fund options offered by the Plan may be changed on a daily basis. Participants may also contribute funds from other tax-qualified plans as rollover contributions.

Vesting

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

Notes Receivable from Participants

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

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

December 31, 2016 and 2015

Payment of Benefits

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

Participant Accounts

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

Forfeitures

Forfeitures represent nonvested employer matching contributions of participants in predecessor plans that have terminated their employment with their employer. At December 31, 2016 and 2015, forfeited accounts totaled \$32 and \$1, respectively. Forfeitures can be used to reduce employer contributions. In 2016, contributions by the employer were reduced by \$37,638 from the forfeiture account.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Administrative Expenses and Investment-Related Fees

Administrative expenses are paid by the Plan, unless otherwise paid by the Plan Sponsor. Expenses that are paid by the Plan Sponsor are excluded from these financial statements. The Plan Sponsor paid certain administrative fees related to professional services provided to the Plan (see Note 9). Investment-related fees are included in net appreciation (depreciation) of fair value of investments.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Related fees are recorded as administrative expenses. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. No allowance for credit losses has been recorded as of December 31, 2016 or 2015.

Cash and Cash Equivalents

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

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

December 31, 2016 and 2015

Investment Valuation and Income Recognition

Participants may direct the investment of their contributions as well as employer matching contributions among various mutual funds, BB&T Corporation Stock, common/collective trusts, separately managed accounts consisting primarily of common stock and foreign stock, and an associate insured deposit account, each offering different degrees of risk and return. There is also a self-directed brokerage investment option for Plan participants. The Employee Benefits Plan Committee determines the Plan's valuation policies utilizing information provided by the custodian. The Plan's investments are stated at fair value. Refer to Note 6 for disclosures of methodologies used to determine the recorded fair value of Plan investments.

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

The Financial Accounting Standards Board ("FASB") ASC Topic 820, *Fair Value Measurements* ("Topic 820"), provides a framework for measuring fair value which requires that an entity determine asset and liability fair values based on the exit price from the principal market for the asset or liability being measured. Fair value measurements are discussed further in Note 6.

Payment of Benefits

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

Use of Estimates

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

3. New Accounting Pronouncements

In May 2015, the FASB issued new guidance related to *Disclosures for Investments in Certain Entities that Calculate Net Asset Value Per Share*. This guidance modifies the disclosure requirements for certain investments in the Plan's financial statements. The Plan adopted this guidance effective January 1, 2016. The adoption of this guidance did not have a material effect on the Plan's financial statements.

In January 2016, the FASB issued new guidance related to the *Recognition and Measurement of Financial Assets and Financial Liabilities*. This guidance requires the majority of equity investments to be measured at fair value with changes in fair value recognized in the statement of changes in net assets available for benefits. The new guidance allows equity investments without readily determinable fair values to be measured at cost minus impairment, with a qualitative assessment required to identify impairment. This guidance is effective for fiscal years beginning after December 15, 2017. The adoption of this guidance is not expected to be material to the Plan's financial statements.

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

December 31, 2016 and 2015

4. Associate Insured Deposit Account

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

The interest rate resets monthly based on market yields for United States Treasury Notes having a one-year maturity. The rate credited is based on the average yield as of the 30th day of each month plus fifty basis points. The crediting interest rates for the year ended December 31, 2016 ranged from 0.95 percent to 1.18 percent and the average yield rate was 1.07 percent. The crediting interest rates for the year ended December 31, 2015 ranged from 0.63 percent to 0.89 percent and the average yield rate was 0.77 percent.

