

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
---	--	---

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: <div style="display: flex; justify-content: space-between;"> <div> ☐ a multiemployer plan </div> <div> ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) </div> </div> <div style="display: flex; justify-content: space-between;"> <div> ☒ a single-employer plan </div> <div> ☐ a DFE (specify) ____ </div> </div>	
B This return/report is: <div style="display: flex; justify-content: space-between;"> <div> ☐ the first return/report ☐ an amended return/report </div> <div> ☐ the final return/report ☐ a short plan year return/report (less than 12 months) </div> </div>	
C If the plan is a collectively-bargained plan, check here. ☐	
D Check box if filing under: <div style="display: flex; justify-content: space-between;"> <div> ☒ Form 5558 ☐ special extension (enter description) </div> <div> ☐ automatic extension </div> <div> ☐ the DFVC program </div> </div>	

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>BB&T CORPORATION PENSION PLAN</u>		1b Three-digit plan number (PN) ►	<u>001</u>
		1c Effective date of plan <u>10/01/1944</u>	
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>BB&T CORPORATION</u> <u>200 WEST SECOND STREET</u> <u>PO BOX 1215</u> <u>WINSTON-SALEM, NC 27102-1215</u>		2b Employer Identification Number (EIN) <u>56-0939887</u>	
		2c Plan Sponsor's telephone number <u>800-716-2455</u>	
		2d Business code (see instructions) <u>522110</u>	

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	<u>10/14/2017</u>	<u>STEVE REEDER</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

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

3a Plan administrator's name and address ☐ Same as Plan Sponsor CHAIR OF THE EMPLOYEE BENEFITS PLAN COMMITTEE PO BOX 1215 WINSTON-SALEM, NC 27102-1215	3b Administrator's EIN 56-0939887
	3c Administrator's telephone number 800-716-2455
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 52508
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year.....	6a(1) 27207
a(2) Total number of active participants at the end of the plan year	6a(2) 28803
b Retired or separated participants receiving benefits.....	6b 12279
c Other retired or separated participants entitled to future benefits	6c 14341
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 55423
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 614
f Total. Add lines 6d and 6e	6f 56037
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 1791
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 3F 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(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	b General Schedules
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)
(3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☐ 0 A (Insurance Information)
	(4) ☒ C (Service Provider Information)
	(5) ☒ D (DFE/Participating Plan Information)
	(6) ☐ G (Financial Transaction Schedules)

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

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 SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
--	--	---

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **Round off amounts to nearest dollar.**

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

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

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>	
2 Assets:	
a Market value	2a <u>4449954297</u>
b Actuarial value	2b <u>4449954297</u>
3 Funding target/participant count breakdown	(1) Number of participants (2) Vested Funding Target (3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	<u>11673</u> <u>787909648</u> <u>787909648</u>
b For terminated vested participants.....	<u>13631</u> <u>395706601</u> <u>395706601</u>
c For active participants.....	<u>27207</u> <u>969486937</u> <u>1042928322</u>
d Total.....	<u>52511</u> <u>2153103186</u> <u>2226544571</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.22 %</u>
6 Target normal cost.....	6 <u>104686514</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>09/05/2017</u>
	Signature of actuary	Date
<u>BETH H. WONG, EA</u>	Type or print name of actuary	<u>17-07803</u>
<u>AON CONSULTING, INC.</u>	Firm name	Most recent enrollment number
<u>1100 REYNOLDS BOULEVARD</u> <u>WINSTON - SALEM, NC 27105</u>	Address of the firm	<u>336-728-2192</u>
		Telephone number (including area code)

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

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

Schedule SB (Form 5500) 2016
v. 160205

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	832803121	1395756158
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	832803121	1395756158
10	Interest on line 9 using prior year's actual return of <u>-1.37</u> %	-11612098	-19546281
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		201878256
b(1)	Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.41</u> %		12887118
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c	Total available at beginning of current plan year to add to prefunding balance		214765374
d	Portion of (c) to be added to prefunding balance		214765374
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	821191023	1590975251

Part III Funding Percentages			
14	Funding target attainment percentage	14	91.52%
15	Adjusted funding target attainment percentage	15	199.85%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	151.31%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/07/2016	198981321	0			
08/31/2016	40277023	0			
Totals ►			18(b)	239258344	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 237479872
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost		
21	Discount rate:		
a	Segment rates:	<div style="display: flex; justify-content: space-around;"> <div>1st segment: 4.43%</div> <div>2nd segment: 5.91%</div> <div>3rd segment: 6.65%</div> </div>	☐ N/A, full yield curve used
b	Applicable month (enter code)	21b	1
22	Weighted average retirement age	22	61
23	Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute		
Part VI	Miscellaneous Items		
24	Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No		
25	Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No		
26	Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No		
27	If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.	27	
Part VII	Reconciliation of Unpaid Minimum Required Contributions For Prior Years		
28	Unpaid minimum required contributions for all prior years	28	0
29	Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30	Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0
Part VIII	Minimum Required Contribution For Current Year		
31	Target normal cost and excess assets (see instructions):		
a	Target normal cost (line 6)	31a	104686514
b	Excess assets, if applicable, but not greater than line 31a	31b	0
32	Amortization installments:	Outstanding Balance	Installment
a	Net shortfall amortization installment	0	0
b	Waiver amortization installment	0	0
33	If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34	Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	104686514
		Carryover balance	Prefunding balance
35	Balances elected for use to offset funding requirement	0	0
36	Additional cash requirement (line 34 minus line 35)	36	104686514
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	237479872
38	Present value of excess contributions for current year (see instructions)		
a	Total (excess, if any, of line 37 over line 36)	38a	132793358
b	Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39	Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40	Unpaid minimum required contributions for all years	40	0
Part IX	Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)		
41	If an election was made to use PRA 2010 funding relief for this plan:		
a	Schedule elected	☐ 2 plus 7 years ☐ 15 years	
b	Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42	Amount of acceleration adjustment	42	
43	Excess installment acceleration amount to be carried over to future plan years	43	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection.

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

Part I	Service Provider Information (see instructions)
---------------	--

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

26-0594575

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

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

04-6506648

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

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

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

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

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

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

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

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

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

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

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

AON CONSULTING

22-2232264

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	1596391	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ARTISAN

30-0551775

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	1211874	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CORTINA

56-2450074

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	847378	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

BRANCH BANKING AND TRUST COMPANY

56-1074313

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	SUBSIDIARY	436159	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

KILPATRICK TOWNSEND ATTORNEYS

58-0511774

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29 50	NONE	51965	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
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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 PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>001</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)
--------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GENESIS EMERGING MARKETS FUND</u>		
b Name of sponsor of entity listed in (a): <u>GENESIS ASSET MANAGERS, LLP</u>		
c EIN-PN <u>22-3163872-001</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>106611072</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LEGAL & GENERAL MSCI EAFE</u>		
b Name of sponsor of entity listed in (a): <u>RELiance TRUST COMPANY OF DELAWARE</u>		
c EIN-PN <u>35-7085469-001</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>476216153</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LEGAL & GENERAL EMERGING MKT</u>		
b Name of sponsor of entity listed in (a): <u>RELiance TRUST COMPANY OF DELAWARE</u>		
c EIN-PN <u>35-7085469-003</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>46651888</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LEGAL & GENERAL S&P 500</u>		
b Name of sponsor of entity listed in (a): <u>RELiance TRUST COMPANY OF DELAWARE</u>		
c EIN-PN <u>35-7085469-005</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>901492240</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>TS&W INTERNATIONAL LARGE CAP</u>		
b Name of sponsor of entity listed in (a): <u>GLOBAL TRUST COMPANY - TS&W</u>		
c EIN-PN <u>26-6773274-003</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>51581656</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

SCHEDULE H (Form 5500) Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection

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

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

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	274850	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	81018679	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	18130084	21284813
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	266487509	179150558
(2) U.S. Government securities	1c(2)	888897640	1050117805
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	525215906	655078357
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	987106	972327
(B) Common.....	1c(4)(B)	971747091	1007408332
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	95655569	1582553009
(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)	606678906	96197363
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	1000202205	479378515

		(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:		
(1)	Employer securities	1d(1)	
(2)	Employer real property	1d(2)	
e	Buildings and other property used in plan operation	1e	
f	Total assets (add all amounts in lines 1a through 1e)	1f	4455295545 5072141079
Liabilities			
g	Benefit claims payable	1g	
h	Operating payables	1h	469967 548775
i	Acquisition indebtedness	1i	
j	Other liabilities	1j	
k	Total liabilities (add all amounts in lines 1g through 1j)	1k	469967 548775
Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	4454825578 5071592304

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)	239258344
	(B) Participants	2a(1)(B)	
	(C) Others (including rollovers)	2a(1)(C)	
(2)	Noncash contributions	2a(2)	
(3)	Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)	239258344
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	71922809
	(B) U.S. Government securities	2b(1)(B)	
	(C) Corporate debt instruments	2b(1)(C)	
	(D) Loans (other than to participants)	2b(1)(D)	
	(E) Participant loans	2b(1)(E)	
	(F) Other	2b(1)(F)	
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	71922809
(2)	Dividends: (A) Preferred stock	2b(2)(A)	
	(B) Common stock	2b(2)(B)	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	38777507
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	38777507
(3)	Rents	2b(3)	
(4)	Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	
	(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)	0
(5)	Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	
	(B) Other	2b(5)(B)	273197682
	(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)	273197682

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		623156342

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	91100029	
(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)		91100029
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)	2084515	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	2059252	
(4) Other	2i(4)	3293969	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		7437736
j Total expenses. Add all expense amounts in column (b) and enter total	2j		98537765

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		524618577
l Transfers of assets:			
(1) To this plan.....	2l(1)		92148149
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: PRICEWATERHOUSECOOPERS LLP

(2) EIN: 13-4008324

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

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

Part IV Compliance Questions

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

During the plan year:

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			
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 3990238. (See instructions.)

Part V Trust Information	
6a Name of trust BRANCH BANKING AND TRUST COMPANY	6b Trust's EIN 561074313
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under 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.
---	---	--

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

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>56-1368984</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	<u>856</u>

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

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

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

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

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

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

18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment
19	If the total number of participants is 1,000 or more, complete lines (a) through (c) a Enter the percentage of plan assets held as: Stock: <u>54.2</u> % Investment-Grade Debt: <u>43.1</u> % High-Yield Debt: <u>0.0</u> % Real Estate: <u>0.4</u> % Other: <u>2.3</u> % b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☒ 15-18 years ☐ 18-21 years ☐ 21 years or more c What duration measure was used to calculate line 19(b)? ☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Part VII	IRS Compliance Questions
-----------------	---------------------------------

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

Pension Plan

Financial Statements and Supplemental Schedules
Years Ended December 31, 2016 and 2015

BB&T Corporation Pension Plan

Index

December 31, 2016 and 2015

	Page(s)
Report of Independent Auditors	1–2
Financial Statements:	
Statements of Net Assets Available for Benefits at December 31, 2016 and 2015.....	3
Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2016.....	4
Notes to Financial Statements	5–14
Supplemental Schedules:*	
Schedule H, line 4i - Schedule of Assets (Held At End of Year) at December 31, 2016.....	15–24
Schedule H, line 4j - Schedule of Reportable Transactions for the year ended December 31, 2016.....	25–26
* Other schedules required by Section 2520-103.10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.	



Report of Independent Auditors

To the Plan Administrator of BB&T Corporation Pension Plan

We have audited the accompanying financial statements of BB&T Corporation Pension Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 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 financial status of the Plan as of December 31, 2016 and 2015, and the changes in its financial status 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 H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2016 and Schedule H, Line 4j - Schedule of Reportable Transactions for the year ended December 31, 2016 are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

A handwritten signature in black ink that reads "PricewaterhouseCoopers LLP". The signature is written in a cursive, flowing style.

Greensboro, North Carolina
October 12, 2017

BB&T Corporation Pension Plan
Statements of Net Assets Available for Benefits
December 31, 2016 and 2015

	2016	2015
Assets		
Investments, at fair value	\$ 5,050,856,266	\$ 4,355,871,932
Noninterest bearing cash	-	274,850
Due from BB&T Corporation (Note 6)	-	81,018,679
Interest and dividends receivable	21,284,813	18,130,084
Total cash and receivables	21,284,813	99,423,613
Total assets	5,072,141,079	4,455,295,545
Liabilities		
Accrued expenses and other payables	548,775	469,967
Total liabilities	548,775	469,967
Net assets available for benefits	\$ 5,071,592,304	\$ 4,454,825,578

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

BB&T Corporation Pension Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2016

Additions to net assets available for benefits attributed to:

Investment income:	
Interest	71,922,809
Dividends	38,777,507
Net appreciation in fair value of investments	<u>273,197,682</u>
Net investment income	383,897,998
Employer contributions	<u>239,258,344</u>
Total additions	<u>623,156,342</u>

Deductions from net assets available for benefits attributed to:

Benefits paid to participants	91,100,029
Administrative expenses	<u>7,437,736</u>
Total deductions	<u>98,537,765</u>

Net increase prior to transfer from other plan	524,618,577
--	-------------

Transfer from other plans (Note 6)	<u>92,148,149</u>
Net increase	616,766,726

Net assets available for benefits:

Beginning of year	<u>4,454,825,578</u>
End of year	<u><u>\$ 5,071,592,304</u></u>

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

BB&T Corporation Pension Plan

Notes to Financial Statements

December 31, 2016 and 2015

1. Description of the Plan

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

General

The Plan is a non-contributory defined benefit pension plan sponsored by BB&T Corporation (the “Corporation” or “Plan Sponsor”) which was most recently restated effective January 1, 2007. The primary purpose of the Plan is to provide retirement benefits, based on compensation and length of credited service, to members who attain normal retirement age. In addition, the Plan provides early and late retirement benefits to eligible members and beneficiaries of deceased members. It is subject to the Employee Retirement Income Security Act of 1974 (“ERISA”). The Corporation’s Board of Directors (the “Board”) is responsible for oversight of the Plan, including the appropriateness of the Plan’s investment offerings, and monitoring of investment performance. In accordance with the Plan Document, certain of the Board’s responsibilities have been delegated to the Employee Benefits Plan Committee.

