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

2017

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A This return/report is for:
- ☐ a multiemployer plan
- ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- ☒ a single-employer plan
- ☐ a DFE (specify) ____

B This return/report is:
- ☐ the first return/report
- ☐ the final return/report
- ☐ an amended return/report
- ☐ a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ ☐

D Check box if filing under:
- ☐ Form 5558
- ☐ automatic extension
- ☐ the DFVC program
- ☐ special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
BB&T CORPORATION 401(K) SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 07/01/1982

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)

BB&T CORPORATION

HUMAN SYSTEMS DIVISION

P.O. BOX 1215
WINSTON-SALEM, NC 27102-1215

200 WEST SECOND STREET
WINSTON-SALEM, NC 27102-1215

2b Employer Identification Number (EIN)
56-0939887

2c Plan Sponsor's telephone number
800-716-2455

2d Business code (see instructions)
522110

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.	07/30/2018	STEVE REEDER, EXEC. VICE PRESIDENT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/31/2018	CINDY POWELL
	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

3a Plan administrator's name and address ☐ Same as Plan Sponsor

EMPLOYEE BENEFIS PLAN COMMITTEE BB&T CORPORATION

P.O. BOX 1215
WINSTON-SALEM, NC 27102-1215

3b Administrator's EIN: 56-0939887

3c Administrator's telephone number: 800-716-2455

4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:
a Sponsor's name
c Plan Name

4b EIN

4d PN

5 Total number of participants at the beginning of the plan year	**5**	47928
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)**	38846
a(2) Total number of active participants at the end of the plan year	**6a(2)**	37516
b Retired or separated participants receiving benefits	**6b**	9505
c Other retired or separated participants entitled to future benefits	**6c**	57
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	47078
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	40
f Total. Add lines **6d** and **6e**.	**6f**	47118
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	41601
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2J 2O 2F 2G 2K 2R 3H 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	☒	**R** (Retirement Plan Information)
(2)	☐	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	☐	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	☒	**H** (Financial Information)
(2)	☐	**I** (Financial Information – Small Plan)
(3)	☐	**A** (Insurance Information)
(4)	☒	**C** (Service Provider Information)
(5)	☒	**D** (DFE/Participating Plan Information)
(6)	☐	**G** (Financial Transaction Schedules)

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

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 2017 Form M-1 annual report. If the plan was not required to file the 2017 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2017** **This Form is Open to Public Inspection.**

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
BB&T CORPORATION 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
BB&T CORPORATION

D Employer Identification Number (EIN)
56-0939887

Part I Service Provider Information (see instructions)

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).. . . . . [X] Yes [ ] No

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

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

BB&T

56-1368984

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

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

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

BB&T

56-1368984

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 37 38 49	WHOLLY OWNED SUBSIDIARY	351204	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

TD AMERITRADE

47-0533629

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 33	BROKERAGE	195833	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

PRONVEST

62-1823351

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	INVESTMENT ADVISORY	119526	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
VARIOUS EQUITIES	TD AMERITRADE 1005 NORTH AMERITRADE PLACE BELLEVUE, NE 68005	AVERAGE OF $0.00009 PER SHARE

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

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

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

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(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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

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

2017

This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
BB&T CORPORATION 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BB&T CORPORATION

D Employer Identification Number (EIN)
56-0939887

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: LEGAL & GENERAL MSCI AWCI EX US

b Name of sponsor of entity listed in (a): LEGAL & GENERAL INVESTMENT MANAGEMENT AMERICA

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)
35-7085469-010	C	68470101

a Name of MTIA, CCT, PSA, or 103-12 IE: LEGAL & GENERAL S&P 500 TRUST

b Name of sponsor of entity listed in (a): LEGAL & GENERAL INVESTMENT MANAGEMENT AMERICA

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)
35-7085469-005	C	303827199

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2005 TRUST

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

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)
61-6434302-001	C	4763961

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2010 TRUST

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

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)
32-6199795-001	C	29022587

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2015 TRUST

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

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)
35-6941654-001	C	49208479

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2020 TRUST

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

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)
36-7594871-001	C	136801489

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2025 TRUST

b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY

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)
37-6495447-001	C	119451554

a Name of MTIA, CCT, PSA, or 103-12 IE:	T. ROWE PRICE RETIREMENT 2030 TRUST		
b Name of sponsor of entity listed in (a):	T. ROWE PRICE TRUST COMPANY		
c EIN-PN 38-7010946-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	172284575
a Name of MTIA, CCT, PSA, or 103-12 IE:	T. ROWE PRICE RETIREMENT 2035 TRUST		
b Name of sponsor of entity listed in (a):	T. ROWE PRICE TRUST COMPANY		
c EIN-PN 36-7595013-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	91653889
a Name of MTIA, CCT, PSA, or 103-12 IE:	T. ROWE PRICE RETIREMENT 2040 TRUST		
b Name of sponsor of entity listed in (a):	T. ROWE PRICE TRUST COMPANY		
c EIN-PN 35-6941729-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	127128410
a Name of MTIA, CCT, PSA, or 103-12 IE:	T. ROWE PRICE RETIREMENT 2045 TRUST		
b Name of sponsor of entity listed in (a):	T. ROWE PRICE TRUST COMPANY		
c EIN-PN 32-6199848-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	72064182
a Name of MTIA, CCT, PSA, or 103-12 IE:	T. ROWE PRICE RETIREMENT 2050 TRUST		
b Name of sponsor of entity listed in (a):	T. ROWE PRICE TRUST COMPANY		
c EIN-PN 30-6303214-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	53355143
a Name of MTIA, CCT, PSA, or 103-12 IE:	T. ROWE PRICE RETIREMENT 2055 TRUST		
b Name of sponsor of entity listed in (a):	T. ROWE PRICE TRUST COMPANY		
c EIN-PN 35-6941728-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	37986791
a Name of MTIA, CCT, PSA, or 103-12 IE:	T. ROWE PRICE RETIREMENT 2060 TRUST		
b Name of sponsor of entity listed in (a):	T. ROWE PRICE TRUST COMPANY		
c EIN-PN 47-1088316-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	3547235
a Name of MTIA, CCT, PSA, or 103-12 IE:	T. ROWE PRICE RETIREMENT INCOME TR		
b Name of sponsor of entity listed in (a):	T. ROWE PRICE TRUST COMPANY		
c EIN-PN 38-7011316-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	58187827
a Name of MTIA, CCT, PSA, or 103-12 IE:	MORLEY STABLE VALUE FUND		
b Name of sponsor of entity listed in (a):	UNION BOND & TRUST COMPANY		
c EIN-PN 93-6274329-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	107169130
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	
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a Plan name	
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a Plan name	
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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)