5. Transfers from Other Plans

During 2016, BB&T Corporation authorized the transfer of participant accounts to the Plan from various subsidiary company plans. Participant account balances, including investments and notes receivable from participants, were transferred from the various plans at various dates during 2016 as follows:

	2016
CRC Insurance Services, Inc. 401(k) Profit Sharing Plan	\$ 305,076,709
McGriff, Seibels & Williams, Inc. Employee 401(k) Plan	121,038,675
National Penn Bancshares, Inc. Capital Accumulation Plan	112,699,887
AmRisc, LP 401(k) Plan	26,939,990
Total transfers	<u>\$ 565,755,261</u>

Due to the mergers, which were effective December 31, 2016, of the CRC Insurance Services, Inc. 401(k) Profit Sharing Plan and the McGriff, Seibels & Williams, Inc. Employee 401(k) Plan, the matching formula for employees of CRC Insurance Services, Inc. and McGriff, Seibels & Williams, Inc. and their respective subsidiaries will be different than the matching contribution of the Plan as of January 1, 2017. All other Plan participants will have the matching formula described in Note 1.

6. Fair Value of Financial Instruments

Topic 820 establishes a framework for measuring fair value, establishes a fair value hierarchy based on the inputs used to measure fair value and enhances disclosure requirements for fair value measurements. Topic 820 defines fair value as the exchange price that would be received on the measurement date to sell an asset or the price paid to transfer a liability in the principal or most advantageous market available to the entity in an orderly transaction between market participants. Topic 820 also establishes a three-level fair value hierarchy that describes the inputs used to measure assets and liabilities. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

December 31, 2016 and 2015

Level 1

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

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

Level 2

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

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

The fair value of the common/collective trusts is based on NAV, as provided by the trustee. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. Participants' transactions (purchase and sales) may occur daily. The common/collective trusts have a readily determinable fair value in that NAV is determined and made available to the Plan daily, and is the basis for current transactions. Were the Plan to initiate a full redemption of the common/collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations at the then current NAV will be carried out in an orderly business manner. The common/collective trusts have a daily redemption frequency, a redemption notice period of 30 days to one year, and no unfunded commitments.

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

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

December 31, 2016 and 2015

Level 3

Level 3 assets and liabilities are financial instruments whose value is calculated by the use of pricing models and/or discounted cash flow methodologies, as well as financial instruments for which the determination of fair value requires significant management judgment or estimation. These methodologies may result in a significant portion of the fair value being derived from unobservable data. As of December 31, 2016 and 2015, there were no level 3 assets or liabilities.

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

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

	December 31, 2016		
	Total	Level 1	Level 2
BB&T common stock	\$ 627,441,928	\$ 627,441,928	\$ —
Mutual funds	2,132,646,390	2,132,646,390	—
Self-directed investments	137,974,072	136,023,623	1,950,449
Common/collective trusts	854,971,630	—	854,971,630
Separately managed accounts:			
Common stock	3,377,273	3,377,273	—
Foreign stock	432,401	432,401	—
Equity exchange traded fund	26,167	26,167	—
Associate insured deposit account	221,664,794	—	221,664,794
Total investments at fair value, excluding cash and cash equivalents of \$1,945,223	<u>\$ 3,978,534,655</u>	<u>\$ 2,899,947,782</u>	<u>\$ 1,078,586,873</u>

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

December 31, 2016 and 2015

	December 31, 2015		
	Total	Level 1	Level 2
BB&T common stock	\$ 562,420,280	\$ 562,420,280	\$ —
Mutual funds	1,704,520,638	1,704,520,638	—
Self-directed investments	104,078,398	103,096,608	981,790
Common/collective trusts	535,960,628	—	535,960,628
Separately managed accounts:			
Common stock	3,070,263	3,070,263	—
Foreign stock	423,326	423,326	—
Equity exchange traded fund	10,665	10,665	—
Associate insured deposit account	179,224,847	—	179,224,847
Total investments at fair value, excluding cash and cash equivalents of \$1,777,756	<u>\$ 3,089,709,045</u>	<u>\$ 2,373,541,780</u>	<u>\$ 716,167,265</u>

There were no transfers between levels during 2016 and 2015.

7. Tax Status

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

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator analyzed the tax positions by the Plan, and concluded that as of December 31, 2016 and 2015, there are no uncertain positions taken that require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2013.