Branch Banking and Trust Company (“the Bank”), a wholly owned subsidiary of the Corporation, has been appointed as Trustee of the Plan’s assets (the “Trustee”).

Eligibility and Vesting

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

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

Retirement Benefits

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

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

BB&T Corporation Pension Plan

Notes to Financial Statements

December 31, 2016 and 2015

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

Death and Disability Benefits

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

2. Summary of Accounting Policies

Basis of Accounting

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

Contributions

Contributions from the Corporation are recognized based upon amounts required to be funded under provisions of the ERISA or, if greater, amounts actually contributed for the year. The Corporation contributes such amounts as are necessary on an actuarial basis to provide the Plan with assets sufficient to meet the benefits to be paid to Plan participants. The contributions of the Corporation are designed to fund normal service cost on a current basis and to fund the estimated prior service costs over a period of 25 to 30 years. The Corporation funding policy is to meet or exceed the minimum funding required under ERISA. Corporation contributions for 2016 exceeded the minimum funding requirements of ERISA.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Board Compensation Committee, which is appointed by the Board, determines the Plan's valuation policies utilizing information provided by its investment advisers and custodian. See Note 7 for a discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Cash and Cash Equivalents

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

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

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

BB&T Corporation Pension Plan

Notes to Financial Statements

December 31, 2016 and 2015

In addition, certain investment expenses are included in net investment income presented in the accompanying Statement of Changes in Net Assets Available for Benefits.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and accumulated plan benefits at the dates of the financial statements and the reported amounts of changes in net assets available for benefits and changes in accumulated plan benefits during the reporting periods. Actual results could differ from those estimates, with the most significant estimate being the determination of the actuarial present value of accumulated Plan benefits.

3. Recent Accounting Standards

In May 2015, the FASB issued new guidance related to *Disclosures for Investments in Certain Entities that Calculate Net Asset Value Per Share (Or Its Equivalent)*. This guidance removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. Investments that calculate net asset value per share (or its equivalent), but for which the practical expedient is not applied, will continue to be included in the fair value hierarchy along with the related required disclosures. The Plan adopted this guidance effective January 1, 2016 and has retrospectively applied the disclosure provisions to all investments measured using the net asset value per share practical expedient. Upon adoption, the real estate funds, managed partnerships, private equity funds and hedge funds were excluded from the fair value hierarchy. 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.

4. Actuarial Assumptions

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

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

BB&T Corporation Pension Plan

Notes to Financial Statements

December 31, 2016 and 2015

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

The significant actuarial assumptions underlying the actuarial computations of the present value of the accumulated plan benefits as of December 31, 2016 and 2015 (the "valuation date") are as follows:

Expected long-term rate of return on plan investments	7% at December 31, 2016 and December 31, 2015
Mortality basis	RP2014 White Collar mortality table for males and aggregate for females with a Fully Generational projection using scale MP-2016 in 2016 and RP2014 White Collar mortality table for males and aggregate for females with a Fully Generational projection using scale MP-2015 in 2015
Retirement age	Graded rates of retirement based on age

At December 31, 2016, the mortality table changed from the RP2014 White Collar mortality table for males and aggregate for females with a Fully Generational projection using scale MP-2015 to the RP2014 White Collar mortality table for males and aggregate for females with a Fully Generational projection using scale MP-2016, which had the impact of decreasing the actuarial present value of accumulated plan benefits by \$11,654,013. The actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits. The computations of the actuarial present value of plan benefits were made as of January 1, 2017 and 2016. Had the valuations been performed as of December 31, there would be no material differences.

5. Actuarial Present Value of Accumulated Plan Benefits

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

Statement of Accumulated Plan Benefits

	December 31, 2016	December 31, 2015
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	\$ 868,675,791	\$ 775,543,778
Other vested participants	1,396,556,412	1,302,658,137
	<u>2,265,232,203</u>	<u>2,078,201,915</u>
Nonvested benefits	79,558,004	65,462,206
Total actuarial present value of accumulated plan benefits	<u>\$ 2,344,790,207</u>	<u>\$ 2,143,664,121</u>

BB&T Corporation Pension Plan

Notes to Financial Statements

December 31, 2016 and 2015

Statement of Changes in Accumulated Plan Benefits

	Year Ended December 31, 2016
Actuarial present value of accumulated plan benefits, beginning of year	<u>\$ 2,143,664,121</u>
Increase (decrease) during the year attributed to:	
Benefits accumulated	113,565,320
Increase for interest due to the decrease in the discount period	146,921,915
Benefits paid to participants	(91,100,029)
Change in actuarial assumptions	(12,743,031)
Acquisitions	44,481,911
Net increase	<u>201,126,086</u>
Actuarial present value of accumulated plan benefits, end of year	<u><u>\$ 2,344,790,207</u></u>

6. Plan Merger

Effective December 31, 2016, the National Penn Bancshares, Inc. Pension Plan and the Third Fed Bank Retirement Plan were merged into the Plan. Plan assets totaling \$82,029,377 and \$10,118,772 respectively, were transferred from these merged plans to the Plan. In addition, due to these plan mergers, total accumulated benefit obligations increased by \$44,481,911.

Effective December 31, 2015, the Susquehanna Bancshares, Inc. Cash Balance Pension Plan ("Susquehanna Plan") was merged into the Plan. As a result of the corporate acquisition, the Corporation assumed responsibility for funding of the 2015 contribution to the Susquehanna Plan, which was a receivable to the Plan at December 31, 2015.

7. Fair Value of Financial Instruments

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

Level 1

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

Level 2

Inputs to the valuation methodology include

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;

BB&T Corporation Pension Plan

Notes to Financial Statements

December 31, 2016 and 2015

- Inputs that are derived principally from or corroborated by observable market data by correlation or other means for substantially the full term of the asset or liability.

Level 3

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

Mutual funds and equity exchange-traded funds: Valued at the daily closing price as reported by the fund. Mutual funds and equity exchange-traded funds held by the Plan are open-end funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily Net Asset Value ("NAV") and to transact at that price. The mutual funds and equity exchange-traded funds held by the Plan are deemed to be actively traded.

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

Common/collective trust funds: 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. Transactions (purchases 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 or monthly, 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 or monthly redemption frequency, a redemption notice period of 10 to 120 days, and no unfunded commitments.

The Genesis Emerging Markets Fund is a large Guernsey-incorporated, London-based closed-end investment fund focused predominantly on holdings in the stock markets of emerging economies. Established in July 1989, the company is a constituent of the Financial Times Stock Exchange 250 Index. The fund is managed under the auspices of Genesis Investment Management.

Significant investment strategies have not been disclosed for other common/collective trust funds measured at net asset value using the practical expedient which represent investments filing Form 5500 as direct filing entities.

Corporate bonds, municipal bonds, foreign bonds, United States Government agency securities, and CMOs/Asset backed securities: Valued based on closing prices at the end of the Plan year. Closing prices are obtained from third party pricing vendors. When quoted prices are unavailable, pricing vendors use matrix pricing, which is based on quoted prices for securities with similar coupons, ratings, and maturities.

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

BB&T Corporation Pension Plan
Notes to Financial Statements
December 31, 2016 and 2015

expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

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

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

Fair Value Measurements for Assets Measured on a Recurring Basis as of December 31, 2016			
	Total	Level 1	Level 2
Mutual Funds	\$ 96,197,363	\$ 96,197,363	\$ -
Common/Collective Trust Funds	1,582,553,009	-	1,582,553,009
US Treasury/US Government Agency Securities	1,050,117,805	-	1,050,117,805
Municipal Bonds	105,247,150	-	105,247,150
CMOs/Asset Backed Securities	37,943,786	-	37,943,786
Corporate Bonds	617,134,571	-	617,134,571
Common Stocks	894,571,138	894,571,138	-
Preferred Stock	972,327	972,327	-
Foreign Stocks	112,837,194	112,837,194	-
Foreign Bonds	93,752,324	-	93,752,324
Equity Exchange-Traded Funds	87,790,351	87,790,351	-
Subtotal	<u>4,679,117,018</u>	<u>1,192,368,373</u>	<u>3,486,748,645</u>
Investments measured at Net Asset Value using the NAV practical expedient*	<u>192,588,690</u>		
Total investments at fair value, excluding cash and cash equivalents of \$179,150,558	<u>\$ 4,871,705,708</u>		

BB&T Corporation Pension Plan
Notes to Financial Statements
December 31, 2016 and 2015

Fair Value Measurements for Assets Measured on a Recurring Basis as of December 31, 2015			
	Total	Level 1	Level 2
Mutual Funds	\$ 606,678,906	\$ 606,678,906	\$ -
Common/Collective Trust Funds	95,655,569	-	95,655,569
US Treasury/US Government Agency Securities	888,897,640	-	888,897,640
Municipal Bonds	110,306,018	-	110,306,018
CMOs/Asset Backed Securities	22,030,136	-	22,030,136
Corporate Bonds	503,185,770	-	503,185,770
Common Stocks	874,146,441	874,146,441	-
Preferred Stock	987,106	987,106	-
Foreign Stocks	97,600,650	97,600,650	-
Foreign Bonds	96,768,328	-	96,768,328
Equity Exchange-Traded Funds	676,622,019	676,622,019	-
Subtotal	3,972,878,583	2,256,035,122	1,716,843,461
Investments measured at Net Asset Value using the NAV practical expedient*	116,505,840		
Total investments at fair value, excluding cash and cash equivalents of \$266,487,509	<u>\$ 4,089,384,423</u>		

(*) See below for more information related to investments measured at fair value using (NAV) per share (or its equivalent) as a practical expedient.

There were no transfers between fair value levels.

BB&T Corporation Pension Plan

Notes to Financial Statements

December 31, 2016 and 2015

Fair Value of Investments in Entities that Use NAV

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2016 and 2015:

December 31 2016	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Hedge Funds (a)	\$ 1,221,158	\$ -	n/a	n/a
Private Equity Funds (b)	44,821,064	60,948,434	n/a	n/a
Real Estate Funds (c)	59,971,841	14,299,523	n/a	n/a
Managed Partnerships (a)	86,574,627	-	quarterly	60 days
	<u>\$ 192,588,690</u>	<u>\$ 75,247,957</u>		

December 31 2015	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Hedge Funds (a)	\$ 1,438,438	\$ -	n/a	n/a
Private Equity Funds (b)	20,971,285	27,233,983	n/a	n/a
Real Estate Funds (c)	16,855,319	59,412,437	n/a	n/a
Managed Partnerships (a)	77,240,798	-	quarterly	60 days
	<u>\$ 116,505,840</u>	<u>\$ 86,646,420</u>		

- (a) *Hedge funds / managed partnerships* These funds seek to generate strong risk-adjusted returns over a full market cycle by investing in a broad range of strategies including long/short equity, global macro, arbitrage, event driven and other “skill based” strategies that do not rely on broad based exposures to specific asset classes.
- (b) *Private equity funds* These funds directly take ownership either in part or in full of private companies or conduct buyouts of public companies that result in a delisting of public equity. The private equity manager seeks to impart a substantial amount of influence over the purchased entity to improve operations, restructure the firm’s balance sheet and/or expand the business into new markets.
- (c) *Real estate funds* These funds take an active role in purchasing real estate assets in the retail, office, multi-family or hotel sector among others. The goal is to either manage the existing property, renovate the property or enhance the existing property by improving the occupancy of it. Real estate funds rely on both the income that many properties generate as well as capital appreciation.

8. Tax Status

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

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the organization has taken an uncertain position that more likely than not would be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016, there are no

BB&T Corporation Pension Plan

Notes to Financial Statements

December 31, 2016 and 2015

uncertain positions taken or expected to be taken that would require recognition of a liability or asset or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Sponsor believes it is no longer subject to income tax examinations for years prior to 2013.

9. Plan Termination

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

10. Party-in-Interest Transactions

Included in Plan assets are investments in Bank interest-bearing cash accounts of \$179,150,558 and \$266,079,770 at December 31, 2016 and 2015, respectively. The Plan also owned 2,992,845 shares of Corporation common stock with a total market value of \$113,159,463 at December 31, 2015. Investments in and transactions with the Bank or Corporation are considered party-in-interest transactions.

The cost of administrative services rendered by the Bank's Trust division paid by the Plan for the years ended December 31, 2016 and 2015 was \$453,698 and \$376,787, respectively.

11. Risks and Uncertainties

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

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

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

12. Subsequent Events

The Plan has evaluated subsequent events and determined that there were none requiring adjustment or disclosure through October 12, 2017, the date the financial statements were available to be issued.