Department of the Treasury
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

2017

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For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
BB&T CORPORATION 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
BB&T CORPORATION

D Employer Identification Number (EIN)
56-0939887

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2583067	2484841
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	223610017	215453454
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	68492373	70168610
(9) Value of interest in common/collective trusts	1c(9)	854971630	1434922552
(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)	2132646390	2116228844
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	141809913	180219850

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	627441928	613072311
	(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	4051555318	4632550462
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	4051555318	4632550462

Part II Income and Expense Statement

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

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	129116837	
	(B) Participants	2a(1)(B)	189174189	
	(C) Others (including rollovers)	2a(1)(C)	19840237	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		338131263
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	4608468	
	(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)	3092422	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		7700890
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	16278053	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	121723396	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		138001449
	(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)	34031279	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		34031279

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		144153426
(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)		259684077
c Other income	2c		20912860
d Total income. Add all **income** amounts in column (b) and enter total	2d		942615244
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	360953537	
(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)		360953537
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	666563	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		666563
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		361620100
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		580995144
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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) [X] 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 [X] No

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

(1) Name: PRICEWATERHOUSECOOPERS **(2)** EIN: 13-4008324

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		250000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

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

2017

This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
BB&T CORPORATION 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
BB&T CORPORATION

D Employer Identification Number (EIN)
56-0939887

Part I 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** 0

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): 56-1368984

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

BB&T Corporation 401(k) Savings Plan

Financial Statements and Supplemental Schedule

December 31, 2017 and 2016

BB&T Corporation 401(k) Savings Plan

Index

December 31, 2017 and 2016

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

Report of Independent Auditors

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

We have audited the accompanying financial statements of the BB&T 401(k) Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2017 and 2016, and the related statement of changes in net assets available for benefits for the year ended December 31, 2017, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2017 and 2016 and the changes in net assets available for benefits for the year ended December 31, 2017, in accordance with accounting principles generally accepted in the United States of America.

PricewaterhouseCoopers LLP, 800 Green Valley Road, Suite 500, Greensboro, NC 27408-7032
T: (336) 665 2700, F: (336) 665 2699, www.pwc.com/us

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 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2017 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves and other additional procedures, in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

PricewaterhouseCoopers LLP

Greensboro, North Carolina
June 26, 2018

BB&T Corporation 401(k) Savings Plan

Statements of Net Assets Available for Benefits

December 31, 2017 and 2016

	2017	2016
Assets		
Investments, at fair value	$ 4,559,897,011	$ 3,980,479,878
Notes receivable from participants	70,168,610	68,492,373
Employer receivable	2,484,841	2,583,067
Net assets available for benefits	$ 4,632,550,462	$ 4,051,555,318

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

BB&T Corporation 401(k) Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2017

	2017
Additions to (deductions from) net assets attributable to:	
Investment income	
Interest	$ 4,705,604
Dividends	141,781,015
Net appreciation in fair value of investments	454,904,940
Net investment income	601,391,559
Interest on notes receivable from participants	3,092,422
Contributions	
Employer	129,116,837
Employee	189,174,189
Rollovers	19,840,237
Total contributions	338,131,263
Total additions	942,615,244
Benefits paid to participants	(360,953,537)
Administrative expenses	(666,563)
Total deductions	(361,620,100)
Net increase	580,995,144
Net assets available for benefits	
Beginning of year	4,051,555,318
End of year	$ 4,632,550,462

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

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

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

General

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

Eligibility for Participation

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

Contributions

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

The Plan Sponsor will match participant contributions (other than catch-up contributions), subject to certain IRC limitations using a formula based on the company in which a participant works:

- CRC Insurance Services, Inc.: Match of 50%
- McGriff, Seibels and Williams, Inc.: Match of 100% on the first 4% deferred
- All others: Match of 100% on the first 6% deferred

CRC Insurance Services, Inc. and AmRisc, LLC may also make profit sharing contributions at the discretion of their respective Board of Directors. For the year ended December 31, 2017, eligible employees of CRC Insurance Services, Inc. and AmRisc, LLC received profit sharing contributions totaling $1,951,400 and $533,441, respectively.

Vesting

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

Notes Receivable from Participants

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

Payment of Benefits

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

Participant Accounts

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

Forfeitures

Forfeitures represent nonvested employer matching contributions of participants in predecessor plans that have terminated their employment with their employer. At December 31, 2017 and 2016, forfeited accounts totaled $73,989 and $32, respectively, which can be used to reduce employer contributions. In 2017, contributions by the employer were reduced by $145,226 from the forfeiture account.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Administrative Expenses and Investment-Related Fees

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Related fees are recorded as administrative expenses. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document. No allowance for credit losses has been recorded as of December 31, 2017 or 2016.