8. Plan Termination

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

9. Related Party and Party-In-Interest Transactions

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

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

December 31, 2016 and 2015

	December 31,	
	2016	2015
BB&T Corporation common stock	\$ 627,441,928	\$ 562,420,280
Mutual funds	1,311,671,102	1,100,493,474
Separately managed accounts	3,835,841	3,504,254
Associate insured deposit account	221,664,794	179,224,847
Interest-bearing checking account	1,945,223	1,777,756

	For the year ended	
	December 31, 2016	
Dividends on BB&T Corporation common stock	\$	17,046,059
Dividends on investments in mutual funds		27,704,445
Interest on associate insured deposit account		2,324,345

In addition, the cost of administrative services rendered by the Corporation's Trust Division is party-in-interest and totaled \$328,998 for the year ended December 31, 2016. The expenses paid through the Plan include only transactional charges such as loan issuance fees, Qualified Domestic Relations Order fees and check reissues. In addition, there are fees charged by TD Ameritrade to participants with self-directed brokerage accounts and fees charged by ProNvest to participants that opt to receive guidance on investment election/allocation. Fees charged by Ameritrade and ProNvest were \$214,073 and \$63,879, respectively for the year ended December 31, 2016.

10. Risks and Uncertainties

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

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2016

(a)	(b)	(c)	(e)
Identity of Issue, Borrower, Lessor or Similar Party		Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	Current Value
*	BB&T Corporation	Common stock	\$ 627,441,928
*	Sterling Capital Total Return Bond Fund	Mutual fund	223,768,592
*	Sterling Capital Mid Value Fund	Mutual fund	246,670,571
*	Sterling Capital Special Opportunities Fund	Mutual fund	263,017,102
*	Sterling Capital Equity Income Fund	Mutual fund	230,165,744
*	Sterling Capital Behavioral Small Cap Value Equity Fund	Mutual fund	115,882,449
*	Sterling Capital Behavioral Large Cap Value Equity Fund	Mutual fund	232,166,644
	Federated Investors Treasury Obligation Fund	Mutual fund	96,728,918
	Fidelity Contrafund	Mutual fund	148,868,304
	Vanguard Institutional Index	Mutual fund	255,281,527
	Vanguard Total International Stock Index	Mutual fund	43,760,154
	Harbor International Fund	Mutual fund	125,995,787
	T. Rowe Price Mid Cap Growth Fund	Mutual fund	150,340,598
			<u>2,132,646,390</u>
	T. Rowe Price Retirement Income Fund	Common/collective trust	55,126,383
	T. Rowe Price Retirement 2005 Fund	Common/collective trust	4,236,314
	T. Rowe Price Retirement 2010 Fund	Common/collective trust	28,090,781
	T. Rowe Price Retirement 2015 Fund	Common/collective trust	46,607,828
	T. Rowe Price Retirement 2020 Fund	Common/collective trust	116,145,828
	T. Rowe Price Retirement 2025 Fund	Common/collective trust	88,171,683
	T. Rowe Price Retirement 2030 Fund	Common/collective trust	132,183,167
	T. Rowe Price Retirement 2035 Fund	Common/collective trust	63,569,527
	T. Rowe Price Retirement 2040 Fund	Common/collective trust	95,236,783
	T. Rowe Price Retirement 2045 Fund	Common/collective trust	48,320,414
	T. Rowe Price Retirement 2050 Fund	Common/collective trust	36,096,143
	T. Rowe Price Retirement 2055 Fund	Common/collective trust	26,284,415
	T. Rowe Price Retirement 2060 Active Trust	Common/collective trust	1,173,205
	Morley Stable Value Fund	Common/collective trust	113,729,159
			<u>854,971,630</u>
	Plan Participants	Self-directed investments	<u>137,974,072</u>

