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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br>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).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><div style="text-align: center; font-size: 24pt; font-weight: bold;">2017</div><br><br><b>This Form is Open to Public Inspection</b> |
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|                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                               |
|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                                                                                                                                                               |
| For calendar plan year 2017 or fiscal plan year beginning <u>01/01/2017</u> and ending <u>12/31/2017</u> |                                                                                                                                                                                                                                                                                                                                                                               |
| <b>A</b>                                                                                                 | This return/report is for: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> a multiemployer plan       </div> <div> <input type="checkbox"/> a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)       </div> </div>            |
|                                                                                                          | <input checked="" type="checkbox"/> a single-employer plan <div style="margin-left: 150px;"><input type="checkbox"/> a DFE (specify) _____</div>                                                                                                                                                                                                                              |
| <b>B</b>                                                                                                 | This return/report is: <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> the first return/report<br/> <input type="checkbox"/> an amended return/report       </div> <div> <input type="checkbox"/> the final return/report<br/> <input type="checkbox"/> a short plan year return/report (less than 12 months)       </div> </div> |
| <b>C</b>                                                                                                 | If the plan is a collectively-bargained plan, check here. . . . . ▶ <input type="checkbox"/>                                                                                                                                                                                                                                                                                  |
| <b>D</b>                                                                                                 | Check box if filing under: <div style="display: flex; justify-content: space-between;"> <div> <input checked="" type="checkbox"/> Form 5558<br/> <input type="checkbox"/> special extension (enter description)       </div> <div> <input type="checkbox"/> automatic extension       </div> <div> <input type="checkbox"/> the DFVC program       </div> </div>              |

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

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

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

|                  |                                                   |            |                                                              |
|------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b> | Filed with authorized/valid electronic signature. | 10/12/2018 | STEVE REEDER                                                 |
|                  | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b> |                                                   |            |                                                              |
|                  | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b> |                                                   |            |                                                              |
|                  | Signature of DFE                                  | Date       | Enter name of individual signing as DFE                      |

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

Form 5500 (2017)  
v. 170203

|                                                                                                                                                                                                                                                                                        |                                                                                                               |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address <input type="checkbox"/> Same as Plan Sponsor<br><br>CHAIR OF THE EMPLOYEE BENEFITS PLAN COMMITTEE<br><br>PO BOX 1215<br>WINSTON-SALEM, NC 27102-1215                                                                                  | <b>3b</b> Administrator's EIN<br>56-0939887<br><br><b>3c</b> Administrator's telephone number<br>800-716-2455 |
| <b>4</b> 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:<br><b>a</b> Sponsor's name<br><b>c</b> Plan Name | <b>4b</b> EIN<br><br><b>4d</b> PN                                                                             |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                | <b>5</b> 55687                                                                                                |
| <b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                       |                                                                                                               |
| <b>a(1)</b> Total number of active participants at the beginning of the plan year .....                                                                                                                                                                                                | <b>6a(1)</b> 28457                                                                                            |
| <b>a(2)</b> Total number of active participants at the end of the plan year .....                                                                                                                                                                                                      | <b>6a(2)</b> 27422                                                                                            |
| <b>b</b> Retired or separated participants receiving benefits .....                                                                                                                                                                                                                    | <b>6b</b> 13172                                                                                               |
| <b>c</b> Other retired or separated participants entitled to future benefits .....                                                                                                                                                                                                     | <b>6c</b> 15110                                                                                               |
| <b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                                                            | <b>6d</b> 55704                                                                                               |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. ....                                                                                                                                                                             | <b>6e</b> 664                                                                                                 |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> . ....                                                                                                                                                                                                                               | <b>6f</b> 56368                                                                                               |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....                                                                                                                                        | <b>6g</b>                                                                                                     |
| <b>h</b> Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested .....                                                                                                                                             | <b>6h</b> 2086                                                                                                |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....                                                                                                                                                    | <b>7</b>                                                                                                      |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>1A 3F 3H                                                                                                               |                                                                                                               |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                            |                                                                                                               |

|                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

**a Pension Schedules**

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

**b General Schedules**

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ 0 **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

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

**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 \_\_\_\_\_

|                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                    |                                                                                           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500 or 5500-SF.</b> | OMB No. 1210-0110<br><br><b>2017</b><br><br><b>This Form is Open to Public Inspection</b> |
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For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

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

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

|                                                                                                                                           |                                                                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B | <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |
|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|

**Part I Basic Information**

|                                                                                                                                                                                                                 |                            |                           |                          |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|---------------------------|--------------------------|
| <b>1</b> Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2017</u>                                                                                                                               |                            |                           |                          |
| <b>2</b> Assets:                                                                                                                                                                                                |                            |                           |                          |
| <b>a</b> Market value .....                                                                                                                                                                                     | <b>2a</b>                  | <u>5070087653</u>         |                          |
| <b>b</b> Actuarial value .....                                                                                                                                                                                  | <b>2b</b>                  | <u>5070087653</u>         |                          |
| <b>3</b> Funding target/participant count breakdown                                                                                                                                                             | (1) Number of participants | (2) Vested Funding Target | (3) Total Funding Target |
| <b>a</b> For retired participants and beneficiaries receiving payment .....                                                                                                                                     | <u>12791</u>               | <u>899275392</u>          | <u>899275392</u>         |
| <b>b</b> For terminated vested participants .....                                                                                                                                                               | <u>14349</u>               | <u>453089126</u>          | <u>453089126</u>         |
| <b>c</b> For active participants .....                                                                                                                                                                          | <u>28484</u>               | <u>1056663024</u>         | <u>1147363401</u>        |
| <b>d</b> Total .....                                                                                                                                                                                            | <u>55624</u>               | <u>2409027542</u>         | <u>2499727919</u>        |
| <b>4</b> If the plan is in at-risk status, check the box and complete lines (a) and (b)..... <input type="checkbox"/>                                                                                           |                            |                           |                          |
| <b>a</b> Funding target disregarding prescribed at-risk assumptions .....                                                                                                                                       | <b>4a</b>                  |                           |                          |
| <b>b</b> Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor ..... | <b>4b</b>                  |                           |                          |
| <b>5</b> Effective interest rate .....                                                                                                                                                                          | <b>5</b>                   | <u>6.04 %</u>             |                          |
| <b>6</b> Target normal cost .....                                                                                                                                                                               | <b>6</b>                   | <u>214236965</u>          |                          |

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

|                                                                                 |                     |                                        |
|---------------------------------------------------------------------------------|---------------------|----------------------------------------|
| <b>SIGN HERE</b>                                                                |                     |                                        |
| Signature of actuary<br><u>ERIC E. MALACANE, EA, ASA</u>                        | <u>09/19/2018</u>   | Date                                   |
| Type or print name of actuary<br><u>AON CONSULTING, INC.</u>                    | <u>17-07105</u>     | Most recent enrollment number          |
| Firm name<br><u>1100 REYNOLDS BOULEVARD</u><br><u>WINSTON - SALEM, NC 27105</u> | <u>336-728-2233</u> | Telephone number (including area code) |
| Address of the firm                                                             |                     |                                        |

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

**Part II Beginning of Year Carryover and Prefunding Balances**

|                                                                                                                                                                      | (a) Carryover balance | (b) Prefunding balance |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------|
| <b>7</b> Balance at beginning of prior year after applicable adjustments (line 13 from prior year) .....                                                             | 821191023             | 1590975251             |
| <b>8</b> Portion elected for use to offset prior year's funding requirement (line 35 from prior year) .....                                                          | 0                     | 0                      |
| <b>9</b> Amount remaining (line 7 minus line 8) .....                                                                                                                | 821191023             | 1590975251             |
| <b>10</b> Interest on line 9 using prior year's actual return of <u>8.33</u> % .....                                                                                 | 68405212              | 132528238              |
| <b>11</b> Prior year's excess contributions to be added to prefunding balance:                                                                                       |                       |                        |
| <b>a</b> Present value of excess contributions (line 38a from prior year) .....                                                                                      |                       | 132793358              |
| <b>b(1)</b> Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.22</u> % ..... |                       | 8259747                |
| <b>b(2)</b> Interest on line 38b from prior year Schedule SB, using prior year's actual return .....                                                                 |                       | 0                      |
| <b>c</b> Total available at beginning of current plan year to add to prefunding balance .....                                                                        |                       | 141053105              |
| <b>d</b> Portion of (c) to be added to prefunding balance .....                                                                                                      |                       | 141053105              |
| <b>12</b> Other reductions in balances due to elections or deemed elections .....                                                                                    | 0                     | 0                      |
| <b>13</b> Balance at beginning of current year (line 9 + line 10 + line 11d – line 12) .....                                                                         | 889596235             | 1864556594             |

**Part III Funding Percentages**

|                                                                                                                                                                            |           |         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>14</b> Funding target attainment percentage .....                                                                                                                       | <b>14</b> | 92.64%  |
| <b>15</b> Adjusted funding target attainment percentage .....                                                                                                              | <b>15</b> | 202.82% |
| <b>16</b> Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement ..... | <b>16</b> | 128.40% |
| <b>17</b> If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage. ....                                        | <b>17</b> | %       |

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

| (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
|--------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| 01/12/2017               | 260000000                         | 0                               |                          |                                   |                                 |
| 08/11/2017               | 86610463                          | 0                               |                          |                                   |                                 |
| 12/27/2017               | 132458354                         | 0                               |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
| <b>Totals ▶</b>          |                                   |                                 | <b>18(b)</b>             | 479068817                         | <b>18(c)</b> 0                  |

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

|                                                                                                                         |            |           |
|-------------------------------------------------------------------------------------------------------------------------|------------|-----------|
| <b>a</b> Contributions allocated toward unpaid minimum required contributions from prior years. ....                    | <b>19a</b> | 0         |
| <b>b</b> Contributions made to avoid restrictions adjusted to valuation date .....                                      | <b>19b</b> | 0         |
| <b>c</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date ..... | <b>19c</b> | 468130383 |

**20** Quarterly contributions and liquidity shortfalls:

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

| Liquidity shortfall as of end of quarter of this plan year |         |         |         |
|------------------------------------------------------------|---------|---------|---------|
| (1) 1st                                                    | (2) 2nd | (3) 3rd | (4) 4th |
| 0                                                          | 0       | 0       | 0       |

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

|                                                 |                                                |                                                           |                                     |                                                     |
|-------------------------------------------------|------------------------------------------------|-----------------------------------------------------------|-------------------------------------|-----------------------------------------------------|
| <b>21</b> Discount rate:                        |                                                |                                                           |                                     |                                                     |
| <b>a</b> Segment rates:                         | 1st segment:<br>4.16 %                         | 2nd segment:<br>5.72 %                                    | 3rd segment:<br>6.48 %              | <input type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code) .....    |                                                |                                                           |                                     | <b>21b</b> 1                                        |
| <b>22</b> Weighted average retirement age.....  |                                                |                                                           |                                     | <b>22</b> 62                                        |
| <b>23</b> Mortality table(s) (see instructions) | <input type="checkbox"/> Prescribed - combined | <input checked="" type="checkbox"/> Prescribed - separate | <input type="checkbox"/> Substitute |                                                     |