Cash and Cash Equivalents

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

Investment Valuation and Income Recognition

Participants may direct the investment of their contributions as well as employer matching contributions among various mutual funds, BB&T Corporation Stock, common/collective trusts, separately managed accounts consisting primarily of common stock and foreign stock, and an associate insured deposit account, each offering different degrees of risk and return. There is also a self-directed brokerage investment option for Plan participants. The Employee Benefits Plan Committee determines the Plan's valuation policies utilizing information provided by the custodian. The Plan's investments are stated at fair value. Refer to Note 4 for disclosures of methodologies used to determine the recorded fair value of Plan investments.

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

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

Payment of Benefits

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

Use of Estimates

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

3. Associate Insured Deposit Account

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

The interest rate resets monthly based on market yields for United States Treasury Notes having a one-year maturity. The rate credited is based on the average yield that was effective as of the 30th day of the month two months prior plus fifty basis points. The crediting interest rates for the year ended December 31, 2017 ranged from 1.30 percent to 1.93 percent and the average yield rate was 1.59 percent.

4. Fair Value of Financial Instruments

Topic 820 establishes a three-level fair value hierarchy that describes the inputs used to measure assets and liabilities. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The valuation methodology was applied consistently from year to year.

Level 1

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

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

Level 2

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

The associate insured deposit account is carried at amortized cost, which approximates fair value. Refer to Note 3 for detailed disclosures related to the Plan's investment in the associate insured deposit account.

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

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

Level 3

Level 3 assets and liabilities are financial instruments whose value is calculated by the use of pricing models and/or discounted cash flow methodologies, as well as financial instruments for which the determination of fair value requires significant management judgment or estimation. These methodologies may result in a significant portion of the fair value being derived from unobservable data. As of December 31, 2017 and 2016, there were no level 3 assets or liabilities.

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

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

	December 31, 2017		
	Total	Level 1	Level 2
BB&T common stock	$ 613,072,311	$ 613,072,311	$ —
Mutual funds	2,116,228,844	2,116,228,844	—
Self-directed investments	175,877,922	174,056,828	1,821,094
Common/collective trusts	1,434,922,552	—	1,434,922,552
Separately managed accounts:			
Common stock	3,949,098	3,949,098	—
Foreign stock	392,830	392,830	—
Associate insured deposit account	210,467,027	—	210,467,027
Total investments at fair value, excluding cash and cash equivalents of $4,986,427	$ 4,554,910,584	$ 2,907,699,911	$ 1,647,210,673

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

There were no transfers between levels during 2017 and 2016.

5. Tax Status

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

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator analyzed the tax positions by the Plan, and concluded that as of December 31, 2017 and 2016, there are no uncertain positions taken that require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2014.

6. Plan Termination

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

7. Related Party and Party-In-Interest Transactions

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

	December 31, 2017	2016
BB&T Corporation common stock	$ 613,072,311	$ 627,441,928
Mutual funds	1,461,875,254	1,311,671,102
Separately managed accounts	4,341,928	3,835,841
Associate insured deposit account	210,467,027	221,664,794
Interest-bearing checking account	4,986,427	1,945,223

	For the year ended December 31, 2017
Dividends on BB&T Corporation common stock	$ 16,278,053
Dividends on investments in BB&T sponsored mutual funds	81,721,579
Interest on associate insured deposit account	3,339,225

In addition, the cost of administrative services rendered by the Corporation's Trust Division is party-in-interest and totaled $351,204 for the year ended December 31, 2017. The expenses paid through the Plan include only transactional charges such as loan issuance fees, Qualified Domestic Relations Order fees and check reissues. In addition, there are fees charged by TD Ameritrade to participants with self-directed brokerage accounts and fees charged by ProNvest to participants that opt to receive guidance on investment election/allocation. Fees charged by Ameritrade and ProNvest were $195,833 and $119,526, respectively for the year ended December 31, 2017.

8. Risks and Uncertainties

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

BB&T Corporation 401(k) Savings Plan

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

December 31, 2017

(a)	(b)	(c)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	Current Value
*	BB&T Corporation	Common stock	$ 613,072,311
*	Sterling Capital Total Return Bond Fund	Mutual fund	226,965,001
*	Sterling Capital Mid Value Fund	Mutual fund	270,108,963
*	Sterling Capital Special Opportunities Fund	Mutual fund	301,396,460
*	Sterling Capital Equity Income Fund	Mutual fund	268,690,854
*	Sterling Capital Behavioral Small Cap Val Equity Fund	Mutual fund	133,411,672
*	Sterling Capital Behavioral Large Cap Val Equity Fund	Mutual fund	261,302,304
	Federated Investors Treasury Obligation Fund	Mutual fund	91,161,069
	Fidelity Contrafund	Mutual fund	210,038,790
	Harbor International Fund	Mutual fund	155,148,259
	T. Rowe Price Mid Cap Growth Fund	Mutual fund	198,005,472
			2,116,228,844
	T. Rowe Price Retirement Income Fund	Common/collective trust	58,187,827
	T. Rowe Price Retirement 2005 Fund	Common/collective trust	4,763,961
	T. Rowe Price Retirement 2010 Fund	Common/collective trust	29,022,587
	T. Rowe Price Retirement 2015 Fund	Common/collective trust	49,208,479
	T. Rowe Price Retirement 2020 Fund	Common/collective trust	136,801,489
	T. Rowe Price Retirement 2025 Fund	Common/collective trust	119,451,554
	T. Rowe Price Retirement 2030 Fund	Common/collective trust	172,284,575
	T. Rowe Price Retirement 2035 Fund	Common/collective trust	91,653,889
	T. Rowe Price Retirement 2040 Fund	Common/collective trust	127,128,410
	T. Rowe Price Retirement 2045 Fund	Common/collective trust	72,064,182
	T. Rowe Price Retirement 2050 Fund	Common/collective trust	53,355,143
	T. Rowe Price Retirement 2055 Fund	Common/collective trust	37,986,791
	T. Rowe Price Retirement 2060 Active Trust	Common/collective trust	3,547,235
	Legal & General MSCI ACWI	Common/collective trust	68,470,101
	Legal & General S&P 500	Common/collective trust	303,827,199
	Morley Stable Value Fund	Common/collective trust	107,169,130
			1,434,922,552
	Plan Participants	Self-directed investments	175,877,922
*	Notes Receivable from Participants	Participant loans (4.25% to 9% due thru May 2046)	70,168,610
*	Branch Banking and Trust Company	Associate insured deposit account	210,467,027
*	Branch Banking and Trust Company	Cash and cash equivalents	4,986,427