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2016

(a)	(b)	(c)	(e)
Identity of Issue, Borrower, Lessor or Similar Party		Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	Current Value
*	Notes Receivable from Participants	Participant loans (4.25% to 9% due thru May 2046)	68,492,373
*	Branch Banking and Trust Company	Associate insured deposit account	221,664,794
*	Branch Banking and Trust Company	Cash and cash equivalents	1,945,223
Holdings in Separately Managed Accounts			
	1st Source Corporation	Common stock	7,369
	Aaron's Inc.	Common stock	8,637
	Acco Brands Corp	Common stock	8,091
	Aegion Corp	Common stock	7,134
	Affiliated Managers Group Inc	Common stock	67,710
	AG Mortgage Investment Trust	Common stock	6,006
	Air Lease Corp	Common stock	6,866
	Allison Transmission Holdings	Common stock	53,904
	Amag Pharmaceuticals Inc	Common stock	6,647
	Ambac	Common stock	8,213
	American Axle & Mfg Hldgs	Common stock	5,346
	American Equity Investment Life	Common stock	9,715
	American Financial Group Inc	Common stock	6,433
	Amerisafe Inc	Common stock	7,357
	Amkor Technology Inc	Common stock	9,590
	Anixter International Inc	Common stock	9,240
	Annaly Capital Management	Common stock	52,203
	Anworth Mortgage Asset Corp	Common stock	5,827
	Arcbest Corp	Common stock	6,111
	Archrock Inc	Common stock	7,154
	Ares Commercial Real Estate Corp	Common stock	6,247
	Argan Inc	Common stock	5,926
	Arrow Electronics Inc	Common stock	4,991
	Ascena Retail Group Inc	Common stock	28,808
	Atlas Air Worldwide Holdings	Common stock	7,040
	Atwood Oceanics Inc	Common stock	7,064
	Avista Corp	Common stock	9,278

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2016

(a)	(b)	(c)	(e)
Identity of Issue, Borrower, Lessor or Similar Party		Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	Current Value
Avx Corporation		Common stock	6,611
B Of I Holding, Inc.		Common stock	6,538
Banc Of California Inc		Common stock	7,513
Benchmark Electronics		Common stock	8,083
Berkshire Hills Bancorp Inc		Common stock	7,444
Big 5 Sporting Goods Corp		Common stock	6,211
Big Lots, Inc		Common stock	4,770
Bill Barrett Corp		Common stock	4,802
Blucora Inc		Common stock	6,077
Caleres Inc		Common stock	7,286
Calpine Corp		Common stock	3,395
Camden National Corp		Common stock	7,734
Capstead Mortgage Corp. New		Common stock	5,971
Casella Waste Systems, Inc.		Common stock	6,342
CBRE Group Inc		Common stock	78,725
CBS Corporation CI B		Common stock	80,479
Ceco Environmental Corp		Common stock	6,264
CED Inc		Common stock	37,875
Central Garden & Pet Co -A		Common stock	14,060
Chart Industries Inc		Common stock	8,321
Chemical Financial Corp		Common stock	10,834
Chico's FAS Inc		Common stock	35,112
Children's Place Retail Stores		Common stock	10,297
Chimera Investment Corp		Common stock	5,838
Commercial Metal Co		Common stock	9,474
Community Tr Bancorp Inc		Common stock	7,787
Consol Energy Inc		Common stock	5,214
Cooper Tire & Rubber Co.		Common stock	8,897
Cooper-Standard Holding Inc		Common stock	8,167
CRA International Inc		Common stock	6,039
Customers Bancorp, Inc.		Common stock	9,707
CYS Investments, Inc.		Common stock	5,929
Dean Foods Co		Common stock	7,710
Denbury Resources Inc		Common stock	8,063
Devry Inc		Common stock	10,889