Supplemental Schedules

BB&T Corporation Pension Plan

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2016

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
Cash and cash equivalents				
	* BB&T Insured Deposit Program For ERISA Accounts		\$ 87,146,123	\$ 87,146,123
	* BB&T Trust Deposit		92,004,435	92,004,435
			<u>\$ 179,150,558</u>	<u>\$ 179,150,558</u>
US Treasury or Government Agency Bonds/Notes				
	Fed Farm Credit Bank	4.72% due 08/03/2034	7,901,810	8,207,640
	Fed Home Loan Mtg Corp	6.75% due 03/15/2031	30,230,583	28,892,495
	Fed Home Loan Mtg Corp	6.25% due 07/15/2032	31,507,192	30,426,455
	Fed Home Loan Mtg Corp Pool	3% due 6/1/2031	99,852	97,667
	Fed Natl Mtg Assn	7.125% due 01/15/2030	27,547,542	26,249,113
	Fed Natl Mtg Assn	7.25% due 05/15/2030	24,937,156	23,546,575
	Fed Natl Mtg Assn	6.63% due 11/15/2030	28,632,147	27,334,919
	US Treasury Note	1.625% due 05/15/2026	33,003	32,917
	US Treasury Bond	4.375% due 05/15/2040	37,534,589	38,047,530
	US Treasury Bond	3.875% due 08/15/2040	43,116,840	43,136,371
	US Treasury Bond	4.25% due 11/15/2040	65,639,315	64,399,813
	US Treasury Bond	4.75% due 02/15/2041	51,590,842	52,593,275
	US Treasury Bond	4.375% due 05/15/2041	48,166,454	47,840,591
	US Treasury Bond	3.75% due 08/15/2041	53,654,894	52,783,581
	US Treasury Bond	3.125% due 11/15/2041	41,437,170	41,402,030
	US Treasury Bond	3.125% due 02/15/2042	38,440,874	38,537,416
	US Treasury Bond	2.75% due 08/15/2042	34,349,971	35,025,865
	US Treasury Bond	3.125% due 02/15/2043	56,077,827	53,894,844
	US Treasury Note	2.875% due 05/15/2043	45,911,764	50,115,722
	US Treasury Bond	3.125% due 08/15/2044	49,495,403	47,238,210
	US Treasury Note	3% due 11/15/2044	102,253,653	92,418,307
	US Treasury Note	2.5% due 02/15/2045	108,948,322	105,730,838
	US Treasury Bond	2.5% due 02/15/2046	102,038,606	91,511,441
	US Treasury Note	2.5% due 05/15/2046	52,993,236	50,654,190
			<u>\$ 1,082,539,045</u>	<u>\$ 1,050,117,805</u>
Municipal Bonds				
	California St Build America	7.63% due 03/01/2040	2,242,507	3,262,342
	Connecticut St Txbl-Ref-Ser B	3.50% due 09/01/2027	9,980,853	9,825,690
	Curators Of The Univ Of Missouri	4.24% due 11/01/2054	5,000,000	5,046,450
	Massachusetts St Dev Fin Agy	4.84% due 09/01/2043	7,000,000	7,939,400
	Missouri St Hlth & Educatl Facs	4.07% due 10/15/2044	2,500,000	2,624,875
	Missouri St Hlth & Educatl Facs	3.65% due 01/15/2046	10,000,000	9,838,100
	New York City NY Transitional	4.20% due 02/01/2038	5,140,100	5,155,100
	North Carolina State University	3.83% due 10/01/2033	2,320,653	2,651,298
	Ohio St Univ Txbl-Ser A Dtd	3.80% due 12/01/2046	7,018,870	6,840,330
	Port Auth Of New York & New Jersey	4.96% due 08/01/2046	3,500,000	3,933,020
	Port Auth Of New York & New Jersey	4.43% due 10/15/2034	10,000,000	10,465,600
	Port Auth Of New York & New Jersey	4.81% due 10/15/2065	3,000,000	3,228,660
	Santa Monica CA Cmnty College	6.76% due 08/01/2034	1,200,000	1,354,080
	Texas St A & M Univ Revenue Txbl	4.97% due 05/15/2043	7,500,000	7,982,025
	Univ Of California	3.38% due 05/15/2028	2,000,000	1,962,880
	University Of North Carolina	3.85% due 12/01/2034	12,614,450	12,745,750
	Virginia St Cmwith Univ Hlth Sys	4.96% due 01/01/2044	5,000,000	5,322,350
	West Virginia St Univ Revenues	4.47% due 10/01/2042	5,000,000	5,069,200
			<u>\$ 101,017,433</u>	<u>\$ 105,247,150</u>
CMO's / Asset Backed				
	Citibank Credit Card Issuance	6.15% due 06/15/2039	30,253,530	29,720,764
	Fed Natl Mtge Assn Series 2016-7	3.50% due 03/25/2036	8,688,038	8,223,022
			<u>\$ 38,941,568</u>	<u>\$ 37,943,786</u>

BB&T Corporation Pension PlanSchedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2016

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
Corporate Bonds				
	AT&T Inc	4.75% due 05/15/2046	9,495,323	9,115,128
	AT&T Inc	4.55% due 03/09/2049	4,488,549	4,213,755
	Abbvie Inc	4.40% due 11/06/2042	2,882,481	2,817,546
	Alexandria Real Estate	4.50% due 07/30/2029	3,545,968	3,541,982
	Altria Group Inc	5.38% due 01/31/2044	3,838,578	4,452,988
	American Express Co	4.05% due 12/03/2042	2,537,920	2,653,805
	Amgen Inc	5.15% due 11/15/2041	4,646,580	4,757,175
	Anheuser-Busch Inbev	6.38% due 01/15/2040	4,981,071	4,792,452
	Anheuser-Busch Inbev Fin	4.90% due 02/01/2046	14,783,751	15,088,945
	Apache Corp	4.75% due 04/15/2043	2,389,217	2,549,324
	Apache Corp	4.25% due 01/15/2044	1,535,957	1,700,540
	Appalachian Power Co	5.80% due 10/01/2035	5,008,325	5,154,413
	Apple Inc	3.85% due 05/04/2043	3,290,967	3,279,903
	Apple Inc	3.85% due 08/04/2046	3,665,261	3,521,165
	AT&T Inc	5.35% due 09/01/2040	497,496	461,123
	Bank Of America Corp	5.88% due 02/07/2042	7,451,429	7,862,268
	W. R. Berkley Corp	6.25% due 02/15/2037	2,900,558	2,879,776
	Biogen Inc	5.20% due 09/15/2045	4,567,524	4,922,690
	Blackstone Holdings Fin	6.25% due 08/15/2042	3,471,409	3,507,995
	Buckeye Partners, LP	5.85% due 11/15/2043	2,976,242	3,020,889
	Burlington North Santa Fe	5.75% due 05/01/2040	3,246,129	3,453,760
	Burlington North Santa Fe	4.95% due 09/15/2041	1,981,092	2,153,572
	CBS Corporation	4.60% due 01/15/2045	1,893,100	1,924,900
	CBRE Services Inc	5.25% due 03/15/2025	2,050,000	2,113,878
	CME Group Inc	5.30% due 09/15/2043	2,067,103	2,401,575
	CMS Energy Corp	4.70% due 03/31/2043	3,109,151	3,259,900
	CRH America Inc	5.13% due 05/18/2045	2,662,040	2,806,465
	CVS Health Corp	5.13% due 07/20/2045	2,526,757	2,563,235
	Calif Institute Of Technology	4.28% due 09/01/2116	4,551,065	3,817,661
	Cargill Inc	4.76% due 11/23/2045	1,386,406	1,522,686
	Carlyle Holdings II Fin	5.63% due 03/30/2043	4,367,013	4,081,440
	Caterpillar Inc	3.80% due 08/15/2042	2,833,108	2,452,013
	Caterpillar Inc	3.80% due 08/15/2042	911,519	989,645
	Celgene Corp	4.63% due 05/15/2044	4,583,716	4,503,952
	Charter Comm Opt LLC	6.48% due 10/23/2045	9,245,456	9,826,680
	Chubb Corp	6.50% due 05/15/2038	3,403,600	3,350,875
	Cisco Systems Inc Systems Inc	5.50% due 01/15/2040	2,052,886	2,070,940
	Citigroup Inc	5.88% due 01/30/2042	3,223,248	3,258,118
	Citigroup Inc	5.30% due 05/06/2044	6,783,415	7,217,106
	Comcast Corp	4.20% due 08/15/2034	9,863,982	10,284,160
	Comcast Corp	4.60% due 08/15/2045	4,692,600	4,717,215
	Conocophillips	6.50% due 02/01/2039	3,212,534	3,291,366
	Diamond 1 Fin/Diamond 2	8.35% due 07/15/2046	2,697,840	3,324,483
	Walt Disney Company	4.38% due 08/16/2041	4,376,970	4,398,715
	Dominion Gas Hldgs LLC	4.80% due 11/01/2043	3,800,844	3,730,284
	Dow Chemical Co	4.38% due 11/15/2042	1,917,560	1,941,440
	Duke Energy Carolinas	6.10% due 06/01/2037	10,263,322	10,116,105
	ERAC USA Finance LLC	7.00% due 10/15/2037	1,902,360	1,900,590
	ERP Operating LP	4.50% due 07/01/2044	3,624,341	3,709,021
	ERAC USA Finance LLC	5.63% due 03/15/2042	4,007,165	4,199,687
	Ecolab Inc	5.50% due 12/08/2041	2,726,790	2,967,023
	Energy Transfer Partners	7.50% due 07/01/2038	4,824,334	4,757,305
	Energy Transfer Partners	5.15% due 03/15/2045	2,492,476	2,685,424
	Enlink Midstream Partners LP	5.05% due 04/01/2045	4,468,868	4,170,130
	Entergy Louisiana LLC	4.95% due 01/15/2045	4,111,880	4,105,920
	Enterprise Products Oper	6.45% due 09/01/2040	4,791,332	4,825,878
	Equifax Inc	7.00% due 07/01/2037	2,713,050	2,705,360
	Exxon Mobil Corp Exxon Mobil	4.11% due 03/01/2046	4,904,595	4,609,215
	Federal Realty Investment	4.50% due 12/01/2044	2,669,220	2,733,021
	FedEx Corp	4.10% due 02/01/2045	3,165,530	2,949,471
	Fifth Third Bancorp	8.25% due 03/01/2038	2,610,827	2,604,935
	Ford Motor Company Motor Company	7.45% due 07/16/2031	5,730,752	5,792,056
	Fortive Corporation	4.30% due 06/15/2046	3,668,084	3,618,998
	General Electric Co	6.88% due 01/10/2039	3,171,943	3,853,366
	General Motors Co.	5.00% due 04/01/2035	5,056,110	5,119,380
	George Washington University	4.36% due 09/15/2043	5,000,000	4,933,850
	Georgetown University	5.06% due 04/01/2044	2,000,000	2,095,160
	Georgia Power Company Power	5.65% due 03/01/2037	5,520,537	5,489,821
	Gilead Sciences, Inc.	5.65% due 12/01/2041	4,864,572	4,900,719
	Goldman Sachs Group Inc Inc	6.75% due 10/01/2037	12,343,729	13,348,729

BB&T Corporation Pension PlanSchedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2016

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Guardian Life Insurance	4.88% due 06/19/2064	5,581,240	5,500,880
	HCP Inc Dtd 01/24/2011 Callable	6.75% due 02/01/2041	2,817,455	2,474,303
	Health Care REIT Inc	6.50% due 03/15/2041	3,932,858	4,311,652
	Hess Corporation	4.30% due 04/01/2027	1,846,115	1,841,527
	Hess Corporation	5.80% due 04/01/2047	2,542,733	2,646,441
	Hollyfrontier Corp	5.88% due 04/01/2026	2,475,424	2,527,183
	Home Depot Inc	5.95% due 04/01/2041	3,919,512	4,176,122
	Humana Inc	4.95% due 10/01/2044	2,841,239	3,000,805
	ING US Inc	5.70% due 07/15/2043	2,610,867	2,601,940
	Intl Paper Co	7.30% due 11/15/2039	6,258,170	6,136,644
	JP Morgan Chase & Co	5.60% due 07/15/2041	11,336,117	11,802,546
	Jefferies Group LLC	6.50% due 01/20/2043	3,174,073	3,107,550
	John Hopkins University	3.75% due 07/01/2045	2,675,000	2,594,536
	KKR Group Finance Co III	5.13% due 06/01/2044	4,183,967	3,908,822
	Kansas City Southern	4.30% due 05/15/2043	1,609,772	1,724,963
	Kimco Realty Corp	4.25% due 04/01/2045	3,562,020	3,462,192
	Kraft Heinz Foods Co	5.00% due 07/15/2035	3,367,913	3,330,893
	Liberty Mutual Group Inc	6.50% due 05/01/2042	4,055,315	4,173,418
	Magellan Midstream Partners LP	4.20% due 12/01/2042	2,887,902	2,811,684
	Mass Institute Of Tech	3.89% due 07/01/2116	2,000,000	1,711,120
	Mass Mutual Life Ins Co	8.88% due 06/01/2039	3,241,427	3,129,919
	Medtronic Inc	4.38% due 03/15/2035	5,402,904	5,683,200
	Merck & Co Inc	3.70% due 02/10/2045	4,031,023	3,721,667
	Merrill Lynch & Co	7.75% due 05/14/2038	4,959,377	5,107,928
	MetLife Inc	5.88% due 02/06/2041	3,805,161	4,184,814
	Microsoft Corp	4.75% due 11/03/2055	7,066,975	7,505,061
	Midamerican Energy Co	4.80% due 09/15/2043	6,218,499	6,399,193
	Mohawk Ind Inc	3.85% due 02/01/2023	1,999,340	2,043,620
	Morgan Stanley St Dean Witter	7.25% due 04/01/2032	7,034,801	7,350,441
	Morgan Stanley	4.30% due 01/27/2045	5,648,834	5,507,046
	National Rural Utilities Coop	4.02% due 11/01/2032	4,310,421	4,287,479
	New York Life Ins	6.75% due 11/15/2039	2,556,573	2,571,431
	Noble Energy Inc	6.00% due 03/01/2041	4,601,748	4,630,034
	Norfolk Southern Corp	3.95% due 10/01/2042	4,293,161	4,529,219
	Occidental Petroleum Corp	4.10% due 02/15/2047	3,906,230	3,813,367
	Ohio National Life Ins	6.88% due 06/15/2042	3,293,148	3,245,715
	Oracle Corp	5.38% due 07/15/2040	5,779,514	5,900,032
	Oracle Corp	4.00% due 07/15/2046	4,226,920	3,826,000
	Pacific Gas & Electric	4.75% due 02/15/2044	6,870,132	6,913,494
	Pacific Lifecorp	5.13% due 01/30/2043	3,147,326	3,183,935
	Pepsico Inc	4.45% due 04/14/2046	2,882,805	2,902,343
	Pepsico Inc	3.45% due 10/06/2046	4,567,515	4,195,109
	Phillips 66	5.88% due 05/01/2042	4,046,783	4,529,030
	Prudential Financial Inc	5.63% due 06/15/2043	3,962,400	3,988,800
	Public Service Electric Dtd	5.38% due 11/01/2039	4,179,812	4,089,641
	Puget Sound Energy Inc	5.64% due 04/15/2041	4,281,585	4,075,847
	Reynolds American Inc	5.85% due 02/12/2045	4,999,134	5,731,189
	Reynolds American Inc	7.00% due 08/04/2041	2,589,669	2,957,529
	RWJ Barnabas Health	3.95% due 07/01/2046	5,000,000	4,605,200
	Simon Property Group LP	6.75% due 02/01/2040	3,474,877	3,857,866
	Southern Cal Edison Cal Edison	6.00% due 01/15/2034	4,510,954	4,445,361
	Spectra Energy Capital	7.50% due 09/15/2038	3,020,007	2,699,816
	Stryker Corp	4.63% due 03/15/2046	7,509,756	7,734,273
	Target Corp	3.63% due 04/15/2046	4,473,900	4,181,445
	Teachers Insur & Annuity	6.85% due 12/16/2039	4,484,416	4,470,645
	Time Warner Inc	4.85% due 07/15/2045	5,716,630	5,505,995
	TransAtlantic Holdings Inc	8.00% due 11/30/2039	2,571,511	2,458,531
	Dartmouth College	3.47% due 06/01/2046	2,999,850	2,817,540
	United Technologies Corp	3.75% due 11/01/2046	3,091,077	3,140,577
	United Health Group Inc	4.63% due 11/15/2041	3,150,127	3,265,616
	United Health Group Inc	4.75% due 07/15/2045	2,589,314	2,864,212
	Ventas Realty LP/Cap Crp	4.38% due 02/01/2045	3,210,970	3,286,010
	Verizon Communications	6.40% due 02/15/2038	4,103,132	4,141,554
	Verizon Communications	6.55% due 09/15/2043	10,397,376	11,050,975
	Verizon Communications	5.01% due 08/21/2054	8,670,519	9,320,901
	Verisk Analytics Inc	5.50% due 06/15/2045	3,492,142	3,722,040
	Visa Inc	4.30% due 12/14/2045	4,592,318	4,855,346
	Wea Finance LLC/Westfield	4.75% due 09/17/2044	3,488,905	3,459,645
	Wal-Mart Stores Inc	5.63% due 04/15/2041	7,956,798	8,227,658
	Waste Management Inc	4.10% due 03/01/2045	4,241,060	4,196,201
	Anthem Inc	6.38% due 06/15/2037	2,576,803	2,520,327