BB&T Corporation 401(k) Savings Plan

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

December 31, 2017

(a)	(b)	(c)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	Current Value
Holdings in Separately Managed Accounts			
	Adtalem Global Education Inc	Common stock	10,302
	Advansix Inc	Common stock	7,068
	Aes Corp	Common stock	5,350
	Affiliated Managers Group Inc Com	Common stock	118,224
	Ag Mortgage Investment Trust	Common stock	6,863
	Akebia Therapeutics Inc	Common stock	5,844
	Allison Transmission Holdings Inc	Common stock	6,245
	Allison Transmission Holdings Inc	Common stock	51,684
	Allscripts Healthcare Solutions	Common stock	10,680
	Amag Pharmaceuticals Inc	Common stock	1,219
	American Equity Investment Life Holding Co	Common stock	14,412
	Annaly Capital Management	Common stock	37,168
	Apple Hospitality Reit Inc	Common stock	5,863
	Arcbest Corp	Common stock	8,008
	Arch Coal Inc - A	Common stock	9,968
	Armour Residential Reit Inc	Common stock	7,742
	Ascena Retail Group Inc	Common stock	10,937
	Associated Banc Corp	Common stock	6,045
	Atlas Air Worldwide Holdings	Common stock	8,622
	B Of I Holding Inc.	Common stock	4,754
	Bankunited Inc	Common stock	6,149
	Barrett Business Svcs Inc	Common stock	5,998
	Beazer Homes Usa Inc	Common stock	9,739
	Berkshire Hills Bancorp Inc	Common stock	7,393
	Big Lots Inc	Common stock	6,513
	Blucora Inc	Common stock	6,431
	Boise Cascade Company	Common stock	8,259
	Boston Beer Company Inc - Cl A	Common stock	6,880
	Briggs & Stratton Corp	Common stock	7,992
	Brixmor Property Group Inc	Common stock	5,393
	Brookdale Senior Living Inc	Common stock	4,598
	Cai International Inc	Common stock	5,692
	Camden National Corp	Common stock	8,047
	Carolina Financial Corp	Common stock	6,316
	Cathay General Bancorp	Common stock	11,892
	Cbre Group Inc	Common stock	108,275
	Cbs Corporation Cl B	Common stock	74,635
	Chatham Lodging Trust	Common stock	7,579
	Cherry Hill Mortgage Investment	Common stock	5,757
	Chico'S Fas Inc	Common stock	21,521
	Childrens Place Retail Stores	Common stock	7,704

BB&T Corporation 401(k) Savings Plan

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

December 31, 2017

(a)	(b)	(c)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	Current Value
	Chimera Investment Corp	Common stock	6,948
	Citi Trends Inc	Common stock	6,694
	Cno Financial Group Inc	Common stock	13,604
	Columbia Property Trust Inc	Common stock	6,174
	Community Tr Bancorp Inc	Common stock	8,101
	Comtech Telecommunications Corp	Common stock	6,769
	Conatus Pharmaceuticals Inc	Common stock	4,518
	Conn'S Inc	Common stock	11,980
	Consol Energy Inc	Common stock	1,857
	Corenergy Infrastructure Trust	Common stock	153
	Covenant Transport Inc	Common stock	6,119
	Cra International Inc	Common stock	7,417
	Credit Acceptance Corp	Common stock	7,440
	Cts Corp	Common stock	7,442
	Customers Bancorp Inc.	Common stock	7,615
	Cvr Energy Inc	Common stock	10,986
	Cytomx Therapeutics Inc	Common stock	7,220
	Deckers Outdoor Corp	Common stock	10,994
	Dhi Group Inc Dhi Group Inc	Common stock	6,698
	Diamond Offshore Drill Drill	Common stock	9,778
	Diamondrock Hospitality Company	Common stock	3,884
	Diodes Inc	Common stock	7,512
	Dollar General Corp.	Common stock	67,432
	Domtar Corporation	Common stock	6,190
	Dst Systems Inc	Common stock	54,622
	Dynex Capital Inc	Common stock	6,428
	E Trade Financial Corp	Common stock	123,925
	Ebay Inc	Common stock	75,480
	Echostar Holding Corp A	Common stock	5,331
	El Paso Elec Co Com New	Common stock	9,631
	Employers Holdings Inc	Common stock	10,967
	Endurance International Group	Common stock	5,947
	Enterprise Financial Services Corp	Common stock	12,642
	Ep Energy Corp-Cl A	Common stock	444
	Equity Wealth	Common stock	5
	Exterran Corp	Common stock	8,489
	Ez Corp Cl A	Common stock	5,405
	Fcb Financial Holdings-Cl A	Common stock	9,398
	Federal Agricultural Mtg Corp Cl C	Common stock	13,379
	Fidelity Southern Corporation	Common stock	8,001
	Fidelity National Information Services Inc	Common stock	72,732
	Financial Institutions Inc.	Common stock	6,500
	First Fefiance Finl Corp	Common stock	6,548
	First Financial Bancorp	Common stock	8,485