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2016

(a)	(b)	(c)	(e)
Identity of Issue, Borrower, Lessor or Similar Party		Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	Current Value
DHI Group Inc		Common stock	23,038
Digitalglobe Inc.		Common stock	8,223
DST Systems Inc		Common stock	47,146
Dynex Capital Inc		Common stock	5,142
E Trade Financial Corp		Common stock	115,385
Ebay Inc		Common stock	79,421
Employers Holdings Inc		Common stock	8,950
Energysys		Common stock	9,216
Enpro Industries, Inc.		Common stock	47,354
Enterprise Financial Services		Common stock	11,051
EP Energy Corp-CI A		Common stock	1,231
Equity Wealth		Common stock	5
Farmers Capital Bank Corp		Common stock	6,392
FBL Financial Group Inc - CI A		Common stock	8,831
FCB Financial Holdings-CI A		Common stock	7,918
Federal Agricultural Mtg Corp CI		Common stock	9,049
Fidelity Southern		Common stock	8,024
Fidelity National Information		Common stock	58,470
Financial Institutions, Inc.		Common stock	6,395
First American Financial Corp		Common stock	5,421
First Fefiance Finl Corp		Common stock	5,886
First Financial Corp/Indiana		Common stock	6,653
Five Prime Therapeutics Inc		Common stock	7,316
Flagstar Bancorp Inc		Common stock	6,762
Flushing Financial Corp		Common stock	7,965
Forest City Realty Trust-A		Common stock	5,627
Forestar Real Estate Group		Common stock	6,105
Fulton Finl Corp Pa		Common stock	11,205
Gentex Corp		Common stock	81,714
Getty Realty Corp		Common stock	7,163
Great Ajax Corp		Common stock	4,830
Great Plains Energy Inc		Common stock	5,497
Great Southern Bancorp, Inc.		Common stock	7,105
Great Western Bancorp Inc		Common stock	9,590
Hanmi Financial Corp		Common stock	8,655

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2016

(a)	(b)	(c)	(e)
Identity of Issue, Borrower, Lessor or Similar Party		Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	Current Value
Hanover Insurance Group Inc		Common stock	1,092
Hawaiian Electric Inds. Inc.		Common stock	5,589
Hawaiian Holdings Inc		Common stock	11,115
HCA Holdings, Inc		Common stock	48,113
Healthsouth Corp		Common stock	5,485
Heartland Financial Usa, Inc		Common stock	7,584
Hertz Global Holdings Inc		Common stock	15,372
Hilltop Holdings Inc		Common stock	10,072
Homestreet Inc		Common stock	9,196
Hope Bancorp Inc		Common stock	10,310
Horizon Bancorp Indiana		Common stock	7,728
Hovnanian Enterprises Inc Cl A		Common stock	6,276
Huntington Ingalls Industries		Common stock	7,552
Iberiabank Corp		Common stock	6,616
Idacorp Inc		Common stock	12,405
II-VI Inc		Common stock	21,407
Infrareit Inc		Common stock	734
Interdigital Inc		Common stock	5,938
Invesco Mortgage Capital		Common stock	7,840
Iridium Communications, Inc		Common stock	7,526
Jacobs Engr Group Inc		Common stock	44,175
John B Sanfilippo & Son Inc		Common stock	2,604
K12 Inc		Common stock	7,945
Knoll Inc		Common stock	5,698
Knowles Corp		Common stock	44,532
Laboratory Corp Of America		Common stock	69,325
Ladder Capital Corp-REIT		Common stock	6,215
Lear Corp		Common stock	7,942
Leucadia National Corp		Common stock	112,181
Lexicon Pharmaceuticals Inc		Common stock	3,347
Lifepoint Health Inc		Common stock	3,976
Lincoln National Corp.		Common stock	77,867
Manpower Inc Wis		Common stock	5,332
Markel Corporation		Common stock	62,411
Mcgrath Rentcorp		Common stock	7,329

BB&T Corporation 401(k) Savings Plan
Schedule H, line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2016