**Part VI Miscellaneous Items**

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

**Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years**

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

**Part VIII Minimum Required Contribution For Current Year**

|                                                                                                                                                                                      |                     |                    |               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|---------------|
| <b>31</b> Target normal cost and excess assets (see instructions):                                                                                                                   |                     |                    |               |
| <b>a</b> Target normal cost (line 6) .....                                                                                                                                           | <b>31a</b>          | 214236965          |               |
| <b>b</b> Excess assets, if applicable, but not greater than line 31a .....                                                                                                           | <b>31b</b>          | 0                  |               |
| <b>32</b> Amortization installments:                                                                                                                                                 | Outstanding Balance | Installment        |               |
| <b>a</b> Net shortfall amortization installment.....                                                                                                                                 | 0                   | 0                  |               |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       | 0                   | 0                  |               |
| <b>33</b> If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount ..... | <b>33</b>           |                    |               |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33).....                                                          | <b>34</b>           | 214236965          |               |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance | Total balance |
| <b>35</b> Balances elected for use to offset funding requirement.....                                                                                                                | 0                   | 0                  | 0             |
| <b>36</b> Additional cash requirement (line 34 minus line 35) .....                                                                                                                  | <b>36</b>           | 214236965          |               |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) .....                                                  | <b>37</b>           | 468130383          |               |
| <b>38</b> Present value of excess contributions for current year (see instructions)                                                                                                  |                     |                    |               |
| <b>a</b> Total (excess, if any, of line 37 over line 36) .....                                                                                                                       | <b>38a</b>          | 253893418          |               |
| <b>b</b> Portion included in line 38a attributable to use of prefunding and funding standard carryover balances .....                                                                | <b>38b</b>          | 0                  |               |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) .....                                                                      | <b>39</b>           | 0                  |               |
| <b>40</b> Unpaid minimum required contributions for all years.....                                                                                                                   | <b>40</b>           | 0                  |               |

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

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

|                                                                                                                                                                                                               |                                                                                                                                                                                                                |                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br>Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                               |                                                                                                                                                                                                                | <b>2017</b>                                    |
|                                                                                                                                                                                                               |                                                                                                                                                                                                                | <b>This Form is Open to Public Inspection.</b> |

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

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

|               |                                                        |
|---------------|--------------------------------------------------------|
| <b>Part I</b> | <b>Service Provider Information (see instructions)</b> |
|---------------|--------------------------------------------------------|

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

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

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

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
| <b>GENESIS ADVISORS LLC</b>                                                                                       |
| <b>26-0594575</b>                                                                                                 |

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

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

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

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

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

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

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

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

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

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

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**(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)

AON CONSULTING

22-2232264

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 11 50                         | NONE                                                                                                     | 1940620                                                                       | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

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

ARTISAN

30-0551775

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 28 50 51                      | NONE                                                                                                     | 1362503                                                                       | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

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

CORTINA

56-2450074

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 28 50 51                      | NONE                                                                                                     | 906029                                                                        | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

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

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

BRANCH BANKING AND TRUST COMPANY

56-1074313

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 21 50                  | SUBSIDIARY                                                                                        | 490569                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

LEGAL & GENERAL INVESTMENT MANAGEME

71 SOUTH WACKER DRIVE  
SUITE 800  
CHICAGO, IL 60606

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 28 50 51               | NONE                                                                                              | 333214                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

KILPATRICK TOWNSEND ATTORNEYS

58-0511774

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 29 50                  | NONE                                                                                              | 48751                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**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)

BLACKSTONE

345 PARK AVENUE  
NEW YORK, NY 10154

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 28 50 51                      | NONE                                                                                                     | 25701                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

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

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

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

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

**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<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
|                                                                     |                                                                                                                                                                    |                                           |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
|                                                                     |                                                                                                                                                                    |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|                                                                     |                                                                                                                                                                    |                                           |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
|                                                                     |                                                                                                                                                                    |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|                                                                     |                                                                                                                                                                    |                                           |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
|                                                                     |                                                                                                                                                                    |                                           |

**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.

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

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                                           |                                                                                                                                                                                                                              |                                                                                            |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small> | <b>DFE/Participating Plan Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2017</b><br><br><b>This Form is Open to Public Inspection.</b> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

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

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

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

**a** Name of MTIA, CCT, PSA, or 103-12 IE: GENESIS EMERGING MARKETS FUND

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

|                                       |                               |                                                                                                                      |
|---------------------------------------|-------------------------------|----------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <u>22-3163872-001</u> | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>142812281</u> |
|---------------------------------------|-------------------------------|----------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: LEGAL & GENERAL MSCI EAFE

**b** Name of sponsor of entity listed in (a): RELIANCE TRUST COMPANY OF DELAWARE

|                                       |                               |                                                                                                                      |
|---------------------------------------|-------------------------------|----------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <u>35-7085469-001</u> | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>562640890</u> |
|---------------------------------------|-------------------------------|----------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: LEGAL & GENERAL EMERGING MKT

**b** Name of sponsor of entity listed in (a): RELIANCE TRUST COMPANY OF DELAWARE

|                                       |                               |                                                                                                                     |
|---------------------------------------|-------------------------------|---------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <u>35-7085469-003</u> | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>76105512</u> |
|---------------------------------------|-------------------------------|---------------------------------------------------------------------------------------------------------------------|

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

**b** Name of sponsor of entity listed in (a): RELIANCE TRUST COMPANY OF DELAWARE

|                                       |                               |                                                                                                                       |
|---------------------------------------|-------------------------------|-----------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <u>35-7085469-005</u> | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1170154544</u> |
|---------------------------------------|-------------------------------|-----------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: TS&W INTERNATIONAL LARGE CAP

**b** Name of sponsor of entity listed in (a): GLOBAL TRUST COMPANY - TS&W

|                                       |                               |                                                                                                                      |
|---------------------------------------|-------------------------------|----------------------------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN <u>26-6773274-003</u> | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>159145977</u> |
|---------------------------------------|-------------------------------|----------------------------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

|                 |                      |                                                                                                     |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|-----------------------------------------------------------------------------------------------------|

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

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

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

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

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2017</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2017 or fiscal plan year beginning <u>01/01/2017</u> and ending <u>12/31/2017</u>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                           |
| <b>A</b> Name of plan<br><u>BB&amp;T CORPORATION PENSION PLAN</u>                                                                                                                                                                                                        | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span>                                                                                                                                                                                                   | <u>001</u>                                                                                |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>BB&amp;T CORPORATION</u>                                                                                                                                                                             | <b>D</b> Employer Identification Number (EIN)<br><u>56-0939887</u>                                                                                                                                                                                                           |                                                                                           |

| Part I                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Asset and Liability Statement |                                            |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|--------------------------------------------|
| <b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> 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. |                               |                                            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>Assets</b>                 |                                            |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                               | (a) Beginning of Year      (b) End of Year |
| <b>a</b> Total noninterest-bearing cash .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1a</b>                     | 0      469760                              |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                               |                                            |
| <b>(1)</b> Employer contributions .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1b(1)</b>                  |                                            |
| <b>(2)</b> Participant contributions .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1b(2)</b>                  |                                            |
| <b>(3)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>1b(3)</b>                  | 21284813      59381294                     |
| <b>c</b> General investments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                               |                                            |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(1)</b>                  | 179150558      66121605                    |
| <b>(2)</b> U.S. Government securities.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(2)</b>                  | 1050117805      1392605575                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                               |                                            |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(A)</b>               | 655078357      833048889                   |
| <b>(B)</b> All other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1c(3)(B)</b>               |                                            |
| <b>(4)</b> Corporate stocks (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                               |                                            |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(4)(A)</b>               | 972327      969921                         |
| <b>(B)</b> Common .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(4)(B)</b>               | 1007408332      1278832857                 |
| <b>(5)</b> Partnership/joint venture interests .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>1c(5)</b>                  |                                            |
| <b>(6)</b> Real estate (other than employer real property) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(6)</b>                  |                                            |
| <b>(7)</b> Loans (other than to participants) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(7)</b>                  |                                            |
| <b>(8)</b> Participant loans .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>1c(8)</b>                  |                                            |
| <b>(9)</b> Value of interest in common/collective trusts.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1c(9)</b>                  | 1582553009      2110859204                 |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>1c(10)</b>                 |                                            |
| <b>(11)</b> Value of interest in master trust investment accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(11)</b>                 |                                            |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(12)</b>                 |                                            |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(13)</b>                 | 96197363      179619431                    |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(14)</b>                 |                                            |
| <b>(15)</b> Other .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(15)</b>                 | 479378515      403177783                   |

| <b>1d</b> Employer-related investments:                              |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 5072141079            | 6325086319      |

**Liabilities**

|                                                                           |           |        |         |
|---------------------------------------------------------------------------|-----------|--------|---------|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |        |         |
| <b>h</b> Operating payables .....                                         | <b>1h</b> | 548775 | 873959  |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |        |         |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> | 0      | 8726818 |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 548775 | 9600777 |

**Net Assets**

|                                                           |           |            |            |
|-----------------------------------------------------------|-----------|------------|------------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 5071592304 | 6315485542 |
|-----------------------------------------------------------|-----------|------------|------------|

**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 |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 479068817  |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> |            |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> |            |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 479068817 |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> | 517047     |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> | 37567845   |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> | 37604034   |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> |            |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> | 9104738    |           |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                              | <b>2b(1)(G)</b> |            | 84793664  |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> | 55851      |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> | 16396877   |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> | 7398065    |           |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                  | <b>2b(2)(D)</b> |            | 23850793  |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> |            |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            | 0         |
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                         | <b>2b(5)(A)</b> |            |           |
| <b>(B)</b> Other .....                                                                                     | <b>2b(5)(B)</b> | 344861554  |           |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....         | <b>2b(5)(C)</b> |            | 344861554 |

|                                                                                                |        | (a) Amount | (b) Total  |
|------------------------------------------------------------------------------------------------|--------|------------|------------|
| (6) Net investment gain (loss) from common/collective trusts .....                             | 2b(6)  |            | 370971108  |
| (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) |            | 51224434   |
| c Other income .....                                                                           | 2c     |            |            |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total.....               | 2d     |            | 1354770370 |

**Expenses**

|                                                                                     |       |           |           |
|-------------------------------------------------------------------------------------|-------|-----------|-----------|
| e Benefit payment and payments to provide benefits:                                 |       |           |           |
| (1) Directly to participants or beneficiaries, including direct rollovers.....      | 2e(1) | 101957598 |           |
| (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) |           | 101957598 |
| 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) | 2479940   |           |
| (2) Contract administrator fees .....                                               | 2i(2) |           |           |
| (3) Investment advisory and management fees .....                                   | 2i(3) | 2627447   |           |
| (4) Other .....                                                                     | 2i(4) | 3812147   |           |
| (5) Total administrative expenses. Add lines 2i(1) through (4).....                 | 2i(5) |           | 8919534   |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | 2j    |           | 110877132 |