BB&T Corporation 401(k) Savings Plan

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

December 31, 2017

(a)	(b)	(c)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	Current Value
	First Financial Corp/Indiana	Common stock	6,213
	First Solar Inc	Common stock	7,900
	First Wealth Financial	Common stock	8,434
	Flagstar Bancorp Inc	Common stock	7,596
	Forestar Group Inc - W/I	Common stock	660
	Freightcar America Inc	Common stock	5,824
	Gannett Co Inc	Common stock	8,565
	Gentex Corp	Common stock	97,941
	Getty Realty Corp	Common stock	7,360
	Government Properties Income	Common stock	9,122
	Gray Television Inc.	Common stock	7,370
	Great Southern Bancorp Inc.	Common stock	7,334
	Hanmi Financial Corp	Common stock	7,588
	Hca Holdings Inc	Common stock	87,840
	Healthsouth Corp	Common stock	7,164
	Heartland Financial Usa Inc	Common stock	9,174
	Heritage Insurance Holdings	Common stock	6,830
	Heritage-Crystal Clean Inc	Common stock	6,830
	Hollyfrontier Corp	Common stock	8,605
	Homestreet Inc	Common stock	7,180
	Huntsman Corporation	Common stock	6,325
	Idacorp Inc	Common stock	13,339
	Independence Realty Trust Inc	Common stock	3,310
	Independent Bank Corp	Common stock	6,593
	Interdigital Inc	Common stock	5,483
	Invesco Mortgage Capital	Common stock	10,555
	Iridium Communications Inc	Common stock	10,207
	Itt Inc	Common stock	6,138
	Jabil Inc	Common stock	5,933
	Jacobs Engr Group Inc	Common stock	51,119
	Jernigan Capital Inc	Common stock	6,064
	Kaiser Aluminum Corporation	Common stock	9,082
	Kb Home	Common stock	11,183
	Kbr Inc	Common stock	10,649
	Kemet Corp	Common stock	4,111
	Kimco Rlty Corp	Common stock	1,325
	Knowles Corp	Common stock	39,069
	Kosmos Energy Ltd	Common stock	3,521
	Kronos Worldwide Inc	Common stock	6,030
	Laboratory Corp Of American Holdings	Common stock	86,135
	Lannett Company Inc	Common stock	5,939
	Lear Corp	Common stock	7,066
	Leucadia National Corp	Common stock	115,232
	Liberty Property Trust Sh Ben Tr	Common stock	5,548

BB&T Corporation 401(k) Savings Plan

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

December 31, 2017

(a)	(b)	(c)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	Current Value
	Lincoln National Corp.	Common stock	60,343
	Louisiana Pacific Corp Pac Corp	Common stock	6,224
	Markel Corporation	Common stock	78,600
	Masimo Corporation	Common stock	5,003
	Mckesson Corp Corporation	Common stock	63,628
	Mdc Holdings Inc	Common stock	478
	Medical Properties Trust Inc	Common stock	6,077
	Mfa Mortgage Investments Inc.	Common stock	6,201
	Mgic Investment Corp	Common stock	16,537
	Microstrategy Inc Cl A	Common stock	27,573
	Midland States Bancorp Inc	Common stock	5,846
	Molina Healthcare Inc	Common stock	10,275
	Monmouth Reit Corp Class A	Common stock	3,809
	Mtge Investment Crop	Common stock	8,344
	Murphy Oil Corporation	Common stock	6,521
	National Fuel Gas Company	Common stock	4,942
	Ncr Corp	Common stock	128,312
	Nelnet Inc Cl A	Common stock	10,573
	Netgear Inc	Common stock	9,988
	New Media Investment Group	Common stock	7,517
	New Methode Electron Inc	Common stock	6,015
	New Residential Investment Corp	Common stock	12,069
	New York Mortgage Trust Inc	Common stock	7,028
	News Corp New Cl B	Common stock	83,000
	Northwestern Corporation	Common stock	11,403
	Nrg Yield Inc - Class A	Common stock	7,352
	Nrg Yield Inc -Class C	Common stock	8,807
	Oceanfirst Financial Corp	Common stock	7,376
	Ofg Bancorp	Common stock	5,819
	Oge Energy Corp	Common stock	5,035
	Old National Bancorp	Common stock	9,109
	Olin Corp	Common stock	6,404
	Omega Healthcare Services	Common stock	4,682
	Omnicom Group	Common stock	69,189
	On Semiconductor	Common stock	7,538
	Oritani Financial Corporation	Common stock	508
	Owens Corning	Common stock	11,493
	Oxford Inds Inc	Common stock	8,271
	Par Petroleum Corp	Common stock	6,401
	Pbf Energy Inc.	Common stock	6,523
	Pdl Biopharma Inc	Common stock	7,012
	Peapack Gladstone Finl Corp	Common stock	7,179
	Penn National Gaming Inc.	Common stock	11,749
	Pennymac Financial Service-A	Common stock	6,839