(a)	(b)	(c)	(e)
Identity of Issue, Borrower, Lessor or Similar Party		Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	Current Value
Mdu Resources Group, Inc.		Common stock	5,639
MFA Mortgage Investments Inc.		Common stock	5,455
Mgic Investment Corp		Common stock	10,995
Microstrategy Inc Cl A		Common stock	41,454
Molina Healthcare Inc		Common stock	6,674
MRC Global Inc		Common stock	7,334
MYR Group Inc		Common stock	7,234
Nationstar Mortgage Holdings		Common stock	5,906
Navient Corp		Common stock	5,471
NCR Corp		Common stock	6,408
NCR Corp		Common stock	113,365
Nelnet Inc Cl A		Common stock	8,932
Netgear Inc		Common stock	10,653
New Residential Investment Corp		Common stock	11,711
New York Mortgage Trust Inc		Common stock	6,514
News Corp Cl B		Common stock	59,000
Northwestern Corporation		Common stock	9,952
Now Inc/De		Common stock	8,618
NRG Energy Inc W/I		Common stock	5,382
Office Depot Inc		Common stock	8,678
OGE Energy Corp		Common stock	5,519
Old National Bancorp		Common stock	9,474
Omega Protein Corporation		Common stock	4,384
Omnicom Group		Common stock	57,875
Orasure Technologies Inc		Common stock	4,750
Orchid Island Capital Inc		Common stock	5,534
Owens Corning		Common stock	5,826
Patterson Uti Energy Inc 080101		Common stock	5,869
PdI Biopharma Inc		Common stock	3,490
Pennymac Mortgage Investment		Common stock	7,137
Pennymac Financial Service-A		Common stock	6,727
PHH Corp		Common stock	6,109
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PNM Resources Inc		Common stock	5,454
Portland General Electric Co		Common stock	10,529
Primerica Inc		Common stock	10,787
Qcr Holdings Inc		Common stock	6,495
Quad Graphics Inc		Common stock	6,236
Quanta Services Inc		Common stock	6,622
Radian Group Inc		Common stock	12,460
Rayonier Advanced Materials		Common stock	5,937
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Redwood Trust Inc		Common stock	7,286
Regional Management Corp		Common stock	7,963
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Surgical Care Affiliates Inc		Common stock	5,876
Synnex Corp		Common stock	11,013
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Tcf Financial Corp		Common stock	5,701
Tenneco Inc		Common stock	5,185
Teradyne Inc		Common stock	5,867
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Triple S Management Corp		Common stock	4,368
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Two Harbors Investment		Common stock	5,389
Unisys Corporation		Common stock	1,405
Unit Corp		Common stock	9,781
United Financial Bancorp Inc		Common stock	7,028
United Fire Group Inc		Common stock	7,572
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Viacom Inc		Common stock	16,497
Vishay Intertechnology		Common stock	9,315
Wabash National Corp		Common stock	6,375
Walker & Dunlop Inc		Common stock	9,391
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*	BB&T Corporation	Common stock	\$ 627,441,928
*	Sterling Capital Total Return Bond Fund	Mutual fund	223,768,592
*	Sterling Capital Mid Value Fund	Mutual fund	246,670,571
*	Sterling Capital Special Opportunities Fund	Mutual fund	263,017,102
*	Sterling Capital Equity Income Fund	Mutual fund	230,165,744
*	Sterling Capital Behavioral Small Cap Value Equity Fund	Mutual fund	115,882,449
*	Sterling Capital Behavioral Large Cap Value Equity Fund	Mutual fund	232,166,644
	Federated Investors Treasury Obligation Fund	Mutual fund	96,728,918
	Fidelity Contrafund	Mutual fund	148,868,304
	Vanguard Institutional Index	Mutual fund	255,281,527
	Vanguard Total International Stock Index	Mutual fund	43,760,154
	Harbor International Fund	Mutual fund	125,995,787
	T. Rowe Price Mid Cap Growth Fund	Mutual fund	150,340,598
			<u>2,132,646,390</u>
	T. Rowe Price Retirement Income Fund	Common/collective trust	55,126,383
	T. Rowe Price Retirement 2005 Fund	Common/collective trust	4,236,314
	T. Rowe Price Retirement 2010 Fund	Common/collective trust	28,090,781
	T. Rowe Price Retirement 2015 Fund	Common/collective trust	46,607,828
	T. Rowe Price Retirement 2020 Fund	Common/collective trust	116,145,828
	T. Rowe Price Retirement 2025 Fund	Common/collective trust	88,171,683
	T. Rowe Price Retirement 2030 Fund	Common/collective trust	132,183,167
	T. Rowe Price Retirement 2035 Fund	Common/collective trust	63,569,527
	T. Rowe Price Retirement 2040 Fund	Common/collective trust	95,236,783
	T. Rowe Price Retirement 2045 Fund	Common/collective trust	48,320,414
	T. Rowe Price Retirement 2050 Fund	Common/collective trust	36,096,143
	T. Rowe Price Retirement 2055 Fund	Common/collective trust	26,284,415
	T. Rowe Price Retirement 2060 Active Trust	Common/collective trust	1,173,205
	Morley Stable Value Fund	Common/collective trust	113,729,159
			<u>854,971,630</u>
	Plan Participants	Self-directed investments	<u>137,974,072</u>