**Net Income and Reconciliation**

|                                                          |       |  |            |
|----------------------------------------------------------|-------|--|------------|
| k Net income (loss). Subtract line 2j from line 2d ..... | 2k    |  | 1243893238 |
| l Transfers of assets:                                   |       |  |            |
| (1) To this plan.....                                    | 2l(1) |  |            |
| (2) From this plan .....                                 | 2l(2) |  |            |

**Part III Accountant's Opinion**

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

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

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

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

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

(1) Name: PRICEWATERHOUSECOOPERS LLP

(2) EIN: 13-4008324

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

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

**Part IV Compliance Questions**

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

During the plan year:

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

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

|    | Yes | No | Amount |
|----|-----|----|--------|
| 4a |     | X  |        |
| 4b |     | X  |        |

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

**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 4108816. (See instructions.)

|                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|
| <div>SCHEDULE R<br/>(Form 5500)<br/><br/>Department of the Treasury<br/>Internal Revenue Service<br/><br/>Department of Labor<br/>Employee Benefits Security Administration<br/><br/>Pension Benefit Guaranty Corporation</div>                                                                                                                                 | <div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div> | <div>OMB No. 1210-0110</div> <div>2017</div> <div>This Form is Open to Public Inspection.</div> |
| For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| A Name of plan<br>BB&T CORPORATION PENSION PLAN                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                  | B Three-digit plan number (PN) ▶ 001                                                            |
| C Plan sponsor's name as shown on line 2a of Form 5500<br>BB&T CORPORATION                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                  | D Employer Identification Number (EIN)<br>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):<br><br>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                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                  | 3 327                                                                                           |
| 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)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A<br>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<br>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? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> 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. <input checked="" type="checkbox"/> Increase <input type="checkbox"/> Decrease <input type="checkbox"/> Both <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| 11 a Does the ESOP hold any preferred stock? <input type="checkbox"/> Yes <input type="checkbox"/> 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.) <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                        |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| 12 Does the ESOP hold any stock that is not readily tradable on an established securities market? <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| For Paperwork Reduction Act Notice, see the Instructions for Form 5500.                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| Schedule R (Form 5500) 2017 v. 170203                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                  |                                                                                                 |

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

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

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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: 56.4% Investment-Grade Debt: 39.0% High-Yield Debt: 0.6% Real Estate: 1.9% Other: 2.1%

- 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**

## **Pension Plan**

**Financial Statements and Supplemental Schedules**  
**December 31, 2017 and 2016**

# BB&T Corporation Pension 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 Plan Administrator of BB&T Corporation Pension Plan

We have audited the accompanying financial statements of BB&T Corporation Pension Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 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 financial status of the Plan as of December 31, 2017 and 2016, and the changes in its financial status for the year ended December 31, 2017 in accordance with accounting principles generally accepted in the United States of America.



#### **Other Matter**

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

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

Greensboro, North Carolina  
October 9, 2018

**BB&T Corporation Pension Plan**  
**Statements of Net Assets Available for Benefits**  
**December 31, 2017 and 2016**

---

|                                         | <b>2017</b>                    | <b>2016</b>                    |
|-----------------------------------------|--------------------------------|--------------------------------|
| <b>Assets</b>                           |                                |                                |
| Investments, at fair value              | <u>\$ 6,265,235,265</u>        | <u>\$ 5,050,856,266</u>        |
| Noninterest bearing cash                | 469,760                        | -                              |
| Due from brokers for securities sold    | 35,408,444                     | -                              |
| Interest and dividends receivable       | <u>23,972,850</u>              | <u>21,284,813</u>              |
| Total cash and receivables              | <u>59,851,054</u>              | <u>21,284,813</u>              |
| Total assets                            | <u>6,325,086,319</u>           | <u>5,072,141,079</u>           |
| <b>Liabilities</b>                      |                                |                                |
| Due to brokers for securities purchased | 8,726,818                      | -                              |
| Accrued expenses and other payables     | <u>873,959</u>                 | <u>548,775</u>                 |
| Total liabilities                       | <u>9,600,777</u>               | <u>548,775</u>                 |
| Net assets available for benefits       | <u><u>\$ 6,315,485,542</u></u> | <u><u>\$ 5,071,592,304</u></u> |

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

**BB&T Corporation Pension Plan**  
**Statement of Changes in Net Assets Available for Benefits**  
**Year Ended December 31, 2017**

---

**Additions to net assets available for benefits attributed to:**

|                                               |                      |
|-----------------------------------------------|----------------------|
| Investment income:                            |                      |
| Interest                                      | \$ 84,793,664        |
| Dividends                                     | 23,850,793           |
| Net appreciation in fair value of investments | <u>767,057,096</u>   |
| Net investment income                         | 875,701,553          |
| Employer contributions                        | <u>479,068,817</u>   |
| Total additions                               | <u>1,354,770,370</u> |

**Deductions from net assets available for benefits attributed to:**

|                               |                    |
|-------------------------------|--------------------|
| Benefits paid to participants | 101,957,598        |
| Administrative expenses       | <u>8,919,534</u>   |
| Total deductions              | <u>110,877,132</u> |

|              |               |
|--------------|---------------|
| Net increase | 1,243,893,238 |
|--------------|---------------|

**Net assets available for benefits:**

|                   |                                |
|-------------------|--------------------------------|
| Beginning of year | <u>5,071,592,304</u>           |
| End of year       | <u><u>\$ 6,315,485,542</u></u> |

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

# **BB&T Corporation Pension Plan**

## **Notes to Financial Statements**

### **December 31, 2017 and 2016**

---

#### **1. Description of the Plan**

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

##### **General**

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

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

##### **Eligibility and Vesting**

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

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

##### **Retirement Benefits**

An employee is eligible for normal pension benefits upon reaching retirement age of 65. The amount of monthly retirement benefit to be provided for each participant who retires on their normal retirement date is equal to 1% of the participant’s average monthly compensation multiplied by the participant’s creditable years of service with the Corporation (not exceeding 35 years) plus one half percent of the participant’s average compensation in excess of their covered compensation multiplied by years of creditable service (not exceeding 35 years). Effective December 31, 2017, the Plan was amended to provide a minimum annual benefit of \$2,000. Covered compensation is defined as the average of the Social Security taxable wage bases for each year during the 35 year period ending with the year in which the participant attains their Social Security retirement age.

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

# **BB&T Corporation Pension Plan**

## **Notes to Financial Statements**

### **December 31, 2017 and 2016**

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benefit as of normal retirement date based on final average compensation and years of credited services as of their normal retirement date, increased actuarially to the delayed retirement date.

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

#### **Death and Disability Benefits**

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

## **2. Summary of Accounting Policies**

#### **Basis of Accounting**

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

#### **Contributions**

Contributions from the Corporation are recognized based upon amounts required to be funded under provisions of ERISA or, if greater, amounts actually contributed for the year. The Corporation contributes such amounts as are necessary on an actuarial basis to provide the Plan with assets sufficient to meet the benefits to be paid to Plan participants. The contributions of the Corporation are designed to fund normal service cost on a current basis and to fund the estimated prior service costs over a period of 25 to 30 years. The Corporation funding policy is to meet or exceed the minimum funding required under ERISA. Corporation contributions for 2017 exceeded the minimum funding requirements of ERISA.

#### **Investment Valuation and Income Recognition**

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Board Compensation Committee, which is appointed by the Board, determines the Plan's valuation policies utilizing information provided by its investment advisers and custodian. See Note 5 for a discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

#### **Cash and Cash Equivalents**

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

#### **Payment of Benefits**

Benefits are recorded when paid.

#### **Administrative Expenses**

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

# BB&T Corporation Pension Plan

## Notes to Financial Statements

### December 31, 2017 and 2016

---

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

#### Use of Estimates

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

### 3. Actuarial Assumptions

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

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

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

The significant actuarial assumptions underlying the actuarial computations of the present value of the accumulated plan benefits as of December 31, 2017 and 2016 (the "valuation date") are as follows:

|                                                  |                                                                                                                                                                                                                                                                                       |
|--------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Expected long-term rate of return on plan assets | 7% at December 31, 2017 and December 31, 2016                                                                                                                                                                                                                                         |
| Mortality basis                                  | RP2014 White Collar mortality table for males and aggregate for females with a Fully Generational projection using scale MP-2017 in 2017 and RP2014 White Collar mortality table for males and aggregate for females with a Fully Generational projection using scale MP-2016 in 2016 |
| Retirement age                                   | Graded rates of retirement based on age                                                                                                                                                                                                                                               |

**BB&T Corporation Pension Plan**  
**Notes to Financial Statements**  
**December 31, 2017 and 2016**

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At December 31, 2017, the mortality table changed from the RP2014 White Collar mortality table for males and aggregate for females with a Fully Generational projection using scale MP-2016 to the RP2014 White Collar mortality table for males and aggregate for females with a Fully Generational projection using scale MP-2017, which had the impact of decreasing the actuarial present value of accumulated plan benefits by \$8,652,906. In addition, the Internal Revenue Service updated their published mortality table, which had the impact of increasing the actuarial present value of accumulated plan benefits by \$329,027. The actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits. The computations of the actuarial present value of plan benefits were made as of January 1, 2018 and 2017. Had the valuations been performed as of December 31, there would be no material differences.

**4. Actuarial Present Value of Accumulated Plan Benefits**

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

**Statements of Accumulated Plan Benefits**

|                                                            | <b>December 31,<br/>2017</b>   | <b>December 31,<br/>2016</b>   |
|------------------------------------------------------------|--------------------------------|--------------------------------|
| Actuarial present value of accumulated plan benefits:      |                                |                                |
| Vested benefits:                                           |                                |                                |
| Participants currently receiving payments                  | \$ 955,674,471                 | \$ 868,675,791                 |
| Other vested participants                                  | 1,575,454,605                  | 1,396,556,412                  |
|                                                            | <u>2,531,129,076</u>           | <u>2,265,232,203</u>           |
| Nonvested benefits                                         | <u>92,923,977</u>              | <u>79,558,004</u>              |
| Total actuarial present value of accumulated plan benefits | <u><u>\$ 2,624,053,053</u></u> | <u><u>\$ 2,344,790,207</u></u> |

**BB&T Corporation Pension Plan**  
**Notes to Financial Statements**  
**December 31, 2017 and 2016**

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**Statement of Changes in Accumulated Plan Benefits**

|                                                                            | <b>Year Ended<br/>December 31,<br/>2017</b> |
|----------------------------------------------------------------------------|---------------------------------------------|
| Actuarial present value of accumulated plan benefits,<br>beginning of year | <u>\$ 2,344,790,207</u>                     |
| Increase (decrease) during the year attributed to:                         |                                             |
| Benefits accumulated                                                       | 131,899,666                                 |
| Increase for interest due to the decrease<br>in the discount period        | 160,627,153                                 |
| Benefits paid to participants                                              | (101,957,598)                               |
| Change in actuarial assumptions                                            | (8,323,879)                                 |
| Plan amendments                                                            | <u>97,017,504</u>                           |
| Net increase                                                               | <u>279,262,846</u>                          |
| Actuarial present value of accumulated plan benefits, end of<br>year       | <u><u>\$ 2,624,053,053</u></u>              |

Effective December 31, 2017, the Plan received a transfer of a portion of the liability from the BB&T Corporation Non-Qualified Defined Benefit Plan. This plan amendment increased accumulated plan benefits by \$79,768,066. In addition, effective December 31, 2017, the Plan was amended to provide a minimum annual benefit of \$2,000, which had the impact of increasing accumulated plan benefits by \$17,249,438.