BB&T Corporation 401(k) Savings Plan

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

December 31, 2017

(a)	(b)	(c)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	Current Value
	Pilgrim'S Pride Corp	Common stock	7,206
	Pinnacle Entertainment Inc	Common stock	9,459
	Pinnacle West Cap Corporation	Common stock	7,922
	Portland General Electric Co	Common stock	12,079
	Primoris Services Corp	Common stock	5,275
	Provident Financial Services Inc	Common stock	8,927
	Qcr Holdings Inc	Common stock	6,428
	Quality Systems Inc	Common stock	4,767
	Radian Group Inc	Common stock	15,478
	Radnet Inc.	Common stock	6,171
	Ralph Lauren Corp	Common stock	6,325
	Rayonier Advanced Materials	Common stock	7,853
	Rayonier Advanced Materials	Common stock	37,424
	Realogy Holdings Corp	Common stock	55,650
	Reinsurance Grp Of Amer Of America	Common stock	9,512
	Rexford Industrial Realty Inc	Common stock	7,261
	Rh	Common stock	8,880
	Rlj Lodging Trust	Common stock	11,908
	Rudolph Technology	Common stock	5,473
	Rush Enterprises Inc Cl A	Common stock	12,245
	S&T Bancorp Inc.	Common stock	9,236
	Sabra Health Care Reit Inc	Common stock	6,063
	Sanderson Farmsinc	Common stock	12,490
	Sandy Spring Bancorp Inc	Common stock	7,141
	Santander Consumer Usa Holdings	Common stock	6,089
	Scana Corp New	Common stock	5,609
	Schnitzer Steel Inds Inc Cl A	Common stock	10,653
	Schweitzer Mauduit Intl Inc	Common stock	5,126
	Seaworld Entertainment Inc	Common stock	45,527
	Sleep Number Corp	Common stock	7,105
	Southwestern Energy Co	Common stock	43,859
	Spire Inc	Common stock	11,348
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	Suncoke Energy Inc	Common stock	9,916
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	Synchrony Financial	Common stock	53,089
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BB&T Corporation 401(k) Savings Plan

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

December 31, 2017

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	Teradata Corp	Common stock	6,692
	Teradyne Inc	Common stock	1,759
	Terex Corp New	Common stock	7,329
	The Buckle Inc	Common stock	7,648
	The Greenbriar Companies Inc	Common stock	10,660
	Tier Reit Inc	Common stock	612
	Toll Brothers Inc	Common stock	6,627
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	Trinity Industries	Common stock	7,005
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	Triple S Management Corp	Common stock	6,362
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	Sensata Technologies Holding	Foreign stock	97,109
	Popular Inc	Foreign stock	6,424
	Essent Group Ltd	Foreign stock	8,163
	Horizon Pharma Plc	Foreign stock	5,942
	Michael Kors Holdings Ltd	Foreign stock	8,184
	Rowan Companies Plc	Foreign stock	10,445
	Ship Finance Intl Ltd	Foreign stock	8,417
	Textainer Group Holdings Ltd	Foreign stock	8,020
	Copa Holdings Sa	Foreign stock	8,714
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BB&T Corporation 401(k) Savings Plan

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*	BB&T Corporation	Common stock	$ 613,072,311
*	Sterling Capital Total Return Bond Fund	Mutual fund	226,965,001
*	Sterling Capital Mid Value Fund	Mutual fund	270,108,963
*	Sterling Capital Special Opportunities Fund	Mutual fund	301,396,460
*	Sterling Capital Equity Income Fund	Mutual fund	268,690,854
*	Sterling Capital Behavioral Small Cap Val Equity Fund	Mutual fund	133,411,672
*	Sterling Capital Behavioral Large Cap Val Equity Fund	Mutual fund	261,302,304
	Federated Investors Treasury Obligation Fund	Mutual fund	91,161,069
	Fidelity Contrafund	Mutual fund	210,038,790
	Harbor International Fund	Mutual fund	155,148,259
	T. Rowe Price Mid Cap Growth Fund	Mutual fund	198,005,472
			2,116,228,844
	T. Rowe Price Retirement Income Fund	Common/collective trust	58,187,827
	T. Rowe Price Retirement 2005 Fund	Common/collective trust	4,763,961
	T. Rowe Price Retirement 2010 Fund	Common/collective trust	29,022,587
	T. Rowe Price Retirement 2015 Fund	Common/collective trust	49,208,479
	T. Rowe Price Retirement 2020 Fund	Common/collective trust	136,801,489
	T. Rowe Price Retirement 2025 Fund	Common/collective trust	119,451,554
	T. Rowe Price Retirement 2030 Fund	Common/collective trust	172,284,575
	T. Rowe Price Retirement 2035 Fund	Common/collective trust	91,653,889
	T. Rowe Price Retirement 2040 Fund	Common/collective trust	127,128,410
	T. Rowe Price Retirement 2045 Fund	Common/collective trust	72,064,182
	T. Rowe Price Retirement 2050 Fund	Common/collective trust	53,355,143
	T. Rowe Price Retirement 2055 Fund	Common/collective trust	37,986,791
	T. Rowe Price Retirement 2060 Active Trust	Common/collective trust	3,547,235
	Legal & General MSCI ACWI	Common/collective trust	68,470,101
	Legal & General S&P 500	Common/collective trust	303,827,199
	Morley Stable Value Fund	Common/collective trust	107,169,130
			1,434,922,552
	Plan Participants	Self-directed investments	175,877,922
*	Notes Receivable from Participants	Participant loans (4.25% to 9% due thru May 2046)	70,168,610
*	Branch Banking and Trust Company	Associate insured deposit account	210,467,027
*	Branch Banking and Trust Company	Cash and cash equivalents	4,986,427