BB&T Corporation Pension PlanSchedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2016

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Western Gas Partners	5.45% due 04/01/2044	4,528,378	4,737,816
	Whirlpool Corp	5.15% due 03/01/2043	2,742,875	2,837,981
	Williams Partners LP	5.10% due 09/15/2045	2,932,097	3,387,404
	Wyeth	5.95% due 04/01/2037	3,005,650	3,146,125
	Zoetis Inc	4.70% due 02/01/2043	2,408,449	2,408,117
			\$ 607,546,357	\$ 617,134,571
	Foreign Bonds			
	Actavis Funding Scs	4.75% due 03/15/2045	5,411,221	5,345,520
	Aercap Ireland Cap Ltd/A	4.25% due 07/01/2020	1,257,911	1,281,293
	Air Liquide Finance	3.50% due 09/27/2046	4,490,865	4,165,065
	America Movil Sab De Cv	6.38% due 03/01/2035	1,951,668	1,973,955
	Arch Capital Group Ltd	7.35% due 05/01/2034	3,456,065	3,273,592
	British Telecom Plc Telecom	8.88% due 12/15/2030	2,850,808	2,952,191
	CNOOC Finance 2013 Ltd	4.25% due 05/09/2043	2,403,709	2,414,448
	Republic Of Chile	3.63% due 10/30/2042	1,784,000	1,860,800
	Credit Suisse Gp Fun Ltd	4.88% due 05/15/2045	3,486,805	3,592,645
	Dai-ichi Mutual Life	5.10% due 10/28/2024	2,911,750	2,896,313
	Electricite De France	4.88% due 01/22/2044	3,604,343	3,582,007
	GE Capital Intl Funding	4.42% due 11/15/2035	9,958,785	12,294,080
	HSBC Holdings Plc Holdings Plc	6.80% due 06/01/2038	2,921,975	3,064,615
	Meiji Yasuda Life Insurance	5.20% due 10/20/2045	4,530,000	4,682,117
	Shell International Fin	4.55% due 08/12/2043	5,927,135	5,526,999
	Statoil Asa	5.10% due 08/17/2040	2,831,078	2,752,395
	Telefonica Emisiones Sau	7.05% due 06/20/2036	3,437,807	3,354,452
	Teva Pharmaceuticals	4.10% due 10/01/2046	4,462,515	3,855,870
	United Mexican States	4.75% due 03/08/2044	7,863,823	7,861,808
	Validus Holdings Ltd	8.88% due 01/26/2040	2,413,800	2,292,081
	WPP Finance 2010	5.13% due 09/07/2042	4,707,090	4,766,382
	Westpac Banking Corp	4.32% due 11/23/2031	2,800,000	2,808,932
	Glencore Finance Canada	5.30% due 10/25/2042	4,700,036	4,592,815
	XLIT Ltd.	5.50% due 03/31/2045	2,524,473	2,561,949
			\$ 92,687,662	\$ 93,752,324
	Preferred Stock			
	US Bancorp Preferred 6.5%	34370 Share of Preferred Stock	\$ 971,619	\$ 972,327
	Mutual Funds			
	Sterling Capital Behavioral	1937834.721 Units	27,852,355	34,125,269
	Sterling Capital Ultra Short	1045466.838 Units	10,449,477	10,235,120
	Sterling Capital Behav Int-Inst	5405315.276 Units	50,877,790	51,836,974
			\$ 89,179,622	\$ 96,197,363
	Common/Collective Trust			
	Genesis Emerging Markets Fund	Collective Trust	57,781,288	106,611,072
	Legal & General Emerging Mkt	Collective Trust	49,509,564	46,651,888
	Legal & General S&P 500	Collective Trust	873,370,633	901,492,240
	Legal & General MSCI EAFE	Collective Trust	477,685,843	476,216,153
	TS&W International Large Cap	Collective Trust	50,000,613	51,581,656
			\$ 1,508,347,941	\$ 1,582,553,009
	Common Stock			
	AAC Holdings Inc	76404 Shares of Common Stock	1,625,175	553,165
	Aflac Inc	4300 Shares of Common Stock	254,990	299,280
	AT&T Inc	104700 Shares of Common Stock	3,910,089	4,452,891
	Abbott Laboratories	82590 Shares of Common Stock	2,668,885	3,172,282
	Abbvie Inc	51000 Shares of Common Stock	1,653,049	3,193,620
	Abiomed Inc	11507 Shares of Common Stock	615,227	1,296,609
	Activision Blizzard Inc	161506 Shares of Common Stock	4,748,546	5,831,982
	Acuity Brands, Inc.	15558 Shares of Common Stock	3,352,470	3,591,720
	Addus Homecare Corp	43243 Shares of Common Stock	978,928	1,515,667
	Advance Auto Parts	18136 Shares of Common Stock	2,955,050	3,067,160
	Advansix Inc	1284 Shares of Common Stock	17,411	28,428
	Aetna Inc New	14400 Shares of Common Stock	1,378,351	1,785,744
	Affiliated Managers Group Inc	67225 Shares of Common Stock	8,805,307	9,767,793
	Air Lease Corp	92375 Shares of Common Stock	2,649,721	3,171,234
	Akamai Technologies	52800 Shares of Common Stock	2,309,744	3,520,704
	Alaska Air Group Inc	3900 Shares of Common Stock	340,266	346,047
	Alliance Data Systems	9000 Shares of Common Stock	1,778,169	2,056,500
	Allison Transmission Holdings	218000 Shares of Common Stock	5,172,554	7,344,420

BB&T Corporation Pension Plan

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2016

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Allscripts Healthcare Solutions	61375 Shares of Common Stock	718,158	626,639
	Almost Family Inc	30291 Shares of Common Stock	1,254,311	1,335,833
	Alphabet Inc -Cl C	4450 Shares of Common Stock	2,359,153	3,434,599
	Amedisys Inc	25153 Shares of Common Stock	1,024,139	1,072,272
	American Software Inc	62880 Shares of Common Stock	586,698	649,550
	Amerisafe Inc	15188 Shares of Common Stock	460,106	946,972
	Ametek Inc	28809 Shares of Common Stock	1,335,903	1,400,117
	Amgen Inc	16400 Shares of Common Stock	2,558,004	2,397,844
	Anadarko Pete Corp.	7550 Shares of Common Stock	475,769	526,462
	Anixter International Inc	25050 Shares of Common Stock	1,614,504	2,030,303
	Annaly Capital Management	725400 Shares of Common Stock	9,649,278	7,232,238
	Anthem Inc	24720 Shares of Common Stock	2,380,630	3,553,994
	Apple Inc	24300 Shares of Common Stock	2,798,597	2,814,426
	Applied Materials	81400 Shares of Common Stock	1,799,666	2,626,778
	Aramark	86396 Shares of Common Stock	2,892,648	3,086,065
	Archer - Daniels - Midland Co.	60500 Shares of Common Stock	2,640,090	2,761,825
	Arrow Electronics Inc	8400 Shares of Common Stock	511,544	598,920
	Ascena Retail Group Inc	784125 Shares of Common Stock	11,924,758	4,853,734
	Athenahealth Inc	16985 Shares of Common Stock	1,575,979	1,786,312
	B&G Foods Inc	29761 Shares of Common Stock	1,392,431	1,303,532
	BOK Financial Corp	1650 Shares of Common Stock	110,968	137,016
	Baker Hughes Inc	44700 Shares of Common Stock	2,298,106	2,904,159
	Balchem Corp	875 Shares of Common Stock	72,164	73,430
	Bancorsouth Inc	56305 Shares of Common Stock	1,333,107	1,748,270
	Bank Of America Corp	259600 Shares of Common Stock	4,791,801	5,737,160
	Bank Of The Ozarks	30386 Shares of Common Stock	1,182,665	1,598,000
	Bank Of New York Mellon	44700 Shares of Common Stock	2,146,535	2,117,886
	Beacon Roofing Supply Inc	46766 Shares of Common Stock	1,996,091	2,154,510
	Becton Dickinson & Co.	25691 Shares of Common Stock	3,614,360	4,253,145
	Berry Plastics Group In	13500 Shares of Common Stock	518,908	657,855
	Best Buy Co Inc	17200 Shares of Common Stock	716,953	733,924
	Blackbaud Inc	18264 Shares of Common Stock	938,986	1,168,896
	Blue Buffalo Pet Products, Inc	44469 Shares of Common Stock	1,059,927	1,069,035
	The Boeing Company Capital	13350 Shares of Common Stock	1,799,148	2,078,328
	Boston Scientific	396813 Shares of Common Stock	6,917,162	8,583,065
	Brandywine Realty Trust Reits	45200 Shares of Common Stock	718,630	746,252
	Brinker Intl Inc	20090 Shares of Common Stock	987,327	995,058
	Bristol-Myers Squibb Co	39972 Shares of Common Stock	2,259,434	2,335,964
	Broadsoft Inc	39031 Shares of Common Stock	1,378,517	1,610,029
	Burlington Stores Inc	38230 Shares of Common Stock	1,710,770	3,239,993
	CBS Corporation Cl B	312084 Shares of Common Stock	15,123,709	19,854,784
	CBRE Group Inc	456350 Shares of Common Stock	11,247,229	14,370,462
	CEB Inc	121975 Shares of Common Stock	6,721,778	7,391,685
	Cigna	38458 Shares of Common Stock	2,695,444	5,129,913
	CSX Corp Corporation	23950 Shares of Common Stock	742,888	860,524
	CVS	25000 Shares of Common Stock	1,812,590	1,972,750
	Caci Intl Inc Cl A	10011 Shares of Common Stock	1,273,631	1,244,367
	Capital One Financial Corp	38420 Shares of Common Stock	2,491,838	3,351,761
	Carrizo Oil & Gas Inc	10305 Shares of Common Stock	398,618	384,892
	Casey'S General Stores, Inc.	12806 Shares of Common Stock	992,400	1,522,377
	Chemical Financial Corp	13972 Shares of Common Stock	420,330	756,863
	Chico'S Fas Inc	338225 Shares of Common Stock	5,243,320	4,867,058
	Cimarex Energy Co	22075 Shares of Common Stock	2,550,275	2,999,993
	Cirrus Logic	21992 Shares of Common Stock	763,799	1,243,428
	Cisco Systems Inc	118900 Shares of Common Stock	2,819,931	3,593,158
	Cintas Corporation	15140 Shares of Common Stock	1,699,524	1,749,578
	Citrix Systems Inc	6500 Shares of Common Stock	520,600	580,515
	Columbia Banking System Inc	34918 Shares of Common Stock	719,846	1,560,136
	Columbia Property Trust Inc	33300 Shares of Common Stock	711,791	719,280
	Columbia Sportswear Co	11331 Shares of Common Stock	642,734	660,597
	Comcast Corp	79700 Shares of Common Stock	2,973,385	5,503,285
	Commvault Systems, Inc	47589 Shares of Common Stock	2,080,450	2,446,075
	Concho Resources Inc	35472 Shares of Common Stock	4,240,033	4,703,587
	Core-Mark Holding Company Inc	39035 Shares of Common Stock	1,330,458	1,681,237
	Corning Inc	54000 Shares of Common Stock	1,233,662	1,310,580
	Cullen/Frost Bankers Inc	7800 Shares of Common Stock	548,530	688,194
	Cummins Inc Inc	19900 Shares of Common Stock	2,582,629	2,719,733
	DHI Group Inc Dhi Group	673767 Shares of Common Stock	5,386,725	4,211,044
	DST Systems Inc	81925 Shares of Common Stock	7,174,290	8,778,264
	Del Frisco'S Restaurant Group	98075 Shares of Common Stock	1,422,217	1,667,275
	Denbury Resources Inc	279825 Shares of Common Stock	1,430,328	1,029,756