**5. Fair Value of Financial Instruments**

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

**Level 1**

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

**Level 2**

Inputs to the valuation methodology include

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

**Level 3**

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

# BB&T Corporation Pension Plan

## Notes to Financial Statements

### December 31, 2017 and 2016

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2017 and 2016.

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

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

*Common/collective trust funds:* The fair value of the common/collective trusts is based on NAV, as provided by the trustee. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. Transactions (purchases and sales) may occur daily. The common/collective trusts have a readily determinable fair value in that NAV is determined and made available to the Plan daily or monthly, and is the basis for current transactions. Were the Plan to initiate a full redemption of the common/collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations at the then current NAV will be carried out in an orderly business manner. The common/collective trusts have a daily or monthly redemption frequency, and a redemption notice period of 10 to 120 days.

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

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

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

*Real estate funds, private equity funds, hedge funds and managed partnerships:* Valued at NAV of units held. The NAV is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liability. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

The preceding methods may produce a fair value calculation that may not be indicative of the net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of

**BB&T Corporation Pension Plan**  
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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:

| <b>Fair Value Measurements for Assets Measured on a<br/>Recurring Basis as of December 31, 2017</b> |                         |                      |                      |
|-----------------------------------------------------------------------------------------------------|-------------------------|----------------------|----------------------|
|                                                                                                     | <b>Total</b>            | <b>Level 1</b>       | <b>Level 2</b>       |
| Mutual Funds                                                                                        | \$ 179,619,431          | 179,619,431          | -                    |
| Common/Collective Trust Funds                                                                       | 2,110,859,204           | -                    | 2,110,859,204        |
| US Treasury/US Government Agency Securities                                                         | 1,392,605,575           | -                    | 1,392,605,575        |
| Municipal Bonds                                                                                     | 110,328,570             | -                    | 110,328,570          |
| CMOs/Asset Backed Securities                                                                        | 82,480,462              | -                    | 82,480,462           |
| Corporate Bonds                                                                                     | 750,568,427             | -                    | 750,568,427          |
| Common Stocks                                                                                       | 1,149,460,010           | 1,149,460,010        | -                    |
| Preferred Stock                                                                                     | 969,921                 | 969,921              | -                    |
| Foreign Stocks                                                                                      | 129,372,847             | 129,372,847          | -                    |
| Foreign Bonds                                                                                       | 105,491,283             | -                    | 105,491,283          |
| Equity Exchange-Traded Funds                                                                        | 79,131,290              | 79,131,290           | -                    |
| Subtotal                                                                                            | <u>6,090,887,020</u>    | <u>1,538,553,499</u> | <u>4,552,333,521</u> |
| Investments measured at Net Asset Value using the NAV practical expedient*                          | <u>108,226,640</u>      |                      |                      |
| Total investments at fair value, excluding cash and cash equivalents of \$66,121,605                | <u>\$ 6,199,113,660</u> |                      |                      |

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

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

There were no transfers between fair value levels.

# BB&T Corporation Pension Plan

## Notes to Financial Statements

### December 31, 2017 and 2016

#### Fair Value of Investments in Entities that Use NAV

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2017 and 2016:

| December 31<br>2017      | Fair<br>Value         | Unfunded<br>Commitments | Redemption<br>Frequency (if<br>currently eligible) | Redemption<br>Notice<br>Period |
|--------------------------|-----------------------|-------------------------|----------------------------------------------------|--------------------------------|
| Hedge Funds (a)          | \$ 724,689            | \$ -                    | n/a                                                | n/a                            |
| Private Equity Funds (b) | 50,443,931            | 78,008,772              | n/a                                                | n/a                            |
| Real Estate Funds (c)    | 57,058,020            | 39,984,899              | n/a                                                | n/a                            |
|                          | <u>\$ 108,226,640</u> | <u>\$ 117,993,671</u>   |                                                    |                                |

  

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

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

## 6. Tax Status

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

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the organization has taken an uncertain position that more likely than not would be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2017, there are no

# **BB&T Corporation Pension Plan**

## **Notes to Financial Statements**

### **December 31, 2017 and 2016**

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uncertain positions taken or expected to be taken that would require recognition of a liability or asset or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Sponsor believes it is no longer subject to income tax examinations for years prior to 2014.

#### **7. Plan Termination**

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

#### **8. Party-in-Interest Transactions**

Included in Plan assets are investments in Bank interest-bearing cash accounts of \$66,121,605 and \$179,150,558, mutual funds advised by a subsidiary of the Corporation of \$113,352,857 and \$96,197,363, and Bank non-interest-bearing cash accounts of \$469,750 and \$0, at December 31, 2017 and 2016, respectively. Investments in and transactions with the Bank or Corporation are considered party-in-interest transactions.

The cost of administrative services rendered by the Bank's Trust division paid by the Plan for the year ended December 31, 2017 was \$490,569.

#### **9. Risks and Uncertainties**

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

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

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

#### **10. Subsequent Events**

The Plan has evaluated subsequent events and determined that there were none requiring adjustment or disclosure through October 9, 2018, the date the financial statements were available to be issued.

## **Supplemental Schedules**

**BB&T Corporation Pension Plan**

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

December 31, 2017

| ( a )                                             | ( b )<br>Identity of issue<br>borrower, lessor<br>or similar party | ( c )<br>Description of investments<br>including maturity date, rate of<br>interest, collateral, par<br>or maturity value | ( d )<br>Cost    | ( e )<br>Current<br>value |
|---------------------------------------------------|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|------------------|---------------------------|
| <b>Cash</b>                                       |                                                                    |                                                                                                                           |                  |                           |
|                                                   | *                                                                  | BB&T Insured Deposit Program For ERISA Accounts                                                                           | \$ 66,121,605    | \$ 66,121,605             |
| <b>US Treasury/US Government AgencySecurities</b> |                                                                    |                                                                                                                           |                  |                           |
|                                                   | Fed Farm Credit Bank Corp                                          | 4.72% due 08/03/2034                                                                                                      | 7,901,810        | 8,472,940                 |
|                                                   | Fed Home Loan Mtg Corp                                             | 6.75% due 03/15/2031                                                                                                      | 30,230,584       | 29,315,820                |
|                                                   | Fed Home Loan Mtg                                                  | 6.25% due 07/15/2032                                                                                                      | 31,507,192       | 31,015,466                |
|                                                   | Fed Natl Mtg Assn                                                  | 6.625% due 11/15/2030                                                                                                     | 28,632,147       | 27,633,992                |
|                                                   | Us Treasury Bond                                                   | 3.875% due 08/15/2040                                                                                                     | 79,222,494       | 81,170,071                |
|                                                   | US Treasury Bond                                                   | 4.25% due 11/15/2040                                                                                                      | 92,206,849       | 93,719,650                |
|                                                   | US Treasury Bond                                                   | 4.75% due 02/15/2041                                                                                                      | 54,211,297       | 56,783,278                |
|                                                   | US Treasury Bond                                                   | 4.375% due 05/15/2041                                                                                                     | 48,267,914       | 50,153,770                |
|                                                   | US Treasury Bond                                                   | 3.75% due 08/15/2041                                                                                                      | 53,654,894       | 55,536,900                |
|                                                   | US Treasury Bond                                                   | 3.125% due 11/15/2041                                                                                                     | 69,100,911       | 71,484,785                |
|                                                   | US Treasury Bond                                                   | 3.125% due 02/15/2042                                                                                                     | 72,301,287       | 75,223,551                |
|                                                   | US Treasury Bond                                                   | 2.75% due 11/15/2047                                                                                                      | 4,995,138        | 5,008,200                 |
|                                                   | US Treasury Bond                                                   | 2.75% due 08/15/2042                                                                                                      | 48,762,336       | 52,436,922                |
|                                                   | US Treasury Bond                                                   | 3.125% due 02/15/2043                                                                                                     | 58,460,284       | 59,868,886                |
|                                                   | US Treasury Bond                                                   | 2.875% due 05/15/2043                                                                                                     | 45,911,764       | 53,350,233                |
|                                                   | US Treasury Bond                                                   | 3.125% due 08/15/2044                                                                                                     | 49,495,404       | 50,164,608                |
|                                                   | US Treasury Bond                                                   | 3.00% due 11/15/2044                                                                                                      | 97,225,950       | 93,433,885                |
|                                                   | US Treasury Bond                                                   | 2.50% due 02/15/2045                                                                                                      | 121,614,375      | 126,587,264               |
|                                                   | US Treasury Bond                                                   | 2.50% due 02/15/2046                                                                                                      | 109,155,380      | 105,751,308               |
|                                                   | US Treasury Bond                                                   | 2.50% due 05/15/2046                                                                                                      | 123,301,425      | 127,657,750               |
|                                                   | US Treasury Bond                                                   | 2.25% due 08/15/2046                                                                                                      | 133,894,595      | 137,836,296               |
|                                                   |                                                                    |                                                                                                                           | \$ 1,360,054,030 | \$ 1,392,605,575          |
| <b>Municipal Bonds</b>                            |                                                                    |                                                                                                                           |                  |                           |
|                                                   | California St Build America Bonds Go                               | 7.625% due 03/01/2040                                                                                                     | 2,242,508        | 3,449,613                 |
|                                                   | Connecticut St Txbl-Ref-Ser B                                      | 3.50% due 09/01/2027                                                                                                      | 9,980,854        | 9,958,191                 |
|                                                   | Curators Of The Of Missouri                                        | 4.237% due 11/01/2054                                                                                                     | 5,000,000        | 5,479,650                 |
|                                                   | Massachusetts St Dev Fin Agy                                       | 4.844% due 09/01/2043                                                                                                     | 7,000,000        | 8,275,330                 |
|                                                   | Missouri St Hlth & Eductnl Facs                                    | 4.072% due 10/15/2044                                                                                                     | 2,500,000        | 2,729,850                 |
|                                                   | Missouri St Hlth & Eductnl Facs                                    | 3.651% due 01/15/2046                                                                                                     | 10,000,000       | 10,199,500                |
|                                                   | New York City Ny Transitional                                      | 4.20% due 02/01/2038                                                                                                      | 5,140,100        | 5,379,800                 |
|                                                   | North Carolina St Univ At Raleigh                                  | 3.825% due 10/01/2033                                                                                                     | 2,320,654        | 2,707,952                 |
|                                                   | Ohio St Univ                                                       | 3.798% due 12/01/2046                                                                                                     | 7,018,870        | 7,231,700                 |
|                                                   | Port Auth Of New York & New Jersey                                 | 4.96% due 08/01/2046                                                                                                      | 3,500,000        | 4,337,830                 |
|                                                   | Port Auth Of New York & New Jersey                                 | 4.426% due 10/15/2034                                                                                                     | 10,000,000       | 10,791,500                |
|                                                   | Port Auth Of New York & New Jersey                                 | 4.81% due 10/15/2065                                                                                                      | 3,000,000        | 3,654,510                 |
|                                                   | Santa Monica CA Cmnty College                                      | 6.763% due 08/01/2034                                                                                                     | 1,200,000        | 1,320,024                 |
|                                                   | Texas St A & M Univ Revenue                                        | 4.972% due 05/15/2043                                                                                                     | 7,500,000        | 8,064,300                 |
|                                                   | Univ Of California                                                 | 3.38% due 05/15/2028                                                                                                      | 2,000,000        | 2,026,220                 |
|                                                   | Univ Of North Carolina NC At Chapel Hill                           | 3.847% due 12/01/2034                                                                                                     | 12,614,450       | 13,515,000                |
|                                                   | Virginia St CmwltH Univ Hlth Sys Auth                              | 4.956% due 01/01/2044                                                                                                     | 5,000,000        | 5,908,100                 |
|                                                   | West Virginia St Univ Revenues                                     | 4.471% due 10/01/2042                                                                                                     | 5,000,000        | 5,299,500                 |
|                                                   |                                                                    |                                                                                                                           | \$ 101,017,436   | \$ 110,328,570            |
| <b>CMOs/Asset BackedSecurities</b>                |                                                                    |                                                                                                                           |                  |                           |
|                                                   | Citibank Credit Card Issuance                                      | 6.15% due 06/15/2039                                                                                                      | 30,641,503       | 30,602,424                |
|                                                   | Fed Natl Mtge Assn Series 2016-7                                   | 3.50% due 03/25/2036                                                                                                      | 8,688,039        | 8,290,634                 |
|                                                   | Fed Home Loan Mtge Corp Series 4646                                | 3.50% due 11/15/2036                                                                                                      | 16,298,282       | 16,135,462                |
|                                                   | Fed Home Loan Mtge Corp Series 4646                                | 3.50% due 11/15/2036                                                                                                      | 6,617,222        | 6,618,777                 |
|                                                   | Fed Home Loan Mtge Corp Series 4661                                | 3.50% due 12/15/2036                                                                                                      | 11,149,276       | 11,048,854                |
|                                                   | Fed Home Loan Mtge Corp Series 4661                                | 3.00% due 04/15/2040                                                                                                      | 9,737,891        | 9,784,311                 |
|                                                   |                                                                    |                                                                                                                           | \$ 83,132,213    | \$ 82,480,462             |