BB&T Corporation 401(k) Savings Plan

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December 31, 2017

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Holdings in Separately Managed Accounts			
	Adtalem Global Education Inc	Common stock	10,302
	Advansix Inc	Common stock	7,068
	Aes Corp	Common stock	5,350
	Affiliated Managers Group Inc Com	Common stock	118,224
	Ag Mortgage Investment Trust	Common stock	6,863
	Akebia Therapeutics Inc	Common stock	5,844
	Allison Transmission Holdings Inc	Common stock	6,245
	Allison Transmission Holdings Inc	Common stock	51,684
	Allscripts Healthcare Solutions	Common stock	10,680
	Amag Pharmaceuticals Inc	Common stock	1,219
	American Equity Investment Life Holding Co	Common stock	14,412
	Annaly Capital Management	Common stock	37,168
	Apple Hospitality Reit Inc	Common stock	5,863
	Arcbest Corp	Common stock	8,008
	Arch Coal Inc - A	Common stock	9,968
	Armour Residential Reit Inc	Common stock	7,742
	Ascena Retail Group Inc	Common stock	10,937
	Associated Banc Corp	Common stock	6,045
	Atlas Air Worldwide Holdings	Common stock	8,622
	B Of I Holding Inc.	Common stock	4,754
	Bankunited Inc	Common stock	6,149
	Barrett Business Svcs Inc	Common stock	5,998
	Beazer Homes Usa Inc	Common stock	9,739
	Berkshire Hills Bancorp Inc	Common stock	7,393
	Big Lots Inc	Common stock	6,513
	Blucora Inc	Common stock	6,431
	Boise Cascade Company	Common stock	8,259
	Boston Beer Company Inc - Cl A	Common stock	6,880
	Briggs & Stratton Corp	Common stock	7,992
	Brixmor Property Group Inc	Common stock	5,393
	Brookdale Senior Living Inc	Common stock	4,598
	Cai International Inc	Common stock	5,692
	Camden National Corp	Common stock	8,047
	Carolina Financial Corp	Common stock	6,316
	Cathay General Bancorp	Common stock	11,892
	Cbre Group Inc	Common stock	108,275
	Cbs Corporation Cl B	Common stock	74,635
	Chatham Lodging Trust	Common stock	7,579
	Cherry Hill Mortgage Investment	Common stock	5,757
	Chico'S Fas Inc	Common stock	21,521
	Childrens Place Retail Stores	Common stock	7,704

BB&T Corporation 401(k) Savings Plan

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	Chimera Investment Corp	Common stock	6,948
	Citi Trends Inc	Common stock	6,694
	Cno Financial Group Inc	Common stock	13,604
	Columbia Property Trust Inc	Common stock	6,174
	Community Tr Bancorp Inc	Common stock	8,101
	Comtech Telecommunications Corp	Common stock	6,769
	Conatus Pharmaceuticals Inc	Common stock	4,518
	Conn'S Inc	Common stock	11,980
	Consol Energy Inc	Common stock	1,857
	Corenergy Infrastructure Trust	Common stock	153
	Covenant Transport Inc	Common stock	6,119
	Cra International Inc	Common stock	7,417
	Credit Acceptance Corp	Common stock	7,440
	Cts Corp	Common stock	7,442
	Customers Bancorp Inc.	Common stock	7,615
	Cvr Energy Inc	Common stock	10,986
	Cytomx Therapeutics Inc	Common stock	7,220
	Deckers Outdoor Corp	Common stock	10,994
	Dhi Group Inc Dhi Group Inc	Common stock	6,698
	Diamond Offshore Drill Drill	Common stock	9,778
	Diamondrock Hospitality Company	Common stock	3,884
	Diodes Inc	Common stock	7,512
	Dollar General Corp.	Common stock	67,432
	Domtar Corporation	Common stock	6,190
	Dst Systems Inc	Common stock	54,622
	Dynex Capital Inc	Common stock	6,428
	E Trade Financial Corp	Common stock	123,925
	Ebay Inc	Common stock	75,480
	Echostar Holding Corp A	Common stock	5,331
	El Paso Elec Co Com New	Common stock	9,631
	Employers Holdings Inc	Common stock	10,967
	Endurance International Group	Common stock	5,947
	Enterprise Financial Services Corp	Common stock	12,642
	Ep Energy Corp-Cl A	Common stock	444
	Equity Wealth	Common stock	5
	Exterran Corp	Common stock	8,489
	Ez Corp Cl A	Common stock	5,405
	Fcb Financial Holdings-Cl A	Common stock	9,398
	Federal Agricultural Mtg Corp Cl C	Common stock	13,379
	Fidelity Southern Corporation	Common stock	8,001
	Fidelity National Information Services Inc	Common stock	72,732
	Financial Institutions Inc.	Common stock	6,500
	First Fefiance Finl Corp	Common stock	6,548
	First Financial Bancorp	Common stock	8,485