BB&T Corporation Pension Plan

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2016

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Devon Energy Corp	49500 Shares of Common Stock	2,034,292	2,260,665
	Dexcom Inc	57629 Shares of Common Stock	4,202,969	3,440,451
	Discover Financial Services	87700 Shares of Common Stock	5,096,798	6,322,293
	Discovery Communications A	38000 Shares of Common Stock	1,484,595	1,041,580
	Discovery Communications C	91000 Shares of Common Stock	3,254,038	2,436,980
	Dollar Tree Inc	27226 Shares of Common Stock	2,180,510	2,101,303
	Dorman Products, Inc	11516 Shares of Common Stock	550,919	841,359
	Duke Energy Corporation	22450 Shares of Common Stock	1,658,523	1,742,569
	Dunkin' Brands Group Inc	34750 Shares of Common Stock	1,469,783	1,822,290
	Dycom Industries	19797 Shares of Common Stock	1,482,253	1,589,501
	E Trade Financial Corp	531275 Shares of Common Stock	8,161,037	18,408,679
	Eaton Vance Corporation	14950 Shares of Common Stock	541,275	626,106
	Ebay Inc	446100 Shares of Common Stock	11,182,914	13,244,709
	Electronic Arts Inc	51312 Shares of Common Stock	2,254,562	4,041,333
	Encore Wire Corporation	22266 Shares of Common Stock	881,059	965,231
	Energizer Holdings Inc	16250 Shares of Common Stock	672,975	724,913
	Enpro Industries, Inc.	123900 Shares of Common Stock	6,418,425	8,345,904
	Envision Healthcare Corp	55281 Shares of Common Stock	4,061,094	3,498,734
	Exelon Corp	33000 Shares of Common Stock	1,139,810	1,171,170
	Expedia Inc	12472 Shares of Common Stock	1,497,220	1,412,828
	Express Scripts Holding Co	13600 Shares of Common Stock	1,045,341	935,544
	Fmc Technologies Inc	19900 Shares of Common Stock	710,165	707,047
	Fidelity National Information	151323 Shares of Common Stock	5,879,171	11,446,072
	Fidelity National Fnfv	128850 Shares of Common Stock	1,281,358	1,765,245
	First American Financial Corp	13150 Shares of Common Stock	536,165	481,685
	Ford Motor Company	241000 Shares of Common Stock	3,010,263	2,923,330
	Fortune Brands Home & Security	101716 Shares of Common Stock	4,245,312	5,437,737
	Forum Energy Technologies Inc	68881 Shares of Common Stock	1,227,013	1,515,382
	G-lli Apparel Group Ltd	58141 Shares of Common Stock	2,476,999	1,718,648
	Gaming And Leisure Propertie	16300 Shares of Common Stock	539,096	499,106
	Gartner, Inc	26890 Shares of Common Stock	1,791,423	2,717,772
	General Motors Co.	170916 Shares of Common Stock	5,417,473	5,954,713
	Gentex Corp	692670 Shares of Common Stock	10,639,459	13,638,672
	Gibraltar Industries Inc	37521 Shares of Common Stock	941,613	1,562,750
	Gilead Sciences, Inc.	41500 Shares of Common Stock	3,539,070	2,971,815
	Global Payments Inc	106327 Shares of Common Stock	5,918,662	7,380,157
	Granite Construction	35817 Shares of Common Stock	1,500,235	1,969,935
	Great Western Bancorp Inc	55575 Shares of Common Stock	1,390,245	2,422,514
	Guidewire Software Inc	59943 Shares of Common Stock	3,029,517	2,956,988
	HCA Holdings, Inc	163850 Shares of Common Stock	10,684,824	12,128,177
	HD Supply Holdings Inc	94324 Shares of Common Stock	3,106,875	4,009,713
	HMS Holdings Corp	91479 Shares of Common Stock	1,464,386	1,661,259
	HP Inc	175800 Shares of Common Stock	2,787,784	2,608,872
	Harris Corporation	21807 Shares of Common Stock	1,946,802	2,234,563
	Headwaters Inc	41268 Shares of Common Stock	526,333	970,623
	Healthequity Inc	20232 Shares of Common Stock	682,623	819,801
	Hertz Global Holdings Inc	134162 Shares of Common Stock	8,106,375	2,892,533
	Home Bancshares Inc	53097 Shares of Common Stock	454,413	1,474,504
	Honeywell International Inc	32122 Shares of Common Stock	3,251,463	3,721,334
	Hospitality Pptys Tr	15450 Shares of Common Stock	443,534	490,383
	Host Hotels & Resorts Inc Corp	131100 Shares of Common Stock	2,507,072	2,469,924
	J. B. Hunt	21000 Shares of Common Stock	1,572,320	2,038,470
	Huntington Ingalls Industries	3900 Shares of Common Stock	429,695	718,341
	Istar Financial Inc	126300 Shares of Common Stock	1,350,675	1,562,331
	Imperva Inc	29991 Shares of Common Stock	1,149,464	1,151,654
	Ingevity Corp	33811 Shares of Common Stock	1,277,044	1,854,871
	Ingredion Inc	4300 Shares of Common Stock	534,259	537,328
	Inogen Inc	28995 Shares of Common Stock	755,782	1,947,594
	Intercontinentalexchange	62935 Shares of Common Stock	2,905,831	3,550,793
	International Paper Company	13900 Shares of Common Stock	672,033	737,534
	Intuit Inc	43455 Shares of Common Stock	2,302,937	4,980,378
	Investment Tech Group Inc	78950 Shares of Common Stock	1,185,060	1,558,473
	Ion Geophysical Corp	18205 Shares of Common Stock	363,274	109,230
	Jpmorgan Chase & Co	82200 Shares of Common Stock	5,559,215	7,093,038
	Jacobs Engr Group Inc	107575 Shares of Common Stock	4,507,279	6,131,775
	John Bean Technologies Corp	11110 Shares of Common Stock	482,613	954,905
	Johnson & Johnson	66100 Shares of Common Stock	6,897,784	7,615,381
	J2 Global, Inc.	32307 Shares of Common Stock	1,306,589	2,642,713
	KLX Inc	48100 Shares of Common Stock	1,675,804	2,169,791
	K2M Group Holdings Inc	82744 Shares of Common Stock	1,418,939	1,658,190
	Kinsale Capital Group Inc	26212 Shares of Common Stock	724,047	891,470

BB&T Corporation Pension PlanSchedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2016

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Knoll Inc	5384 Shares of Common Stock	107,190	150,375
	Knowles Corp	452400 Shares of Common Stock	11,148,687	7,559,604
	Kohls Corp	12900 Shares of Common Stock	712,326	637,002
	LHC Group Inc	45053 Shares of Common Stock	1,382,880	2,058,922
	LKQ Corp	285448 Shares of Common Stock	6,383,844	8,748,981
	Laboratory Corp Of American	74410 Shares of Common Stock	7,033,787	9,552,756
	Lamar Advertising Co-A	10700 Shares of Common Stock	722,357	719,468
	Lear Corp	4750 Shares of Common Stock	474,873	628,758
	Lennar Corp	58000 Shares of Common Stock	2,230,611	2,489,940
	Leucadia National Corp	666700 Shares of Common Stock	14,286,315	15,500,775
	Lincoln National Corp.	174300 Shares of Common Stock	6,367,253	11,550,861
	Lion Bridge Technologies Inc	299075 Shares of Common Stock	1,419,643	1,734,635
	Live Nation	94000 Shares of Common Stock	2,283,146	2,500,400
	Logmein Inc	14062 Shares of Common Stock	756,904	1,357,686
	MCBC Holdings Inc	96000 Shares of Common Stock	1,301,620	1,399,680
	Mks Instruments Inc	24950 Shares of Common Stock	1,252,995	1,482,030
	Steven Madden Ltd	62181 Shares of Common Stock	2,024,854	2,222,971
	Manpower Inc Wis	7800 Shares of Common Stock	717,900	693,186
	Marathon Petroleum Corp	59500 Shares of Common Stock	2,650,131	2,995,825
	Markel Corporation	9431 Shares of Common Stock	5,112,562	8,530,340
	Mastec Inc	14564 Shares of Common Stock	304,485	557,073
	Maxim Integrated Product	66176 Shares of Common Stock	1,930,381	2,552,408
	Maxlinear, Inc. CI A	45233 Shares of Common Stock	989,835	986,079
	Mcdonalds Corp.	12800 Shares of Common Stock	912,862	1,558,016
	Mead Johnson Nutrition Company	23500 Shares of Common Stock	1,676,933	1,662,860
	Mednax Inc	45608 Shares of Common Stock	2,619,205	3,040,229
	Merck & Co Inc	46200 Shares of Common Stock	2,394,170	2,719,794
	Mercury Systems Inc	51252 Shares of Common Stock	957,903	1,548,835
	Metlife Inc	17850 Shares of Common Stock	1,010,699	961,937
	Michaels Cos Inc/The	3556 Shares of Common Stock	91,896	72,720
	Microsoft Corp	31937 Shares of Common Stock	796,714	1,984,565
	Microstrategy Inc CI A	46891 Shares of Common Stock	6,108,409	9,256,283
	Middleby Corp	19932 Shares of Common Stock	2,226,567	2,567,441
	Mistras Group, Inc	69000 Shares of Common Stock	1,455,938	1,771,920
	Monster Beverage Corp	75986 Shares of Common Stock	2,984,308	3,369,219
	Morgan Stanley	79750 Shares of Common Stock	2,700,030	3,369,438
	Motorola Solutions Inc	32737 Shares of Common Stock	2,309,908	2,713,570
	Mueller Water Products Inc	75288 Shares of Common Stock	760,156	1,002,083
	Myriad Genetics Inc	87500 Shares of Common Stock	2,091,190	1,458,625
	Ncr Corp	387960 Shares of Common Stock	10,219,134	15,735,658
	Navient Corp	42000 Shares of Common Stock	528,305	690,060
	Newell Brands Inc	103263 Shares of Common Stock	4,686,889	4,610,693
	News Corp New CI B	693415 Shares of Common Stock	10,227,481	8,182,297
	Northern Trust Group	25925 Shares of Common Stock	2,315,709	2,308,621
	Northrop Grumman Corp	10300 Shares of Common Stock	2,386,713	2,395,574
	Nu Skin Enterprises Inc	14500 Shares of Common Stock	594,267	692,810
	Nucor Corporation	11750 Shares of Common Stock	678,821	699,360
	Nvidia Corp	36806 Shares of Common Stock	1,150,573	3,928,672
	Nxstage Medical, Inc.	62711 Shares of Common Stock	954,701	1,643,655
	OGE Energy Corp	21300 Shares of Common Stock	719,537	712,485
	O'Reilly Automotive Inc	4450 Shares of Common Stock	1,137,151	1,238,925
	Ollie'S Bargain Outlet Holdings	52917 Shares of Common Stock	1,064,066	1,505,489
	Omnicom Group	137650 Shares of Common Stock	5,965,671	11,715,392
	Outfront Media Inc	29150 Shares of Common Stock	675,567	724,961
	Owens Corning	4300 Shares of Common Stock	238,214	221,708
	PBF Energy Inc.	25900 Shares of Common Stock	680,267	722,092
	PDC Energy, Inc.	3586 Shares of Common Stock	154,810	260,272
	PGT Inc	85366 Shares of Common Stock	860,804	977,441
	PNC Financial Services Group Inc	28100 Shares of Common Stock	3,217,068	3,286,576
	PRA Group Inc	33811 Shares of Common Stock	1,142,768	1,322,010
	PVH Corp	5150 Shares of Common Stock	555,772	464,736
	Pacific Premier Bancorp Inc	44000 Shares of Common Stock	785,714	1,555,400
	Packaging Corp Of America	5000 Shares of Common Stock	431,538	424,100
	Pacwest Bancorp	13950 Shares of Common Stock	573,891	759,438
	Panera Bread Co	5308 Shares of Common Stock	1,041,708	1,088,618
	Patterson Uti Energy Inc 080101	92062 Shares of Common Stock	1,708,690	2,478,309
	Pepsico Inc	29100 Shares of Common Stock	1,936,718	3,044,733
	Performant Financial Corp	283505 Shares of Common Stock	1,637,893	666,237
	Pfizer Inc	78000 Shares of Common Stock	1,805,909	2,533,440
	T Rowe Price Group Inc	93600 Shares of Common Stock	7,088,442	7,044,336
	Principal Financial Group	13500 Shares of Common Stock	688,147	781,110

BB&T Corporation Pension PlanSchedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2016