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*	Notes Receivable from Participants	Participant loans (4.25% to 9% due thru May 2046)	68,492,373
*	Branch Banking and Trust Company	Associate insured deposit account	221,664,794
*	Branch Banking and Trust Company	Cash and cash equivalents	1,945,223
Holdings in Separately Managed Accounts			
	1st Source Corporation	Common stock	7,369
	Aaron's Inc.	Common stock	8,637
	Acco Brands Corp	Common stock	8,091
	Aegion Corp	Common stock	7,134
	Affiliated Managers Group Inc	Common stock	67,710
	AG Mortgage Investment Trust	Common stock	6,006
	Air Lease Corp	Common stock	6,866
	Allison Transmission Holdings	Common stock	53,904
	Amag Pharmaceuticals Inc	Common stock	6,647
	Ambac	Common stock	8,213
	American Axle & Mfg Hldgs	Common stock	5,346
	American Equity Investment Life	Common stock	9,715
	American Financial Group Inc	Common stock	6,433
	Amerisafe Inc	Common stock	7,357
	Amkor Technology Inc	Common stock	9,590
	Anixter International Inc	Common stock	9,240
	Annaly Capital Management	Common stock	52,203
	Anworth Mortgage Asset Corp	Common stock	5,827
	Arcbest Corp	Common stock	6,111
	Archrock Inc	Common stock	7,154
	Ares Commercial Real Estate Corp	Common stock	6,247
	Argan Inc	Common stock	5,926
	Arrow Electronics Inc	Common stock	4,991
	Ascena Retail Group Inc	Common stock	28,808
	Atlas Air Worldwide Holdings	Common stock	7,040
	Atwood Oceanics Inc	Common stock	7,064
	Avista Corp	Common stock	9,278

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Avx Corporation		Common stock	6,611
B Of I Holding, Inc.		Common stock	6,538
Banc Of California Inc		Common stock	7,513
Benchmark Electronics		Common stock	8,083
Berkshire Hills Bancorp Inc		Common stock	7,444
Big 5 Sporting Goods Corp		Common stock	6,211
Big Lots, Inc		Common stock	4,770
Bill Barrett Corp		Common stock	4,802
Blucora Inc		Common stock	6,077
Caleres Inc		Common stock	7,286
Calpine Corp		Common stock	3,395
Camden National Corp		Common stock	7,734
Capstead Mortgage Corp. New		Common stock	5,971
Casella Waste Systems, Inc.		Common stock	6,342
CBRE Group Inc		Common stock	78,725
CBS Corporation CI B		Common stock	80,479
Ceco Environmental Corp		Common stock	6,264
CED Inc		Common stock	37,875
Central Garden & Pet Co -A		Common stock	14,060
Chart Industries Inc		Common stock	8,321
Chemical Financial Corp		Common stock	10,834
Chico's FAS Inc		Common stock	35,112
Children's Place Retail Stores		Common stock	10,297
Chimera Investment Corp		Common stock	5,838
Commercial Metal Co		Common stock	9,474
Community Tr Bancorp Inc		Common stock	7,787
Consol Energy Inc		Common stock	5,214
Cooper Tire & Rubber Co.		Common stock	8,897
Cooper-Standard Holding Inc		Common stock	8,167
CRA International Inc		Common stock	6,039
Customers Bancorp, Inc.		Common stock	9,707
CYS Investments, Inc.		Common stock	5,929
Dean Foods Co		Common stock	7,710
Denbury Resources Inc		Common stock	8,063
Devry Inc		Common stock	10,889