BB&T Corporation 401(k) Savings Plan

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

December 31, 2017

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	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	Current Value
	First Financial Corp/Indiana	Common stock	6,213
	First Solar Inc	Common stock	7,900
	First Wealth Financial	Common stock	8,434
	Flagstar Bancorp Inc	Common stock	7,596
	Forestar Group Inc - W/I	Common stock	660
	Freightcar America Inc	Common stock	5,824
	Gannett Co Inc	Common stock	8,565
	Gentex Corp	Common stock	97,941
	Getty Realty Corp	Common stock	7,360
	Government Properties Income	Common stock	9,122
	Gray Television Inc.	Common stock	7,370
	Great Southern Bancorp Inc.	Common stock	7,334
	Hanmi Financial Corp	Common stock	7,588
	Hca Holdings Inc	Common stock	87,840
	Healthsouth Corp	Common stock	7,164
	Heartland Financial Usa Inc	Common stock	9,174
	Heritage Insurance Holdings	Common stock	6,830
	Heritage-Crystal Clean Inc	Common stock	6,830
	Hollyfrontier Corp	Common stock	8,605
	Homestreet Inc	Common stock	7,180
	Huntsman Corporation	Common stock	6,325
	Idacorp Inc	Common stock	13,339
	Independence Realty Trust Inc	Common stock	3,310
	Independent Bank Corp	Common stock	6,593
	Interdigital Inc	Common stock	5,483
	Invesco Mortgage Capital	Common stock	10,555
	Iridium Communications Inc	Common stock	10,207
	Itt Inc	Common stock	6,138
	Jabil Inc	Common stock	5,933
	Jacobs Engr Group Inc	Common stock	51,119
	Jernigan Capital Inc	Common stock	6,064
	Kaiser Aluminum Corporation	Common stock	9,082
	Kb Home	Common stock	11,183
	Kbr Inc	Common stock	10,649
	Kemet Corp	Common stock	4,111
	Kimco Rlty Corp	Common stock	1,325
	Knowles Corp	Common stock	39,069
	Kosmos Energy Ltd	Common stock	3,521
	Kronos Worldwide Inc	Common stock	6,030
	Laboratory Corp Of American Holdings	Common stock	86,135
	Lannett Company Inc	Common stock	5,939
	Lear Corp	Common stock	7,066
	Leucadia National Corp	Common stock	115,232
	Liberty Property Trust Sh Ben Tr	Common stock	5,548

BB&T Corporation 401(k) Savings Plan

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December 31, 2017

(a)	(b)	(c)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	Current Value
	Lincoln National Corp.	Common stock	60,343
	Louisiana Pacific Corp Pac Corp	Common stock	6,224
	Markel Corporation	Common stock	78,600
	Masimo Corporation	Common stock	5,003
	Mckesson Corp Corporation	Common stock	63,628
	Mdc Holdings Inc	Common stock	478
	Medical Properties Trust Inc	Common stock	6,077
	Mfa Mortgage Investments Inc.	Common stock	6,201
	Mgic Investment Corp	Common stock	16,537
	Microstrategy Inc Cl A	Common stock	27,573
	Midland States Bancorp Inc	Common stock	5,846
	Molina Healthcare Inc	Common stock	10,275
	Monmouth Reit Corp Class A	Common stock	3,809
	Mtge Investment Crop	Common stock	8,344
	Murphy Oil Corporation	Common stock	6,521
	National Fuel Gas Company	Common stock	4,942
	Ncr Corp	Common stock	128,312
	Nelnet Inc Cl A	Common stock	10,573
	Netgear Inc	Common stock	9,988
	New Media Investment Group	Common stock	7,517
	New Methode Electron Inc	Common stock	6,015
	New Residential Investment Corp	Common stock	12,069
	New York Mortgage Trust Inc	Common stock	7,028
	News Corp New Cl B	Common stock	83,000
	Northwestern Corporation	Common stock	11,403
	Nrg Yield Inc - Class A	Common stock	7,352
	Nrg Yield Inc -Class C	Common stock	8,807
	Oceanfirst Financial Corp	Common stock	7,376
	Ofg Bancorp	Common stock	5,819
	Oge Energy Corp	Common stock	5,035
	Old National Bancorp	Common stock	9,109
	Olin Corp	Common stock	6,404
	Omega Healthcare Services	Common stock	4,682
	Omnicom Group	Common stock	69,189
	On Semiconductor	Common stock	7,538
	Oritani Financial Corporation	Common stock	508
	Owens Corning	Common stock	11,493
	Oxford Inds Inc	Common stock	8,271
	Par Petroleum Corp	Common stock	6,401
	Pbf Energy Inc.	Common stock	6,523
	Pdl Biopharma Inc	Common stock	7,012
	Peapack Gladstone Finl Corp	Common stock	7,179
	Penn National Gaming Inc.	Common stock	11,749
	Pennymac Financial Service-A	Common stock	6,839

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	Pilgrim'S Pride Corp	Common stock	7,206
	Pinnacle Entertainment Inc	Common stock	9,459
	Pinnacle West Cap Corporation	Common stock	7,922
	Portland General Electric Co	Common stock	12,079
	Primoris Services Corp	Common stock	5,275
	Provident Financial Services Inc	Common stock	8,927
	Qcr Holdings Inc	Common stock	6,428
	Quality Systems Inc	Common stock	4,767
	Radian Group Inc	Common stock	15,478
	Radnet Inc.	Common stock	6,171
	Ralph Lauren Corp	Common stock	6,325
	Rayonier Advanced Materials	Common stock	7,853
	Rayonier Advanced Materials	Common stock	37,424
	Realogy Holdings Corp	Common stock	55,650
	Reinsurance Grp Of Amer Of America	Common stock	9,512
	Rexford Industrial Realty Inc	Common stock	7,261
	Rh	Common stock	8,880
	Rlj Lodging Trust	Common stock	11,908
	Rudolph Technology	Common stock	5,473
	Rush Enterprises Inc Cl A	Common stock	12,245
	S&T Bancorp Inc.	Common stock	9,236
	Sabra Health Care Reit Inc	Common stock	6,063
	Sanderson Farmsinc	Common stock	12,490
	Sandy Spring Bancorp Inc	Common stock	7,141
	Santander Consumer Usa Holdings	Common stock	6,089
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