**BB&T Corporation Pension Plan**

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

December 31, 2017

| ( a )                  | ( b )<br>Identity of issue<br>borrower, lessor<br>or similar party | ( c )<br>Description of investments<br>including maturity date, rate of<br>interest, collateral, par<br>or maturity value | ( d )<br>Cost | ( e )<br>Current<br>value |
|------------------------|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|---------------|---------------------------|
| <b>Corporate Bonds</b> |                                                                    |                                                                                                                           |               |                           |
|                        | AT&T Inc                                                           | 4.75% due 05/15/2046                                                                                                      | 9,495,323     | 9,409,820                 |
|                        | AT&T Inc                                                           | 4.55% due 03/09/2049                                                                                                      | 6,406,870     | 6,588,260                 |
|                        | AT&T Inc                                                           | 4.55% due 03/09/2049                                                                                                      | 4,488,549     | 4,390,605                 |
|                        | AT&T Inc                                                           | 4.90% due 08/14/2037                                                                                                      | 3,992,880     | 4,050,400                 |
|                        | Abbott Laboratories                                                | 5.30% due 05/27/2040                                                                                                      | 2,903,600     | 2,891,600                 |
|                        | Abbvie Inc                                                         | 4.40% due 11/06/2042                                                                                                      | 5,253,756     | 5,891,465                 |
|                        | Albemarle Corp                                                     | 5.45% due 12/01/2044                                                                                                      | 4,733,098     | 5,014,915                 |
|                        | Alexandria Real Estate                                             | 4.50% due 07/30/2029                                                                                                      | 3,545,968     | 3,752,542                 |
|                        | Altria Group Inc                                                   | 5.375% due 01/31/2044                                                                                                     | 3,838,578     | 4,689,492                 |
|                        | Hess Corp                                                          | 7.875% due 10/01/2029                                                                                                     | 907,821       | 910,106                   |
|                        | American Express Co                                                | 4.05% due 12/03/2042                                                                                                      | 2,537,920     | 2,922,233                 |
|                        | Amgen Inc                                                          | 5.15% due 11/15/2041                                                                                                      | 4,646,580     | 5,400,495                 |
|                        | Andeavor                                                           | 4.50% due 04/01/2048                                                                                                      | 2,957,220     | 3,033,990                 |
|                        | Anheuser-Busch Inbev Fin                                           | 4.90% due 02/01/2046                                                                                                      | 11,606,727    | 12,702,531                |
|                        | Apache Corp                                                        | 4.75% due 04/15/2043                                                                                                      | 2,389,217     | 2,543,657                 |
|                        | Apache Corp                                                        | 4.25% due 01/15/2044                                                                                                      | 1,535,958     | 1,671,129                 |
|                        | Appalachian Power Co                                               | 5.80% due 10/01/2035                                                                                                      | 6,776,872     | 7,346,544                 |
|                        | Apple Inc                                                          | 3.85% due 05/04/2043                                                                                                      | 3,290,968     | 3,563,633                 |
|                        | Apple Inc                                                          | 3.85% due 08/04/2046                                                                                                      | 4,263,230     | 4,481,331                 |
|                        | Apple Inc                                                          | 3.75% due 11/13/2047                                                                                                      | 1,963,560     | 2,057,000                 |
|                        | Applied Materials                                                  | 4.35% due 04/01/2047                                                                                                      | 2,994,510     | 3,365,370                 |
|                        | AT&T Inc                                                           | 5.35% due 09/01/2040                                                                                                      | 497,497       | 473,826                   |
|                        | Atmos Energy Corp                                                  | 4.125% due 10/15/2044                                                                                                     | 4,156,280     | 4,368,040                 |
|                        | Bank Of America Corp                                               | 5.875% due 02/07/2042                                                                                                     | 7,451,429     | 8,613,661                 |
|                        | Biogen Inc                                                         | 5.20% due 09/15/2045                                                                                                      | 4,567,524     | 5,460,568                 |
|                        | Blackstone Holdings Fin                                            | 6.25% due 08/15/2042                                                                                                      | 3,471,410     | 4,016,644                 |
|                        | Brighthouse Financial Inc                                          | 4.70% due 06/22/2047                                                                                                      | 3,345,957     | 3,436,818                 |
|                        | Buckeye Partners LP                                                | 5.85% due 11/15/2043                                                                                                      | 2,976,243     | 3,155,874                 |
|                        | Burlington North Santa Fe                                          | 5.75% due 05/01/2040                                                                                                      | 3,246,130     | 3,687,604                 |
|                        | Burlington North Santa Fe                                          | 4.95% due 09/15/2041                                                                                                      | 2,548,713     | 2,876,852                 |
|                        | CBS Corporation                                                    | 4.90% due 08/15/2044                                                                                                      | 3,170,760     | 3,152,880                 |
|                        | CBRE Services Inc                                                  | 5.25% due 03/15/2025                                                                                                      | 2,050,000     | 2,254,836                 |
|                        | CME Group Inc                                                      | 5.30% due 09/15/2043                                                                                                      | 2,067,103     | 2,631,893                 |
|                        | CMS Energy Corp                                                    | 4.70% due 03/31/2043                                                                                                      | 3,541,064     | 3,960,240                 |
|                        | CRH America Inc                                                    | 5.125% due 05/18/2045                                                                                                     | 2,662,041     | 3,142,074                 |
|                        | Calif Institute Of Technology                                      | 4.283% due 09/01/2116                                                                                                     | 4,551,065     | 4,415,365                 |
|                        | Canadian Natl Res                                                  | 4.95% due 06/01/2047                                                                                                      | 2,997,660     | 3,357,420                 |
|                        | Cargill Inc                                                        | 4.76% due 11/23/2045                                                                                                      | 1,386,406     | 1,680,976                 |
|                        | Carlyle Holdings II Fin                                            | 5.625% due 03/30/2043                                                                                                     | 4,367,013     | 4,716,030                 |
|                        | Caterpillar Inc                                                    | 3.803% due 08/15/2042                                                                                                     | 2,833,109     | 2,734,468                 |
|                        | Caterpillar Inc                                                    | 3.803% due 08/15/2042                                                                                                     | 911,520       | 1,103,645                 |
|                        | Celgene Corp                                                       | 4.625% due 05/15/2044                                                                                                     | 4,583,716     | 4,907,832                 |
|                        | Charter Comm Opt Llc                                               | 6.484% due 10/23/2045                                                                                                     | 11,564,336    | 12,242,265                |
|                        | Chubb Corp                                                         | 6.50% due 05/15/2038                                                                                                      | 3,403,600     | 3,538,325                 |
|                        | Cisco Systems Inc System Inc                                       | 5.50% due 01/15/2040                                                                                                      | 2,052,886     | 2,249,440                 |
|                        | Citigroup Inc                                                      | 5.875% due 01/30/2042                                                                                                     | 3,223,248     | 3,616,855                 |
|                        | Citigroup Inc                                                      | 5.30% due 05/06/2044                                                                                                      | 6,783,415     | 7,910,556                 |
|                        | Comcast Corp                                                       | 4.20% due 08/15/2034                                                                                                      | 9,863,983     | 10,757,558                |
|                        | Comcast Corp                                                       | 4.60% due 08/15/2045                                                                                                      | 4,692,600     | 5,047,470                 |
|                        | Conocophillips                                                     | 6.50% due 02/01/2039                                                                                                      | 2,625,770     | 2,938,803                 |
|                        | Dell Int LLC/Em Corp                                               | 8.35% due 07/15/2046                                                                                                      | 3,139,873     | 3,930,047                 |
|                        | Walt Disney Company/The                                            | 4.375% due 08/16/2041                                                                                                     | 4,376,970     | 4,587,313                 |
|                        | Discovery Communications                                           | 4.875% due 04/01/2043                                                                                                     | 4,111,730     | 4,199,736                 |
|                        | Dominion Gas Hldgs LLC                                             | 4.80% due 11/01/2043                                                                                                      | 5,192,704     | 5,518,020                 |
|                        | Dow Chemical Co/The                                                | 4.375% due 11/15/2042                                                                                                     | 3,659,423     | 3,945,600                 |
|                        | Duke Energy Carolinas                                              | 6.10% due 06/01/2037                                                                                                      | 10,469,707    | 11,093,141                |
|                        | Erac Usa Finance LLC                                               | 7.00% due 10/15/2037                                                                                                      | 1,902,360     | 2,005,875                 |
|                        | ERP Operating LP                                                   | 4.50% due 07/01/2044                                                                                                      | 3,624,341     | 3,995,655                 |
|                        | Erac USA Finance LLC                                               | 5.625% due 03/15/2042                                                                                                     | 4,458,118     | 4,971,168                 |
|                        | Ecolab Inc                                                         | 5.50% due 12/08/2041                                                                                                      | 370,706       | 429,423                   |
|                        | Ecolab Inc                                                         | 3.95% due 12/01/2047                                                                                                      | 2,355,615     | 2,862,188                 |
|                        | Energy Transfer Partners                                           | 7.50% due 07/01/2038                                                                                                      | 4,824,335     | 5,087,433                 |
|                        | Energy Transfer Partners                                           | 5.15% due 03/15/2045                                                                                                      | 2,932,248     | 3,160,138                 |
|                        | Enlink Midstream Partners LP                                       | 5.05% due 04/01/2045                                                                                                      | 4,468,868     | 4,543,466                 |
|                        | Entergy Louisiana Llc                                              | 4.95% due 01/15/2045                                                                                                      | 4,625,470     | 4,728,420                 |
|                        | Enterprise Products Oper                                           | 6.45% due 09/01/2040                                                                                                      | 4,791,333     | 5,263,993                 |
|                        | Exelon Generation Co LLC                                           | 5.75% due 10/01/2041                                                                                                      | 5,272,070     | 5,479,150                 |