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Prudential Financial Inc	29450 Shares of Common Stock	2,881,595	3,064,567
	Public Service Enterprise Group	47900 Shares of Common Stock	2,070,947	2,101,852
	Pulte Group Inc	105000 Shares of Common Stock	1,687,245	1,929,900
	Qualcomm Inc	84450 Shares of Common Stock	5,271,562	5,506,140
	Quintiles Transnational Holdings	33312 Shares of Common Stock	2,283,752	2,533,378
	RPC Inc	29500 Shares of Common Stock	550,104	584,395
	RMR Group Inc/The	16991 Shares of Common Stock	680,296	671,145
	RPM Inc	60718 Shares of Common Stock	2,881,784	3,268,450
	Radian Group Inc	137400 Shares of Common Stock	1,719,499	2,470,452
	Rayonier Inc	37200 Shares of Common Stock	826,504	989,520
	Rayonier Advanced Materials	136625 Shares of Common Stock	4,591,589	2,112,223
	Realpage, Inc.	69884 Shares of Common Stock	1,505,428	2,096,520
	Red Hat Inc	28000 Shares of Common Stock	1,960,317	1,951,600
	Regeneron Pharmaceuticals Inc	16276 Shares of Common Stock	1,820,549	5,974,757
	Regions Financial Corp	52900 Shares of Common Stock	487,156	759,644
	Robert Half Intl Inc.	65100 Shares of Common Stock	2,474,991	3,175,578
	Roper Technologies, Inc.	14538 Shares of Common Stock	2,501,244	2,661,617
	Ryman Hospitality Properties Inc	238610 Shares of Common Stock	9,301,484	15,034,816
	S&P Global Inc	70167 Shares of Common Stock	6,538,703	7,545,759
	Svb Financial Group	23690 Shares of Common Stock	2,550,604	4,066,625
	Sabre Corp	69000 Shares of Common Stock	1,671,120	1,721,550
	Scotts Co Cl A	19700 Shares of Common Stock	1,169,321	1,882,335
	Seattle Genetics	29469 Shares of Common Stock	1,274,366	1,555,079
	Senior Housing Prop Trust	29150 Shares of Common Stock	528,930	551,810
	Silicon Laboratories	16341 Shares of Common Stock	718,174	1,062,165
	Skechers Usa Inc	62665 Shares of Common Stock	1,483,147	1,540,306
	A. O. Smith Corporation Class B	22190 Shares of Common Stock	1,062,152	1,050,697
	South Jersey Inds Inc	53150 Shares of Common Stock	1,298,834	1,790,624
	South State Corp	14989 Shares of Common Stock	635,212	1,310,039
	Southern Company	45250 Shares of Common Stock	2,212,573	2,225,848
	Spectra Energy Corp	78408 Shares of Common Stock	2,223,488	3,221,785
	Spectrum Brands Holdings Inc	5850 Shares of Common Stock	703,904	715,631
	Spirit Aerosystems Holdings Inc	12250 Shares of Common Stock	691,127	714,788
	State Street Corp	36300 Shares of Common Stock	2,194,097	2,821,236
	Steel Dynamics Inc	23700 Shares of Common Stock	610,538	843,246
	Suntrust Banks Inc	44050 Shares of Common Stock	1,934,742	2,416,143
	Surgery Partners Inc	69193 Shares of Common Stock	1,124,755	1,096,709
	Surgical Care Affiliates Inc	29534 Shares of Common Stock	1,061,267	1,366,538
	Synchrony Financial	78500 Shares of Common Stock	2,823,362	2,847,195
	TD Ameritrade Holding Corp	48938 Shares of Common Stock	1,965,975	2,133,697
	Target Corp	22350 Shares of Common Stock	1,727,338	1,614,341
	Teladoc Inc	52192 Shares of Common Stock	922,093	861,168
	Tempur-Pedic International Inc	29000 Shares of Common Stock	1,738,677	1,980,120
	Tetra Tech Inc	48850 Shares of Common Stock	1,258,062	2,107,878
	Thermo Fisher Scientific	11350 Shares of Common Stock	1,694,872	1,601,485
	Thermon Group Holdings Inc.	105600 Shares of Common Stock	1,951,455	2,015,904
	Time Warner Inc	20500 Shares of Common Stock	1,324,240	1,978,865
	Tractor Supply Company	27236 Shares of Common Stock	1,346,611	2,064,761
	Tutor Perini Corporation	18443 Shares of Common Stock	497,773	516,404
	II-VI Inc	99600 Shares of Common Stock	1,537,522	2,953,140
	Tyson Foods Inc Inc.	17150 Shares of Common Stock	927,310	1,057,812
	Ulta Salon, Cosmetics &	15136 Shares of Common Stock	2,176,005	3,858,772
	Umpqua Holdings Corp	43284 Shares of Common Stock	576,095	812,874
	United Financial Bancorp Inc	98740 Shares of Common Stock	1,241,499	1,793,118
	United Parcel Services B	30000 Shares of Common Stock	2,312,333	3,439,200
	United Rentals Inc	7250 Shares of Common Stock	685,685	765,455
	United Therapeutics Corp Del	5150 Shares of Common Stock	708,628	738,665
	Unitedhealth Group Inc	36668 Shares of Common Stock	3,099,746	5,868,347
	Valero Energy Corp	44900 Shares of Common Stock	2,637,618	3,067,568
	Vantiv Inc - Cl A	51252 Shares of Common Stock	2,698,045	3,055,644
	Veeva Systems Inc-Class A	79532 Shares of Common Stock	3,111,203	3,236,952
	Vereit Inc	67050 Shares of Common Stock	649,210	567,243
	Verizon Communications Inc	58180 Shares of Common Stock	2,724,955	3,105,648
	Verint Systems Inc	43681 Shares of Common Stock	1,929,897	1,539,755
	Verisk Analytics Inc	67350 Shares of Common Stock	4,259,660	5,466,800
	Viacom Inc	65450 Shares of Common Stock	2,028,362	2,297,295
	Vmware Inc Class A	32300 Shares of Common Stock	2,353,258	2,542,979
	Wabtec Corp	21957 Shares of Common Stock	1,755,472	1,822,870
	Wal-Mart Stores Inc	42350 Shares of Common Stock	2,941,717	2,927,232
	Webster Financial Corp	21405 Shares of Common Stock	866,775	1,161,863
	Wells Fargo & Co	60378 Shares of Common Stock	3,070,110	3,327,432

BB&T Corporation Pension PlanSchedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2016

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Western Union Company	272500 Shares of Common Stock	4,845,369	5,918,700
	Whitewave Foods	33383 Shares of Common Stock	1,198,340	1,856,095
	Williams Companies Inc	49600 Shares of Common Stock	1,508,663	1,544,544
	Workday Inc Class A	30124 Shares of Common Stock	2,325,833	1,990,895
	World Fuel Service Corp.	16300 Shares of Common Stock	698,283	748,333
	Wyndham Worldwide	4225 Shares of Common Stock	346,278	322,663
	Zebra Technologies Corp Cl A	33149 Shares of Common Stock	1,813,946	2,842,858
	Zimmer Biomet Holdings Inc	126350 Shares of Common Stock	11,223,987	13,039,320
	International Game Technology	29500 Shares of Common Stock	599,148	752,840
			<u>\$ 743,918,513</u>	<u>\$ 894,571,138</u>
Foreign Stock				
	Civeo Corp	507830 Shares of Foreign Stock	4,777,819	1,117,226
	Ctrip.Com International Ltd	58727 Shares of Foreign Stock	2,604,423	2,349,080
	Masonite International Corp	24670 Shares of Foreign Stock	1,595,386	1,623,286
	Novartis A G Adr	31000 Shares of Foreign Stock	1,750,800	2,258,040
	Popular Inc	72080 Shares of Foreign Stock	1,940,618	3,158,546
	Unilever Plc-Sponsored Adr	66224 Shares of Foreign Stock	2,278,711	2,695,317
	Waste Connections Inc	70362 Shares of Foreign Stock	6,088,072	5,529,750
	Agro Group International	7921 Shares of Foreign Stock	456,251	521,994
	Assured Guaranty Ltd	218350 Shares of Foreign Stock	3,967,111	8,247,080
	Atlassian Corp Plc-Class A	60421 Shares of Foreign Stock	1,517,693	1,454,938
	Axalta Coating Systems Ltd	501010 Shares of Foreign Stock	13,204,897	13,627,472
	Accenture Plc Ireland Plc Cl A	27425 Shares of Foreign Stock	1,995,245	3,212,290
	Delphi Automotive Plc	75664 Shares of Foreign Stock	5,218,719	5,095,970
	Eaton Corp Plc	200 Shares of Foreign Stock	12,479	13,418
	Enstar Group Ltd	49079 Shares of Foreign Stock	5,695,808	9,702,918
	Herbalife Ltd	8300 Shares of Foreign Stock	446,132	399,562
	Ihs Markit Ltd	276353 Shares of Foreign Stock	9,199,880	9,785,660
	Invesco Ltd	80588 Shares of Foreign Stock	2,565,281	2,445,040
	Lazard Ltd	14050 Shares of Foreign Stock	558,830	577,315
	Nabors Industries Ltd.	50700 Shares of Foreign Stock	490,639	831,480
	Nielsen Hldgs Plc	113097 Shares of Foreign Stock	4,759,213	4,744,419
	Noble Corp Plc	356588 Shares of Foreign Stock	4,656,050	2,111,001
	Norwegian Cruise Line Hldgs Lt	84300 Shares of Foreign Stock	3,630,681	3,585,279
	Seadrill Ltd.	223150 Shares of Foreign Stock	454,211	760,942
	Willis Towers Watson Plc	96888 Shares of Foreign Stock	9,033,803	11,847,465
	Allied Wrld Assur Com Hldg Ag	6850 Shares of Foreign Stock	275,058	367,914
	Transocean Ltd	46200 Shares of Foreign Stock	703,178	680,988
	Checkpoint Software Technology	38238 Shares of Foreign Stock	1,583,837	3,229,581
	Mellanox Technologies Ltd	32950 Shares of Foreign Stock	1,508,814	1,347,655
	Lyondellbasell Industries Nv Cl	30050 Shares of Foreign Stock	2,484,407	2,577,689
	Sensata Technologies Holding	110900 Shares of Foreign Stock	4,209,883	4,319,555
	Copa Holdings Sa	8100 Shares of Foreign Stock	698,299	735,723
	Broadcom Ltd	10650 Shares of Foreign Stock	1,707,305	1,882,601
			<u>\$ 102,069,533</u>	<u>\$ 112,837,194</u>
Equity ETF/Closed-End Funds				
	Vanguard S&P 500 Etf	Equity ETF/Closed-End Fund	<u>\$ 80,263,664</u>	<u>\$ 87,790,351</u>
Hedge Funds				
	Collins Capital Low Volatility	Hedge Fund	110,503	264,632
	Lee Enhanced Offshore Fund, Ltd	Hedge Fund	1	212,305
	Blackstone Strategic Equity Fund	Hedge Fund	212,351	28,053
	Blackstone Market Opportunities	Hedge Fund	797,033	131,210
	Collins Capital Low Volatility	Hedge Fund	184,117	584,958
			<u>\$ 1,304,005</u>	<u>\$ 1,221,158</u>
Private Equity Funds				
	NB Crossroads Fund Xviii	Private Equity Fund	1	4,969,341
	Carlyle Us Growth Fund	Private Equity Fund	1,270,895	865,216
	Carlyle Partners V Lp	Private Equity Fund	3,162,235	3,097,407
	NB Distressed Opportunities Fund	Private Equity Fund	1	1,585,818
	NB Secondary Opportunities	Private Equity Fund	1	2,991,236
	Adams Street 2015	Private Equity Fund	819,406	1,322,689
	Pathway Private Equity Fund	Private Equity Fund	2,525,982	2,615,658
	Five Points Small Buyout	Private Equity Fund	569,694	382,588
	GRE U.S. Property Fund L.P.	Private Equity Fund	25,000,000	25,203,002
	Venture Investment Associates	Private Equity Fund	1,788,109	1,788,109
			<u>\$ 35,136,324</u>	<u>\$ 44,821,064</u>

BB&T Corporation Pension PlanSchedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2016

(a)	(b) Identity of issue borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
<u>Managed Real Estate Funds</u>				
	Blackstone Real Estate Partners	Managed Real Estate Fund	2,330,362	4,755,675
	Sentinel Multifamily Value Ad	Managed Real Estate Fund	2,447,512	5,005,934
	Invesco Value-Add	Managed Real Estate Fund	3,739,627	4,287,702
	Invesco Core Real Estate	Managed Real Estate Fund	20,000,000	21,521,707
	American Core Realty Fund	Managed Real Estate Fund	20,000,000	20,783,537
	American Strategic Value Fund	Managed Real Estate Fund	3,500,000	3,617,286
			<u>\$ 52,017,501</u>	<u>\$ 59,971,841</u>
<u>Managed Partnerships</u>				
	Prisma Spectrum Fund Ltd	Managed Partnership	<u>\$ 78,929,280</u>	<u>\$ 86,574,627</u>
			<u>\$ 4,794,020,625</u>	<u>\$ 5,050,856,266</u>

*Party in interest

BB&T Corporation
Pension Plan

Schedule H, line 4j – Schedule of Reportable Transactions for the year ended December 31, 2016

(a and b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Description of asset (include interest rate and maturity in case of a loan)	Purchase Price	Selling Price	Lease rental	Expense incurred with transaction	Cost of asset	Current value of asset on transaction date	Net gain or (loss)
Single transactions: **							
Cash and cash equivalents	\$ 280,000,000	\$ -	\$ -	\$ -	\$ 280,000,000	\$ 280,000,000	\$ -
Vanguard Inst Index-Inst	-	407,406,980	-	-	388,116,292	407,406,980	19,290,688
Ishares MSCI EAFE Index Fund	-	456,789,388	-	-	418,572,328	457,799,296	38,217,060
Vanguard S&P 500 ETF	-	438,125,536	-	-	410,336,180	437,950,653	27,789,356
Collective Invt TR FD CL SL	438,125,536	-	-	-	438,125,536	436,241,596	-
Collective Invt TR FD CL SL	407,406,980	-	-	-	407,406,980	405,330,865	-
Collective Invt TR FD CL SL	456,789,388	-	-	-	456,789,388	452,779,951	-

BB&T Corporation
Pension Plan

Schedule H, line 4j – Schedule of Reportable Transactions for the year ended December 31, 2016