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DHI Group Inc		Common stock	23,038
Digitalglobe Inc.		Common stock	8,223
DST Systems Inc		Common stock	47,146
Dynex Capital Inc		Common stock	5,142
E Trade Financial Corp		Common stock	115,385
Ebay Inc		Common stock	79,421
Employers Holdings Inc		Common stock	8,950
Energysys		Common stock	9,216
Enpro Industries, Inc.		Common stock	47,354
Enterprise Financial Services		Common stock	11,051
EP Energy Corp-CI A		Common stock	1,231
Equity Wealth		Common stock	5
Farmers Capital Bank Corp		Common stock	6,392
FBL Financial Group Inc - CI A		Common stock	8,831
FCB Financial Holdings-CI A		Common stock	7,918
Federal Agricultural Mtg Corp CI		Common stock	9,049
Fidelity Southern		Common stock	8,024
Fidelity National Information		Common stock	58,470
Financial Institutions, Inc.		Common stock	6,395
First American Financial Corp		Common stock	5,421
First Fefiance Finl Corp		Common stock	5,886
First Financial Corp/Indiana		Common stock	6,653
Five Prime Therapeutics Inc		Common stock	7,316
Flagstar Bancorp Inc		Common stock	6,762
Flushing Financial Corp		Common stock	7,965
Forest City Realty Trust-A		Common stock	5,627
Forestar Real Estate Group		Common stock	6,105
Fulton Finl Corp Pa		Common stock	11,205
Gentex Corp		Common stock	81,714
Getty Realty Corp		Common stock	7,163
Great Ajax Corp		Common stock	4,830
Great Plains Energy Inc		Common stock	5,497
Great Southern Bancorp, Inc.		Common stock	7,105
Great Western Bancorp Inc		Common stock	9,590
Hanmi Financial Corp		Common stock	8,655

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Hanover Insurance Group Inc		Common stock	1,092
Hawaiian Electric Inds. Inc.		Common stock	5,589
Hawaiian Holdings Inc		Common stock	11,115
HCA Holdings, Inc		Common stock	48,113
Healthsouth Corp		Common stock	5,485
Heartland Financial Usa, Inc		Common stock	7,584
Hertz Global Holdings Inc		Common stock	15,372
Hilltop Holdings Inc		Common stock	10,072
Homestreet Inc		Common stock	9,196
Hope Bancorp Inc		Common stock	10,310
Horizon Bancorp Indiana		Common stock	7,728
Hovnanian Enterprises Inc Cl A		Common stock	6,276
Huntington Ingalls Industries		Common stock	7,552
Iberiabank Corp		Common stock	6,616
Idacorp Inc		Common stock	12,405
II-VI Inc		Common stock	21,407
Infrareit Inc		Common stock	734
Interdigital Inc		Common stock	5,938
Invesco Mortgage Capital		Common stock	7,840
Iridium Communications, Inc		Common stock	7,526
Jacobs Engr Group Inc		Common stock	44,175
John B Sanfilippo & Son Inc		Common stock	2,604
K12 Inc		Common stock	7,945
Knoll Inc		Common stock	5,698
Knowles Corp		Common stock	44,532
Laboratory Corp Of America		Common stock	69,325
Ladder Capital Corp-REIT		Common stock	6,215
Lear Corp		Common stock	7,942
Leucadia National Corp		Common stock	112,181
Lexicon Pharmaceuticals Inc		Common stock	3,347
Lifepoint Health Inc		Common stock	3,976
Lincoln National Corp.		Common stock	77,867
Manpower Inc Wis		Common stock	5,332
Markel Corporation		Common stock	62,411
Mcgrath Rentcorp		Common stock	7,329

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