**BB&T Corporation Pension Plan**

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

December 31, 2017

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|-------|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|---------------|---------------------------|
|       | Expedia Group Inc                                                  | 3.80% due 02/15/2028                                                                                                      | 3,270,705     | 3,168,531                 |
|       | Exxon Mobil Corp Exxon Mobil Corp                                  | 4.114% due 03/01/2046                                                                                                     | 4,904,595     | 5,036,580                 |
|       | Federal Realty Investment                                          | 4.50% due 12/01/2044                                                                                                      | 2,669,220     | 2,952,558                 |
|       | Fedex Corp                                                         | 4.10% due 02/01/2045                                                                                                      | 3,165,530     | 3,246,957                 |
|       | Fifth Third Bancorp                                                | 8.25% due 03/01/2038                                                                                                      | 2,610,827     | 2,861,617                 |
|       | Ford Motor Company Motor Company                                   | 7.45% due 07/16/2031                                                                                                      | 5,730,753     | 6,032,775                 |
|       | General Electric Co                                                | 6.875% due 01/10/2039                                                                                                     | 3,171,943     | 3,938,226                 |
|       | General Motors Co.                                                 | 5.15% due 04/01/2038                                                                                                      | 5,384,768     | 5,597,288                 |
|       | George Washington University                                       | 4.363% due 09/15/2043                                                                                                     | 5,000,000     | 5,387,700                 |
|       | Georgetown University B                                            | 5.061% due 04/01/2044                                                                                                     | 2,000,000     | 2,084,740                 |
|       | Georgia Power Company Power Company                                | 5.65% due 03/01/2037                                                                                                      | 6,629,047     | 6,751,141                 |
|       | Goldman Sachs Group Inc                                            | 6.75% due 10/01/2037                                                                                                      | 12,343,730    | 14,470,699                |
|       | Guardian Life Insurance                                            | 4.875% due 06/19/2064                                                                                                     | 5,581,240     | 6,352,136                 |
|       | Harris Corporation                                                 | 4.875% due 04/27/2035                                                                                                     | 652,475       | 681,730                   |
|       | Harris Corporation                                                 | 5.054% due 04/27/2045                                                                                                     | 4,110,095     | 4,410,488                 |
|       | Health Care Reit Inc                                               | 6.50% due 03/15/2041                                                                                                      | 3,932,859     | 4,739,314                 |
|       | Hess Corporation                                                   | 5.80% due 04/01/2047                                                                                                      | 2,889,940     | 3,199,272                 |
|       | Hollyfrontier Corp                                                 | 5.875% due 04/01/2026                                                                                                     | 2,996,234     | 3,307,879                 |
|       | Home Depot Inc                                                     | 4.875% due 02/15/2044                                                                                                     | 5,005,716     | 5,199,216                 |
|       | ING US Inc                                                         | 5.70% due 07/15/2043                                                                                                      | 2,610,867     | 2,921,029                 |
|       | Intel Corp                                                         | 4.10% due 05/11/2047                                                                                                      | 2,982,570     | 3,305,400                 |
|       | Intl Paper Co                                                      | 7.30% due 11/15/2039                                                                                                      | 6,258,171     | 6,784,300                 |
|       | Jpmorgan Chase & Co                                                | 4.26% due 02/22/2048                                                                                                      | 9,965,829     | 10,801,953                |
|       | Jefferies Group LLC                                                | 6.50% due 01/20/2043                                                                                                      | 3,174,073     | 3,562,332                 |
|       | John Hopkins University                                            | 3.753% due 07/01/2045                                                                                                     | 2,675,000     | 2,803,695                 |
|       | KKR Group Finance Co III                                           | 5.125% due 06/01/2044                                                                                                     | 4,183,967     | 4,589,190                 |
|       | Kansas City Southern                                               | 4.30% due 05/15/2043                                                                                                      | 1,609,772     | 1,965,744                 |
|       | Kimco Realty Corp                                                  | 4.25% due 04/01/2045                                                                                                      | 3,562,020     | 3,584,520                 |
|       | Kinder Morgan Ener Part                                            | 5.625% due 09/01/2041                                                                                                     | 5,179,060     | 5,312,600                 |
|       | Kraft Heinz Foods Co                                               | 5.00% due 07/15/2035                                                                                                      | 5,223,158     | 5,376,968                 |
|       | Liberty Mutual Group Inc                                           | 6.50% due 05/01/2042                                                                                                      | 4,055,315     | 4,697,053                 |
|       | Lowe's Companies Inc                                               | 4.65% due 04/15/2042                                                                                                      | 3,674,278     | 3,885,384                 |
|       | Mplx Lp                                                            | 5.20% due 03/01/2047                                                                                                      | 2,820,234     | 3,116,702                 |
|       | Magellan Health Services Inc                                       | 4.40% due 09/22/2024                                                                                                      | 4,856,706     | 4,897,678                 |
|       | Martin Marietta Materials                                          | 4.25% due 12/15/2047                                                                                                      | 3,488,835     | 3,463,145                 |
|       | Mass Institute Of Tech                                             | 3.885% due 07/01/2116                                                                                                     | 2,000,000     | 1,963,360                 |
|       | Mass Mutual Life Ins Co                                            | 8.875% due 06/01/2039                                                                                                     | 974,761       | 1,039,046                 |
|       | Merck & Co Inc                                                     | 3.70% due 02/10/2045                                                                                                      | 4,031,023     | 4,074,498                 |
|       | Merrill Lynch & Co                                                 | 7.75% due 05/14/2038                                                                                                      | 4,959,377     | 5,559,027                 |
|       | Metlife Inc                                                        | 4.875% due 11/13/2043                                                                                                     | 4,563,760     | 4,693,920                 |
|       | Microsoft Corp                                                     | 4.75% due 11/03/2055                                                                                                      | 15,085,545    | 17,204,308                |
|       | Midamerican Energy Co                                              | 4.80% due 09/15/2043                                                                                                      | 6,824,917     | 7,591,142                 |
|       | Morgan Stanley St Dean Witter                                      | 7.25% due 04/01/2032                                                                                                      | 7,034,802     | 7,511,618                 |
|       | Morgan Stanley                                                     | 4.30% due 01/27/2045                                                                                                      | 5,648,834     | 5,960,234                 |
|       | National Rural Utilities Coop                                      | 4.023% due 11/01/2032                                                                                                     | 4,751,279     | 4,864,897                 |
|       | New England Power Co                                               | 3.80% due 12/05/2047                                                                                                      | 3,476,410     | 3,578,295                 |
|       | New York Life Ins                                                  | 6.75% due 11/15/2039                                                                                                      | 2,556,574     | 2,826,324                 |
|       | Noble Energy Inc                                                   | 6.00% due 03/01/2041                                                                                                      | 4,601,749     | 4,931,818                 |
|       | Norfolk Southern Corp                                              | 3.95% due 10/01/2042                                                                                                      | 4,786,541     | 5,397,330                 |
|       | Northwestern Mutual Life                                           | 6.063% due 03/30/2040                                                                                                     | 1,887,740     | 1,933,258                 |
|       | Nucor Corp                                                         | 5.20% due 08/01/2043                                                                                                      | 3,445,080     | 3,634,590                 |
|       | Occidental Petroleum Corp                                          | 4.10% due 02/15/2047                                                                                                      | 1,910,711     | 2,035,607                 |
|       | Ohio National Life Ins                                             | 6.875% due 06/15/2042                                                                                                     | 3,960,827     | 4,365,739                 |
|       | Oracle Corp                                                        | 5.375% due 07/15/2040                                                                                                     | 5,779,515     | 6,419,004                 |
|       | Oracle Corp                                                        | 4.00% due 07/15/2046                                                                                                      | 4,928,126     | 5,027,448                 |
|       | Pacific Gas & Electric                                             | 4.75% due 02/15/2044                                                                                                      | 3,753,234     | 3,807,973                 |
|       | Pepsico Inc                                                        | 4.45% due 04/14/2046                                                                                                      | 2,882,805     | 3,096,527                 |
|       | Pepsico Inc                                                        | 3.45% due 10/06/2046                                                                                                      | 4,567,516     | 4,467,449                 |
|       | Phillips 66                                                        | 5.875% due 05/01/2042                                                                                                     | 4,645,108     | 5,504,428                 |
|       | Polar Tankers Inc                                                  | 5.951% due 05/10/2037                                                                                                     | 4,001,200     | 4,022,025                 |
|       | ADT Corp                                                           | 4.875% due 07/15/2032                                                                                                     | 4,193,650     | 4,743,900                 |
|       | Prudential Financial Inc                                           | 5.625% due 06/15/2043                                                                                                     | 3,962,400     | 4,158,720                 |
|       | Public Serv Elec & Gas                                             | 5.375% due 11/01/2039                                                                                                     | 4,179,813     | 4,366,873                 |
|       | Puget Sound Energy Inc                                             | 5.638% due 04/15/2041                                                                                                     | 4,626,843     | 4,756,873                 |
|       | Qualcomm                                                           | 4.30% due 05/20/2047                                                                                                      | 2,999,520     | 3,022,230                 |
|       | Reynolds American Inc                                              | 5.85% due 02/12/2045                                                                                                      | 4,999,134     | 6,044,047                 |
|       | Reynolds American Inc                                              | 7.00% due 08/04/2041                                                                                                      | 2,589,669     | 3,342,355                 |
|       | Rwj Barnabas Health                                                | 3.949% due 07/01/2046                                                                                                     | 5,000,000     | 5,097,200                 |