(a and b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Description of asset (include interest rate and maturity in case of a loan)	Purchase Price	Selling Price	Lease rental	Expense incurred with transaction	Cost of asset	Current value of asset on transaction date	Net gain or (loss)
Series of transactions: **							
Cash and cash equivalents	\$ 1,666,435,686	\$ -	\$ -	\$ -	\$ 1,666,435,686	\$ 1,666,435,686	\$ -
Cash and cash equivalents	-	1,845,369,333	-	-	1,845,369,333	1,845,369,333	-
Vanguard Inst Index-Inst	3,918,340	-	-	-	3,918,340	3,925,461	-
Vanguard Inst Index-Inst	-	407,406,980	-	-	388,116,292	407,406,980	19,290,688
Ishares MSCI EAFE Index Fund	264,513,096	-	-	57,885	264,570,981	264,226,764	-
Ishares MSCI EAFE Index Fund	-	557,052,466	-	36,696	511,544,147	558,037,117	45,471,623
Vanguard S&P 500 ETF	125,258,594	-	-	13,908	125,272,502	124,551,151	-
Vanguard S&P 500 ETF	-	449,222,520	-	1,370	420,921,022	449,039,480	28,300,128
Collective Invt TR FD CL SL	1,302,321,904	-	-	-	1,302,321,904	1,294,352,412	-

**Transaction or series of transactions in excess of 5% of the current value of the Plan's assets as of January 1, 2016 as defined in Section 2520.103-6 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2016

Number of Participants and Average Compensation

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	91 \$23,813	535 \$30,308	18							
25-29	232 \$33,917	1,646 \$41,043	660 \$50,683	27 \$43,166						
30-34	255 \$41,322	1,258 \$50,812	1,220 \$61,698	590 \$68,658	15					
35-39	221 \$55,246	1,071 \$63,676	985 \$75,252	890 \$81,369	324 \$75,790	10				
40-44	211 \$59,192	850 \$67,509	945 \$76,869	760 \$72,976	480 \$77,803	102 \$74,108	10			
45-49	225 \$66,772	810 \$73,311	834 \$79,332	813 \$81,423	549 \$81,745	182 \$94,731	70 \$103,711	8		
50-54	266 \$62,818	679 \$69,539	852 \$83,731	859 \$80,044	592 \$79,656	205 \$85,555	120 \$87,749	97 \$102,667	4	
55-59	322 \$66,644	525 \$75,819	758 \$82,900	834 \$75,443	566 \$79,671	196 \$80,266	103 \$99,760	87 \$98,771	69 \$93,877	8
60-64	208 \$62,155	292 \$70,829	482 \$76,968	561 \$69,670	413 \$73,732	120 \$67,334	58 \$87,797	57 \$81,907	32 \$72,872	29 \$75,845
65-69	42 \$50,262	84 \$65,069	190 \$73,888	216 \$73,675	123 \$74,455	42 \$67,102	14	12	1	10
70+	12	21 \$45,506	40 \$65,688	56 \$49,458	44 \$84,098	5	3	1		

N-27,207

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

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

Interest Rates for Minimum Funding Purposes	Based on segment rates with a one-month lookback (as of December 2015), each adjusted as needed to fall within the 25-year average interest rate stabilization corridor
1st Segment Rate	4.43%
2nd Segment Rate	5.91%
3rd Segment Rate	6.65%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a one-month lookback (as of December 2015), without regard to interest rate stabilization
1st Segment Rate	1.39%
2nd Segment Rate	3.98%
3rd Segment Rate	5.00%
Salary Increases	
Minimum Funding Target Normal Cost	4.50%
Maximum Tax Expected Benefit Increase	4.50%
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 4.00% per year.
Social Security COLA Increases	3.00%
Optional Payment Form Election Percentage	60% Single Life Annuity 10% Joint and 50% Survivor annuity 20% Joint and 100% Survivor annuity 10% 10-year Certain and Life annuity
Optional Payment Form Conversion Interest Rate	Same as funding interest rates above.
Optional Payment Form Conversion Mortality	Current IRC section 417(e) mortality table.
Retirement Age	
Active Participants	See Table 1a
Terminated Vested Participants	See Table 1b
Mortality Rates	
Healthy and Disabled	2016 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Table 2

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Disability Rates	See Table 3
Decrement Timing	Beginning of year decrements
Surviving Spouse Benefit	It is assumed that 70% of males and 70% of females have an eligible spouse, and that males are two years older than their spouses.
Valuation Compensation	Pensionable Earnings
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$210,000 and the IRC section 401(a)(17) compensation limit of \$265,000.
Valuation of Plan Assets	Fair market value
Trust Expenses Included in Target Normal Cost	\$4,370,000. The current year's expenses are assumed to be equal to the prior year's expenses rounded to the nearest \$10,000.
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2016

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 1a

Retirement Rates—Active

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 1b

Retirement Rates—Terminated Vested

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 2—Page 1 of 4

Withdrawal Rates

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 2—Page 2 of 4

Withdrawal Rates

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 2—Page 3 of 4

Withdrawal Rates

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 2—Page 4 of 4

Withdrawal Rates

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 3

Disability Rates

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

Plan Name	Bb&T Corporation Pension Plan
Plan Sponsor EIN	56-0939887
ERISA Plan No.	001
Plan Year End	12/31/2016

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

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

SCHEDULE SB (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>	Single-Employer Defined Benefit Plan Actuarial Information <p style="font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500 or 5500-SF.</p>	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
---	---	--

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **Round off amounts to nearest dollar.**

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

A Name of plan BB&T Corporation Pension Plan	<table style="width: 100%;"> <tr> <td style="width: 60%;">B Three-digit plan number (PN) ▶</td> <td style="width: 40%; text-align: center;">001</td> </tr> </table>	B Three-digit plan number (PN) ▶	001
B Three-digit plan number (PN) ▶	001		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF BB&T Corporation	D Employer Identification Number (EIN) 56-0939887		
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B			
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500			

Part I Basic Information			
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>		
2	Assets:		
	a Market value	2a	4,449,954,297
	b Actuarial value	2b	4,449,954,297
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target
	a For retired participants and beneficiaries receiving payment	11,673	787,909,648
	b For terminated vested participants	13,631	395,706,601
	c For active participants	27,207	969,486,937
	d Total	52,511	2,153,103,186
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐		
	a Funding target disregarding prescribed at-risk assumptions	4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5	Effective interest rate	5	6.22%
6	Target normal cost	6	104,686,514

Statement by Enrolled Actuary

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

SIGN HERE	<div style="text-align: center;"> Signature of actuary </div>	<div style="text-align: center;"> <u>09/05/2017</u> Date <u>1707803</u> Most recent enrollment number <u>336-728-2192</u> Telephone number (including area code) </div>
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> Beth H. Wong, EA Type or print name of actuary Aon Consulting, Inc. Firm name 1100 Reynolds Boulevard Winston - Salem NC 27105 Address of the firm </div> <div style="width: 35%;"></div> </div>		

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

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

Schedule SB (Form 5500) 2016
v. 160205

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	832,803,121	1,395,756,158
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	832,803,121	1,395,756,158
10 Interest on line 9 using prior year's actual return of <u>-1.37%</u>	-11,612,098	-19,546,281
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		201,878,256
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.41%</u>		12,887,118
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		214,765,374
d Portion of (c) to be added to prefunding balance		214,765,374
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	821,191,023	1,590,975,251

Part III Funding Percentages

14 Funding target attainment percentage	14	91.52%
15 Adjusted funding target attainment percentage	15	199.85%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	151.31%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/07/2016	198,981,321	0			
08/31/2016	40,277,023	0			
Totals ▶			18(b)	239,258,344	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	237,479,872

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.43 %	2nd segment: 5.91 %	3rd segment: 6.65 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 1
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	104,686,514	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	104,686,514	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	104,686,514	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	237,479,872	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	132,793,358	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Schedule SB, line 7—Explanation of Discrepancy in Prior Year Funding Standard
Carryover Balance or Prefunding Balance

Funding Balances—BB&T

Due to the merger of Susquehanna Bancshares, Inc. Cash Balance Pension Plan, the funding balances of the merged plan are the sum of the funding balances from each separate plan before the merger.

		Funding Standard Carryover Balance	Prefunding Balance
Line 7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	\$ 825,485,581	\$ 1,380,434,051
Line 8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	\$ 0	\$ 0
Line 9	Amount remaining (line 7 minus line 8)	\$ 825,485,581	\$ 1,380,434,051
Line 10	Interest on line 9 using prior year's actual return of (1.37)%	\$ (11,309,152)	\$ (18,911,946)
Line 11	Prior year's excess contributions to be added to prefunding balance: Excess 2015 Plan Year Contributions		
	a) Present value of excess contributions (line 38a from prior year)	N/A	\$ 125,766,866
	b) 1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's EIR of 6.41%	N/A	\$ 8,061,656
	b) 2) Interest on line 38b from prior year Schedule SB, using prior year's actual return	N/A	0
	c) Total available at beginning of current plan year to add to prefunding balance	N/A	\$ 133,828,522
	d) Portion of (c) to be added to prefunding balance	N/A	\$ 133,828,522
Line 12	Other reductions in balances due to elections or deemed elections for 2016 Plan Year	0	0
Line 13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	\$ 814,176,429	\$ 1,495,350,627

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Schedule SB, line 7—Explanation of Discrepancy in Prior Year Funding Standard
Carryover Balance or Prefunding Balance

Funding Balances—SBI (EIN: 23-2201716)

Due to the merger of Susquehanna Bancshares, Inc. Cash Balance Pension Plan, the funding balances of the merged plan are the sum of the funding balances from each separate plan before the merger.

		Funding Standard Carryover Balance	Prefunding Balance
Line 7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	\$ 7,317,540	\$ 15,322,107
Line 8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	\$ 0	\$ 0
Line 9	Amount remaining (line 7 minus line 8)	\$ 7,317,540	\$ 15,322,107
Line 10	Interest on line 9 using prior year's actual return of (4.14)%	\$ (302,946)	\$ (634,335)
Line 11	Prior year's excess contributions to be added to prefunding balance: Excess 2015 Plan Year Contributions		
	a) Present value of excess contributions (line 38a from prior year)	N/A	\$ 76,111,390
	b) 1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's EIR of 6.34%	N/A	\$ 4,825,462
	b) 2) Interest on line 38b from prior year Schedule SB, using prior year's actual return	N/A	0
	c) Total available at beginning of current plan year to add to prefunding balance	N/A	\$ 80,936,852
	d) Portion of (c) to be added to prefunding balance	N/A	\$ 80,936,852
Line 12	Other reductions in balances due to elections or deemed elections for 2016 Plan Year	0	0
Line 13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	\$ 7,014,594	\$ 95,624,624

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Schedule SB, line 7—Explanation of Discrepancy in Prior Year Funding Standard
Carryover Balance or Prefunding Balance

Funding Balances—BB&T and SBI Combined

Due to the merger of Susquehanna Bancshares, Inc. Cash Balance Pension Plan, the funding balances of the merged plan are the sum of the funding balances from each separate plan before the merger.

		Funding Standard Carryover Balance	Prefunding Balance
Line 7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	\$ 832,803,121	\$ 1,395,756,158
Line 8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	\$ 0	\$ 0
Line 9	Amount remaining (line 7 minus line 8)	\$ 832,803,121	\$ 1,395,756,158
Line 10	Interest on line 9 using prior year's actual return of (1.37%) / (4.14%) ¹	\$ (11,612,098)	\$ (19,546,281)
Line 11	Prior year's excess contributions to be added to prefunding balance: Excess 2015 Plan Year Contributions		
	a) Present value of excess contributions (line 38a from prior year)	N/A	\$ 201,878,256
	b) 1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's EIR ²	N/A	\$ 12,887,118
	b) 2) Interest on line 38b from prior year Schedule SB, using prior year's actual return	N/A	0
	c) Total available at beginning of current plan year to add to prefunding balance	N/A	\$ 214,765,374
	d) Portion of (c) to be added to prefunding balance	N/A	\$ 214,765,374
Line 12	Other reductions in balances due to elections or deemed elections for 2016 Plan Year	0	0
Line 13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	\$ 821,191,023	\$ 1,590,975,251

¹ (1.37%) BB&T's and (4.14%) SBI's return for 2015 plan year.

² As applicable, interest on contributions in excess of the minimum required contribution before applying funding balances uses the effective interest rate of 6.41% for BB&T and 6.34% for SBI, and interest on excess contributions attributable to the use of funding balances to offset the minimum required contribution uses the plan's investment return.

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Schedule SB, line 19—Discounted Employer Contributions
Year applied for contributions: 2016

Date	Amount	Days to Discount to 1/1/2016 at 6.22%	Interest Adjusted Contribution
January 7, 2016	\$ 198,981,321	6	\$ 198,784,583
August 31, 2016	40,277,023	243	38,695,289
Total Contribution	\$ 239,258,344		\$ 237,479,872

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

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

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

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

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

Interest Rates for Minimum Funding Purposes	Based on segment rates with a one-month lookback (as of December 2015), each adjusted as needed to fall within the 25-year average interest rate stabilization corridor
1st Segment Rate	4.43%
2nd Segment Rate	5.91%
3rd Segment Rate	6.65%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a one-month lookback (as of December 2015), without regard to interest rate stabilization
1st Segment Rate	1.39%
2nd Segment Rate	3.98%
3rd Segment Rate	5.00%
Salary Increases	
Minimum Funding Target Normal Cost	4.50%
Maximum Tax Expected Benefit Increase	4.50%
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 4.00% per year.
Social Security COLA Increases	3.00%
Optional Payment Form Election Percentage	60% Single Life Annuity 10% Joint and 50% Survivor annuity 20% Joint and 100% Survivor annuity 10% 10-year Certain and Life annuity
Optional Payment Form Conversion Interest Rate	Same as funding interest rates above.
Optional Payment Form Conversion Mortality	Current IRC section 417(e) mortality table.
Retirement Age	
Active Participants	See Table 1a
Terminated Vested Participants	See Table 1b
Mortality Rates	
Healthy and Disabled	2016 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Table 2

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Disability Rates	See Table 3
Decrement Timing	Beginning of year decrements
Surviving Spouse Benefit	It is assumed that 70% of males and 70% of females have an eligible spouse, and that males are two years older than their spouses.
Valuation Compensation	Pensionable Earnings
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$210,000 and the IRC section 401(a)(17) compensation limit of \$265,000.
Valuation of Plan Assets	Fair market value
Trust Expenses Included in Target Normal Cost	\$4,370,000. The current year's expenses are assumed to be equal to the prior year's expenses rounded to the nearest \$10,000.
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2016

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 1a

Retirement Rates—Active

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 1b

Retirement Rates—Terminated Vested

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 2—Page 1 of 4

Withdrawal Rates

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 2—Page 2 of 4

Withdrawal Rates

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 2—Page 3 of 4

Withdrawal Rates

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 2—Page 4 of 4

Withdrawal Rates

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 3

Disability Rates

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Schedule SB, Part V—Summary of Plan Provisions

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

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

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

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

Normal Retirement Date

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

Normal Retirement Benefit

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

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

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

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

Delayed Retirement

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Final Average Compensation

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

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

2016 Covered Compensation

The covered compensation amounts listed below should be used for employees who terminate, die or retire in 2016.

Year of Birth	Covered Compensation Amount	Year of Birth	Covered Compensation Amount
1944	\$59,268	1964	\$105,204
1945	\$61,884	1965	\$106,716
1946	\$64,560	1966	\$108,144
1947	\$67,308	1967	\$109,464
1948	\$69,996	1968	\$110,664
1949	\$72,636	1969	\$111,756
1950	\$75,180	1970	\$112,716
1951	\$77,640	1971	\$113,616
1952	\$80,004	1972	\$114,492
1953	\$82,308	1973	\$115,308
1954	\$84,564	1974	\$116,004
1955	\$88,884	1975	\$116,604
1956	\$90,984	1976	\$117,072
1957	\$93,000	1977	\$117,408
1958	\$94,920	1978	\$117,744
1959	\$96,780	1979	\$118,080
1960	\$98,580	1980	\$118,320
1961	\$100,320	1981	\$118,452
1962	\$101,964	1982	\$118,500
1963	\$103,608	1983	\$118,500

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Accrued Benefit

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

Early Retirement Benefit

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

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

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

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

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Disability Retirement Benefit

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

Death Benefit

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

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

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

Severance Benefit

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

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

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

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

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

Cash Balance Account
Initial Account

A cash balance account was established for each participant for the former Susquehanna Bancshares, Inc. Cash Balance Pension Plan based on the present value of their accrued benefit at December 31, 1997, increased by 5%.

Pay Credits

At the end of each plan year, an annual contribution is made to a participant's account equal to a percentage of compensation, provided that the participant worked at a rate of at least 1,000 hours of service during the plan year. The contribution is based on each participant's age (full years) plus credited service as of the beginning of each plan year, determined as follows:

Participant's Age Plus Service	Contribution Allocation
Less than 30	3%
30–39	4%
40–49	5%
50–59	6%
60–69	7%
70–79	8%
80–89	9%
90–99	10%
100 or more	11%

Effective June 30, 2009, participants with fewer than 15 years of credited service and who have not attained age 50 as of December 31, 2009 will no longer accrue pay credits under the plan.

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Effective as of December 31, 2013, the former
Susquehanna Bancshares, Inc. Cash Balance Pension
Plan eliminated all future pay credits.

Interest Credits

The cash balance account balance is credited with
interest equal to the average one-year Treasury bill rate
in effect at the end of October of the prior year. Effective
as of January 1, 2002, the interest credit is limited to a
minimum of 5% and a maximum of 8%.

Annuity Conversion Factor

The annuity conversion factor is the amount used to
convert the cash balance account to an annuity. It is
currently determined using the IRS applicable table as
determined by Revenue Ruling 2007-67 and an interest
rate of 7%.

Optional Methods of Settlement

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

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

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

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

Amendment or Termination of Plan

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

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

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

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

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

A change in enrolled actuary from Bryan P. Anderson to Beth H. Wong.

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2016

Number of Participants and Average Compensation

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	91 \$23,813	535 \$30,308	18							
25-29	232 \$33,917	1,646 \$41,043	660 \$50,683	27 \$43,166						
30-34	255 \$41,322	1,258 \$50,812	1,220 \$61,698	590 \$68,658	15					
35-39	221 \$55,246	1,071 \$63,676	985 \$75,252	890 \$81,369	324 \$75,790	10				
40-44	211 \$59,192	850 \$67,509	945 \$76,869	760 \$72,976	480 \$77,803	102 \$74,108	10			
45-49	225 \$66,772	810 \$73,311	834 \$79,332	813 \$81,423	549 \$81,745	182 \$94,731	70 \$103,711	8		
50-54	266 \$62,818	679 \$69,539	852 \$83,731	859 \$80,044	592 \$79,656	205 \$85,555	120 \$87,749	97 \$102,667	4	
55-59	322 \$66,644	525 \$75,819	758 \$82,900	834 \$75,443	566 \$79,671	196 \$80,266	103 \$99,760	87 \$98,771	69 \$93,877	8
60-64	208 \$62,155	292 \$70,829	482 \$76,968	561 \$69,670	413 \$73,732	120 \$67,334	58 \$87,797	57 \$81,907	32 \$72,872	29 \$75,845
65-69	42 \$50,262	84 \$65,069	190 \$73,888	216 \$73,675	123 \$74,455	42 \$67,102	14	12	1	10
70+	12	21 \$45,506	40 \$65,688	56 \$49,458	44 \$84,098	5	3	1		

N-27.207

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Schedule SB, line 7—Explanation of Discrepancy in Prior Year Funding Standard
Carryover Balance or Prefunding Balance

Funding Balances—BB&T

Due to the merger of Susquehanna Bancshares, Inc. Cash Balance Pension Plan, the funding balances of the merged plan are the sum of the funding balances from each separate plan before the merger.

		Funding Standard Carryover Balance	Prefunding Balance
Line 7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	\$ 825,485,581	\$ 1,380,434,051
Line 8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	\$ 0	\$ 0
Line 9	Amount remaining (line 7 minus line 8)	\$ 825,485,581	\$ 1,380,434,051
Line 10	Interest on line 9 using prior year's actual return of (1.37)%	\$ (11,309,152)	\$ (18,911,946)
Line 11	Prior year's excess contributions to be added to prefunding balance: Excess 2015 Plan Year Contributions		
	a) Present value of excess contributions (line 38a from prior year)	N/A	\$ 125,766,866
	b) 1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's EIR of 6.41%	N/A	\$ 8,061,656
	b) 2) Interest on line 38b from prior year Schedule SB, using prior year's actual return	N/A	0
	c) Total available at beginning of current plan year to add to prefunding balance	N/A	\$ 133,828,522
	d) Portion of (c) to be added to prefunding balance	N/A	\$ 133,828,522
Line 12	Other reductions in balances due to elections or deemed elections for 2016 Plan Year	0	0
Line 13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	\$ 814,176,429	\$ 1,495,350,627

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Schedule SB, line 7—Explanation of Discrepancy in Prior Year Funding Standard
Carryover Balance or Prefunding Balance

Funding Balances—SBI (EIN: 23-2201716)

Due to the merger of Susquehanna Bancshares, Inc. Cash Balance Pension Plan, the funding balances of the merged plan are the sum of the funding balances from each separate plan before the merger.

		Funding Standard Carryover Balance	Prefunding Balance
Line 7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	\$ 7,317,540	\$ 15,322,107
Line 8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	\$ 0	\$ 0
Line 9	Amount remaining (line 7 minus line 8)	\$ 7,317,540	\$ 15,322,107
Line 10	Interest on line 9 using prior year's actual return of (4.14)%	\$ (302,946)	\$ (634,335)
Line 11	Prior year's excess contributions to be added to prefunding balance: Excess 2015 Plan Year Contributions		
	a) Present value of excess contributions (line 38a from prior year)	N/A	\$ 76,111,390
	b) 1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's EIR of 6.34%	N/A	\$ 4,825,462
	b) 2) Interest on line 38b from prior year Schedule SB, using prior year's actual return	N/A	0
	c) Total available at beginning of current plan year to add to prefunding balance	N/A	\$ 80,936,852
	d) Portion of (c) to be added to prefunding balance	N/A	\$ 80,936,852
Line 12	Other reductions in balances due to elections or deemed elections for 2016 Plan Year	0	0
Line 13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	\$ 7,014,594	\$ 95,624,624

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Schedule SB, line 7—Explanation of Discrepancy in Prior Year Funding Standard
Carryover Balance or Prefunding Balance

Funding Balances—BB&T and SBI Combined

Due to the merger of Susquehanna Bancshares, Inc. Cash Balance Pension Plan, the funding balances of the merged plan are the sum of the funding balances from each separate plan before the merger.

		Funding Standard Carryover Balance	Prefunding Balance
Line 7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	\$ 832,803,121	\$ 1,395,756,158
Line 8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	\$ 0	\$ 0
Line 9	Amount remaining (line 7 minus line 8)	\$ 832,803,121	\$ 1,395,756,158
Line 10	Interest on line 9 using prior year's actual return of (1.37%) / (4.14%) ¹	\$ (11,612,098)	\$ (19,546,281)
Line 11	Prior year's excess contributions to be added to prefunding balance: Excess 2015 Plan Year Contributions		
	a) Present value of excess contributions (line 38a from prior year)	N/A	\$ 201,878,256
	b) 1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's EIR ²	N/A	\$ 12,887,118
	b) 2) Interest on line 38b from prior year Schedule SB, using prior year's actual return	N/A	0
	c) Total available at beginning of current plan year to add to prefunding balance	N/A	\$ 214,765,374
	d) Portion of (c) to be added to prefunding balance	N/A	\$ 214,765,374
Line 12	Other reductions in balances due to elections or deemed elections for 2016 Plan Year	0	0
Line 13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	\$ 821,191,023	\$ 1,590,975,251

¹ (1.37%) BB&T's and (4.14%) SBI's return for 2015 plan year.

² As applicable, interest on contributions in excess of the minimum required contribution before applying funding balances uses the effective interest rate of 6.41% for BB&T and 6.34% for SBI, and interest on excess contributions attributable to the use of funding balances to offset the minimum required contribution uses the plan's investment return.

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Schedule SB, line 19—Discounted Employer Contributions
Year applied for contributions: 2016

Date	Amount	Days to Discount to 1/1/2016 at 6.22%	Interest Adjusted Contribution
January 7, 2016	\$ 198,981,321	6	\$ 198,784,583
August 31, 2016	40,277,023	243	38,695,289
Total Contribution	\$ 239,258,344		\$ 237,479,872

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

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

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

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Schedule SB, Part V—Summary of Plan Provisions

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

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

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

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

Normal Retirement Date

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

Normal Retirement Benefit

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

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

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

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

Delayed Retirement

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Final Average Compensation

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

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

2016 Covered Compensation

The covered compensation amounts listed below should be used for employees who terminate, die or retire in 2016.

Year of Birth	Covered Compensation Amount	Year of Birth	Covered Compensation Amount
1944	\$59,268	1964	\$105,204
1945	\$61,884	1965	\$106,716
1946	\$64,560	1966	\$108,144
1947	\$67,308	1967	\$109,464
1948	\$69,996	1968	\$110,664
1949	\$72,636	1969	\$111,756
1950	\$75,180	1970	\$112,716
1951	\$77,640	1971	\$113,616
1952	\$80,004	1972	\$114,492
1953	\$82,308	1973	\$115,308
1954	\$84,564	1974	\$116,004
1955	\$88,884	1975	\$116,604
1956	\$90,984	1976	\$117,072
1957	\$93,000	1977	\$117,408
1958	\$94,920	1978	\$117,744
1959	\$96,780	1979	\$118,080
1960	\$98,580	1980	\$118,320
1961	\$100,320	1981	\$118,452
1962	\$101,964	1982	\$118,500
1963	\$103,608	1983	\$118,500

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Accrued Benefit

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

Early Retirement Benefit

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

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

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

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

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Disability Retirement Benefit

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

Death Benefit

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

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

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

Severance Benefit

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

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

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

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

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

Cash Balance Account
Initial Account

A cash balance account was established for each participant for the former Susquehanna Bancshares, Inc. Cash Balance Pension Plan based on the present value of their accrued benefit at December 31, 1997, increased by 5%.

Pay Credits

At the end of each plan year, an annual contribution is made to a participant's account equal to a percentage of compensation, provided that the participant worked at a rate of at least 1,000 hours of service during the plan year. The contribution is based on each participant's age (full years) plus credited service as of the beginning of each plan year, determined as follows:

Participant's Age Plus Service	Contribution Allocation
Less than 30	3%
30–39	4%
40–49	5%
50–59	6%
60–69	7%
70–79	8%
80–89	9%
90–99	10%
100 or more	11%

Effective June 30, 2009, participants with fewer than 15 years of credited service and who have not attained age 50 as of December 31, 2009 will no longer accrue pay credits under the plan.

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Effective as of December 31, 2013, the former
Susquehanna Bancshares, Inc. Cash Balance Pension
Plan eliminated all future pay credits.

Interest Credits

The cash balance account balance is credited with
interest equal to the average one-year Treasury bill rate
in effect at the end of October of the prior year. Effective
as of January 1, 2002, the interest credit is limited to a
minimum of 5% and a maximum of 8%.

Annuity Conversion Factor

The annuity conversion factor is the amount used to
convert the cash balance account to an annuity. It is
currently determined using the IRS applicable table as
determined by Revenue Ruling 2007-67 and an interest
rate of 7%.

Optional Methods of Settlement

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

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

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

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

Amendment or Termination of Plan

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

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

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

Schedule SB Attachment (Form 5500)—2016 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

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

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

A change in enrolled actuary from Bryan P. Anderson to Beth H. Wong.

Plan Name	Bb&T Corporation Pension Plan
Plan Sponsor EIN	56-0939887
ERISA Plan No.	001
Plan Year End	12/31/2016

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

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