**BB&T Corporation Pension Plan**

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

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|----------------------|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|----------------|---------------------------|
|                      |                                                                    |                                                                                                                           |                |                           |
|                      | Simon Property Group LP                                            | 6.75% due 02/01/2040                                                                                                      | 3,474,878      | 4,032,194                 |
|                      | Southern Cal Edison Cal                                            | 6.00% due 01/15/2034                                                                                                      | 4,510,955      | 4,630,181                 |
|                      | Southern Copper Corporation                                        | 5.875% due 04/23/2045                                                                                                     | 4,107,225      | 4,746,812                 |
|                      | Spectra Energy Partners Lp                                         | 4.50% due 03/15/2045                                                                                                      | 2,887,710      | 3,093,390                 |
|                      | Stryker Corp                                                       | 4.625% due 03/15/2046                                                                                                     | 7,509,756      | 8,613,602                 |
|                      | Teachers Insur & Annuity                                           | 6.85% due 12/16/2039                                                                                                      | 378,800        | 411,137                   |
|                      | Time Warner Inc                                                    | 4.85% due 07/15/2045                                                                                                      | 1,304,432      | 1,318,039                 |
|                      | Transatlantic Holdings Inc                                         | 8.00% due 11/30/2039                                                                                                      | 2,571,512      | 2,665,215                 |
|                      | Dartmouth College                                                  | 3.474% due 06/01/2046                                                                                                     | 2,999,850      | 3,094,470                 |
|                      | 21St Century Fox America                                           | 4.75% due 09/15/2044                                                                                                      | 2,269,308      | 2,564,647                 |
|                      | Union Pacific Corp                                                 | 3.60% due 09/15/2037                                                                                                      | 4,005,000      | 4,144,240                 |
|                      | United Parcel Service                                              | 3.75% due 11/15/2047                                                                                                      | 3,989,960      | 4,130,040                 |
|                      | Unitedhealth Group Inc                                             | 4.625% due 11/15/2041                                                                                                     | 3,150,128      | 3,527,880                 |
|                      | Unitedhealth Group Inc                                             | 4.75% due 07/15/2045                                                                                                      | 2,589,314      | 3,071,120                 |
|                      | Ventas Realty LP/Cap Crp                                           | 4.375% due 02/01/2045                                                                                                     | 3,210,970      | 3,606,365                 |
|                      | Verizon Communications                                             | 5.012% due 08/21/2054                                                                                                     | 10,633,919     | 11,642,767                |
|                      | Verizon Communications                                             | 5.012% due 04/15/2049                                                                                                     | 12,818,474     | 14,323,326                |
|                      | Verisk Analytics Inc                                               | 5.50% due 06/15/2045                                                                                                      | 3,492,142      | 4,077,850                 |
|                      | Visa Inc                                                           | 4.30% due 12/14/2045                                                                                                      | 4,592,318      | 5,234,478                 |
|                      | Wea Finance LLC/Westfield                                          | 4.75% due 09/17/2044                                                                                                      | 3,488,905      | 3,815,945                 |
|                      | Vulcan Materials Co                                                | 4.50% due 06/15/2047                                                                                                      | 4,057,292      | 4,140,196                 |
|                      | Walgreens Boots Alliance                                           | 4.80% due 11/18/2044                                                                                                      | 2,938,843      | 2,960,788                 |
|                      | Waste Management Inc                                               | 4.10% due 03/01/2045                                                                                                      | 4,241,060      | 4,553,167                 |
|                      | Wells Fargo & Co                                                   | 4.75% due 12/07/2046                                                                                                      | 5,093,800      | 5,588,200                 |
|                      | Western Gas Partners                                               | 5.45% due 04/01/2044                                                                                                      | 4,528,378      | 4,888,006                 |
|                      | Westlake Chemical Corp                                             | 5.00% due 08/15/2046                                                                                                      | 4,396,350      | 4,774,153                 |
|                      | Westlake Chemical Corp                                             | 4.375% due 11/15/2047                                                                                                     | 1,916,164      | 2,008,518                 |
|                      | Weyerhaeuser Co                                                    | 7.375% due 03/15/2032                                                                                                     | 5,598,642      | 5,677,061                 |
|                      | Williams Partners Lp                                               | 5.10% due 09/15/2045                                                                                                      | 3,606,551      | 4,661,926                 |
|                      | Wyeth                                                              | 5.95% due 04/01/2037                                                                                                      | 3,005,650      | 3,351,600                 |
|                      | Zoetis Inc                                                         | 4.70% due 02/01/2043                                                                                                      | 2,408,450      | 2,765,809                 |
|                      |                                                                    |                                                                                                                           | \$ 692,452,285 | \$ 750,568,427            |
| <b>Foreign Bonds</b> |                                                                    |                                                                                                                           |                |                           |
|                      | Actavis Funding Scs                                                | 4.75% due 03/15/2045                                                                                                      | 4,440,924      | 4,420,054                 |
|                      | Aercap Ireland Cap Ltd/A                                           | 4.25% due 07/01/2020                                                                                                      | 1,257,912      | 1,293,975                 |
|                      | Alibaba Group Holding                                              | 4.20% due 12/06/2047                                                                                                      | 4,991,550      | 5,205,950                 |
|                      | America Movil Sab De                                               | 6.375% due 03/01/2035                                                                                                     | 1,951,668      | 2,147,525                 |
|                      | Arch Capital Group Ltd                                             | 7.35% due 05/01/2034                                                                                                      | 3,456,066      | 3,425,096                 |
|                      | Barclays PLC                                                       | 4.95% due 01/10/2047                                                                                                      | 2,997,210      | 3,329,010                 |
|                      | British Telecom PLC Telecom                                        | 8.875% due 12/15/2030                                                                                                     | 2,850,808      | 2,891,026                 |
|                      | Cnooc Finance 2013 Ltd                                             | 4.25% due 05/09/2043                                                                                                      | 2,403,709      | 2,604,161                 |
|                      | Republic Of Chile                                                  | 3.625% due 10/30/2042                                                                                                     | 1,784,000      | 2,009,000                 |
|                      | Cred Suis Gp Fun Ltd                                               | 4.875% due 05/15/2045                                                                                                     | 3,486,805      | 4,028,640                 |
|                      | Dai-Ichi Mutual Life                                               | 5.10% due 10/28/2024                                                                                                      | 2,911,750      | 3,006,750                 |
|                      | Electricite De France                                              | 4.875% due 01/22/2044                                                                                                     | 3,604,343      | 3,960,171                 |
|                      | Ge Capital Intl Funding                                            | 4.418% due 11/15/2035                                                                                                     | 7,504,741      | 9,568,261                 |
|                      | Grupo Televisa Sa De Cv                                            | 5.00% due 05/13/2045                                                                                                      | 3,017,790      | 3,067,080                 |
|                      | Hsbc Holdings Plc Holding PLC                                      | 6.80% due 06/01/2038                                                                                                      | 2,921,975      | 3,299,549                 |
|                      | Johnson Controls Intl Pl                                           | 4.50% due 02/15/2047                                                                                                      | 3,247,963      | 3,404,531                 |
|                      | Meiji Yasuda Life Insurance                                        | 5.20% due 10/20/2045                                                                                                      | 4,530,000      | 4,847,100                 |
|                      | Shell International Fin                                            | 4.55% due 08/12/2043                                                                                                      | 6,452,255      | 6,596,862                 |
|                      | Statoil Asa                                                        | 5.10% due 08/17/2040                                                                                                      | 2,831,079      | 2,978,055                 |
|                      | Telefonica Emisiones Sau                                           | 5.213% due 03/08/2047                                                                                                     | 3,313,020      | 3,404,550                 |
|                      | United Mexican States                                              | 4.75% due 03/08/2044                                                                                                      | 8,544,494      | 9,499,356                 |
|                      | Validus Holdings Ltd                                               | 8.875% due 01/26/2040                                                                                                     | 4,152,753      | 4,333,250                 |
|                      | Wpp Finance 2010                                                   | 5.125% due 09/07/2042                                                                                                     | 4,707,090      | 5,136,099                 |
|                      | Westpac Banking Corp                                               | 4.322% due 11/23/2031                                                                                                     | 2,800,000      | 2,884,868                 |
|                      | Glencore Finance Canada                                            | 5.30% due 10/25/2042                                                                                                      | 4,700,036      | 5,281,614                 |
|                      | Xlit TLD                                                           | 5.50% due 03/31/2045                                                                                                      | 2,524,473      | 2,868,750                 |
|                      |                                                                    |                                                                                                                           | \$ 97,384,414  | \$ 105,491,283            |

**BB&T Corporation Pension Plan**

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

December 31, 2017

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|------------------------|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|----------------|---------------------------|
| <b>Preferred Stock</b> |                                                                    |                                                                                                                           |                |                           |
|                        | US Bancorp Preferred 6.5%                                          | 34370 Shares of Preferred Stock                                                                                           | \$ 971,619     | \$ 969,921                |
| <b>Mutual Funds</b>    |                                                                    |                                                                                                                           |                |                           |
| *                      | Sterling Capital Behav Int-Inst                                    | 5614847.819 units                                                                                                         | 53,347,283     | 65,806,017                |
|                        | Fidelity Mid Cap Index Fund                                        | 3158559.287 units                                                                                                         | 59,849,575     | 66,266,574                |
| *                      | Sterling Capital Ultra Short Bond Fund                             | 1063307.082 units                                                                                                         | 10,624,049     | 10,388,511                |
| *                      | Sterling Capital Behavioral Small Cap Value                        | 2023874.099 units                                                                                                         | 29,442,746     | 37,158,329                |
|                        |                                                                    |                                                                                                                           | \$ 153,263,653 | \$ 179,619,431            |
| <b>Common Stocks</b>   |                                                                    |                                                                                                                           |                |                           |
|                        | AAC Holdings Inc                                                   | 120841 Shares of Common Stock                                                                                             | 2,002,334      | 1,087,569                 |
|                        | Aflac Inc                                                          | 44700 Shares of Common Stock                                                                                              | 3,883,533      | 3,923,766                 |
|                        | Abbott Laboratories                                                | 73300 Shares of Common Stock                                                                                              | 2,368,680      | 4,183,231                 |
|                        | Addus Homecare Corp                                                | 66744 Shares of Common Stock                                                                                              | 1,791,532      | 2,322,692                 |
|                        | Advanced Energy Inds                                               | 29562 Shares of Common Stock                                                                                              | 2,298,794      | 1,994,844                 |
|                        | Affiliated Managers Group Inc Com                                  | 80865 Shares of Common Stock                                                                                              | 10,769,422     | 16,597,542                |
|                        | Albemarle Corp                                                     | 21001 Shares of Common Stock                                                                                              | 2,524,315      | 2,685,818                 |
|                        | Alexion Pharmaceuticals                                            | 12245 Shares of Common Stock                                                                                              | 1,396,102      | 1,464,380                 |
|                        | Almost Family Inc Delisted 04/02/2018                              | 41779 Shares of Common Stock                                                                                              | 1,837,418      | 2,312,468                 |
|                        | Altair Engineering Inc-A                                           | 39487 Shares of Common Stock                                                                                              | 636,093        | 944,530                   |
|                        | Amgen Inc                                                          | 26500 Shares of Common Stock                                                                                              | 4,254,074      | 4,608,350                 |
|                        | Analog Devices Inc.                                                | 47685 Shares of Common Stock                                                                                              | 4,221,051      | 4,245,396                 |
|                        | Annaly Capital Management                                          | 437590 Shares of Common Stock                                                                                             | 5,820,827      | 5,202,946                 |
|                        | Anthem Inc                                                         | 33450 Shares of Common Stock                                                                                              | 4,534,552      | 7,526,585                 |
|                        | Apple Inc                                                          | 19800 Shares of Common Stock                                                                                              | 2,309,300      | 3,350,754                 |
|                        | Applied Materials                                                  | 62200 Shares of Common Stock                                                                                              | 1,695,382      | 3,179,664                 |
|                        | Balchem Corp                                                       | 21829 Shares of Common Stock                                                                                              | 1,738,233      | 1,759,418                 |
|                        | Bank Of America Corp                                               | 147900 Shares of Common Stock                                                                                             | 3,403,130      | 4,366,008                 |
|                        | Bank Of The Ozarks                                                 | 53665 Shares of Common Stock                                                                                              | 2,207,449      | 2,600,070                 |
|                        | Beacon Roofing Supply Inc                                          | 31433 Shares of Common Stock                                                                                              | 1,341,207      | 2,004,169                 |
|                        | Becton Dickinson & Co.                                             | 25691 Shares of Common Stock                                                                                              | 3,614,361      | 5,499,416                 |
|                        | Best Buy Co Inc                                                    | 19100 Shares of Common Stock                                                                                              | 807,553        | 1,307,777                 |
|                        | The Boeing Company Capital                                         | 12000 Shares of Common Stock                                                                                              | 1,732,718      | 3,538,920                 |
|                        | Borgwarner Inc                                                     | 20550 Shares of Common Stock                                                                                              | 1,057,641      | 1,049,900                 |
|                        | Boston Scientific                                                  | 270476 Shares of Common Stock                                                                                             | 4,729,593      | 6,705,101                 |
|                        | Bristol-Myers Squibb Co                                            | 49000 Shares of Common Stock                                                                                              | 2,747,014      | 3,002,720                 |
|                        | Brookdale Senior Living Inc                                        | 163563 Shares of Common Stock                                                                                             | 2,180,231      | 1,586,562                 |
|                        | Burlington Stores Inc                                              | 30384 Shares of Common Stock                                                                                              | 1,482,265      | 3,738,144                 |
|                        | Cbs Corporation Cl B                                               | 305974 Shares of Common Stock                                                                                             | 14,959,758     | 18,052,466                |
|                        | Cigna                                                              | 54531 Shares of Common Stock                                                                                              | 5,670,804      | 11,074,701                |
|                        | CVS                                                                | 48450 Shares of Common Stock                                                                                              | 3,605,147      | 3,512,625                 |
|                        | Caci Intl Inc Cl A                                                 | 5720 Shares of Common Stock                                                                                               | 727,556        | 757,042                   |
|                        | Calavo Growers Inc                                                 | 39869 Shares of Common Stock                                                                                              | 2,399,191      | 3,364,944                 |
|                        | Cardiovascular Systems Inc                                         | 59527 Shares of Common Stock                                                                                              | 1,670,758      | 1,410,195                 |
|                        | Caterpillar Inc                                                    | 25700 Shares of Common Stock                                                                                              | 2,922,772      | 4,049,806                 |
|                        | Cerner Corp                                                        | 46000 Shares of Common Stock                                                                                              | 2,469,216      | 3,099,940                 |
|                        | Chemical Financial Corp                                            | 35497 Shares of Common Stock                                                                                              | 1,461,310      | 1,898,025                 |
|                        | Chemours Co/The                                                    | 20150 Shares of Common Stock                                                                                              | 945,378        | 1,008,709                 |
|                        | Chico's Fas Inc                                                    | 338225 Shares of Common Stock                                                                                             | 5,243,321      | 2,983,145                 |
|                        | Cintas Corporation                                                 | 32700 Shares of Common Stock                                                                                              | 3,967,822      | 5,095,641                 |
|                        | Citizens Financial Group                                           | 25900 Shares of Common Stock                                                                                              | 1,073,978      | 1,087,282                 |
|                        | Coherent Inc                                                       | 6168 Shares of Common Stock                                                                                               | 1,759,082      | 1,740,733                 |
|                        | Columbia Banking System Inc                                        | 42637 Shares of Common Stock                                                                                              | 1,132,599      | 1,852,152                 |
|                        | Columbia Sportswear Co Com                                         | 11922 Shares of Common Stock                                                                                              | 678,753        | 856,954                   |
|                        | Commvault Systems Inc                                              | 40562 Shares of Common Stock                                                                                              | 1,947,185      | 2,129,505                 |
|                        | Credit Acceptance Corp                                             | 2450 Shares of Common Stock                                                                                               | 660,104        | 792,526                   |
|                        | Cubsmart                                                           | 34950 Shares of Common Stock                                                                                              | 1,023,333      | 1,010,754                 |
|                        | Cubic Corporation                                                  | 32450 Shares of Common Stock                                                                                              | 1,544,603      | 1,912,928                 |
|                        | Cummins Inc Inc                                                    | 21400 Shares of Common Stock                                                                                              | 2,843,090      | 3,780,096                 |
|                        | DST Systems Inc                                                    | 163850 Shares of Common Stock                                                                                             | 7,174,291      | 10,170,170                |
|                        | Danaher Corp                                                       | 32300 Shares of Common Stock                                                                                              | 2,609,403      | 2,998,086                 |
|                        | Del Frisco'S Restaurant Group Inc                                  | 74000 Shares of Common Stock                                                                                              | 1,032,514      | 1,128,500                 |
|                        | Dexcom Inc                                                         | 24713 Shares of Common Stock                                                                                              | 1,804,303      | 1,418,280                 |
|                        | Digital Realty Trust Inc                                           | 15500 Shares of Common Stock                                                                                              | 1,784,533      | 1,765,450                 |
|                        | Discover Financial Services                                        | 106268 Shares of Common Stock                                                                                             | 6,876,801      | 8,174,135                 |
|                        | Dollar General Corp.                                               | 101025 Shares of Common Stock                                                                                             | 7,010,151      | 9,396,336                 |

**BB&T Corporation Pension Plan**

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

December 31, 2017

| ( a ) | ( b )<br>Identity of issue<br>borrower, lessor<br>or similar party | ( c )<br>Description of investments<br>including maturity date, rate of<br>interest, collateral, par<br>or maturity value | ( d )<br>Cost | ( e )<br>Current<br>value |
|-------|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|---------------|---------------------------|
|       | Dollar Tree Inc                                                    | 1350 Shares of Common Stock                                                                                               | 142,233       | 144,869                   |
|       | Dycom Industries                                                   | 20487 Shares of Common Stock                                                                                              | 1,638,332     | 2,282,867                 |
|       | E Trade Financial Corp                                             | 384300 Shares of Common Stock                                                                                             | 5,865,392     | 19,049,751                |
|       | Ebay Inc                                                           | 295450 Shares of Common Stock                                                                                             | 7,055,712     | 11,150,283                |
|       | Ecolab Inc                                                         | 26800 Shares of Common Stock                                                                                              | 3,489,496     | 3,596,024                 |
|       | Federated Inv Inc Pa                                               | 35400 Shares of Common Stock                                                                                              | 993,324       | 1,277,232                 |
|       | Ford Motor Company                                                 | 264700 Shares of Common Stock                                                                                             | 3,270,957     | 3,306,103                 |
|       | The Gap Inc                                                        | 18100 Shares of Common Stock                                                                                              | 490,120       | 616,486                   |
|       | Gartner Inc                                                        | 40914 Shares of Common Stock                                                                                              | 3,772,588     | 5,038,560                 |
|       | Gentex Corp                                                        | 769125 Shares of Common Stock                                                                                             | 12,048,648    | 16,113,169                |
|       | Gibraltar Industries Inc                                           | 33908 Shares of Common Stock                                                                                              | 987,741       | 1,118,964                 |
|       | Gilead Sciences Inc.                                               | 100150 Shares of Common Stock                                                                                             | 7,743,267     | 7,174,746                 |
|       | Granite Construction                                               | 50429 Shares of Common Stock                                                                                              | 2,252,860     | 3,198,712                 |
|       | Great Western Bancorp Inc                                          | 55575 Shares of Common Stock                                                                                              | 1,390,245     | 2,211,885                 |
|       | Greenhill & Co Inc                                                 | 113050 Shares of Common Stock                                                                                             | 1,700,529     | 2,204,475                 |
|       | Harris Corporation                                                 | 36553 Shares of Common Stock                                                                                              | 3,738,431     | 5,177,733                 |
|       | Hollyfrontier Corp                                                 | 29100 Shares of Common Stock                                                                                              | 842,472       | 1,490,502                 |
|       | Home Bancshares Inc                                                | 78148 Shares of Common Stock                                                                                              | 1,088,363     | 1,816,941                 |
|       | Honeywell International Inc                                        | 29400 Shares of Common Stock                                                                                              | 2,975,936     | 4,508,784                 |
|       | Hubspot Inc                                                        | 14010 Shares of Common Stock                                                                                              | 1,160,079     | 1,238,484                 |
|       | Humana Inc                                                         | 11900 Shares of Common Stock                                                                                              | 2,834,253     | 2,952,033                 |
|       | Huntsman Corporation                                               | 33900 Shares of Common Stock                                                                                              | 997,023       | 1,128,531                 |
|       | Independence Contract Drilling                                     | 353975 Shares of Common Stock                                                                                             | 1,538,152     | 1,408,821                 |
|       | Ingredion Inc                                                      | 7800 Shares of Common Stock                                                                                               | 1,002,040     | 1,090,440                 |
|       | Intuit Inc                                                         | 29500 Shares of Common Stock                                                                                              | 1,063,717     | 4,654,510                 |
|       | Jacobs Engr Group Inc                                              | 107575 Shares of Common Stock                                                                                             | 4,507,279     | 7,095,647                 |
|       | John Bean Technologies Corp                                        | 26271 Shares of Common Stock                                                                                              | 2,034,662     | 2,910,827                 |
|       | Johnson & Johnson                                                  | 61100 Shares of Common Stock                                                                                              | 7,170,939     | 8,536,892                 |
|       | Klx Inc                                                            | 31400 Shares of Common Stock                                                                                              | 1,093,976     | 2,143,050                 |
|       | Lkq Corp                                                           | 287613 Shares of Common Stock                                                                                             | 6,447,441     | 11,697,221                |
|       | Lam Research Corp                                                  | 3150 Shares of Common Stock                                                                                               | 502,298       | 579,821                   |
|       | Lauder Estee Cos Inc Cl A                                          | 8850 Shares of Common Stock                                                                                               | 1,110,851     | 1,126,074                 |
|       | Lear Corp                                                          | 5900 Shares of Common Stock                                                                                               | 637,661       | 1,042,294                 |
|       | Lennar Corp                                                        | 60000 Shares of Common Stock                                                                                              | 2,296,360     | 3,794,400                 |
|       | Leucadia National Corp                                             | 601075 Shares of Common Stock                                                                                             | 12,880,077    | 15,922,477                |
|       | Liberty Property Trust Sh Ben Tr                                   | 3850 Shares of Common Stock                                                                                               | 172,004       | 165,589                   |
|       | Eli Lilly & Co                                                     | 16650 Shares of Common Stock                                                                                              | 1,372,793     | 1,406,259                 |
|       | Lincoln National Corp.                                             | 122850 Shares of Common Stock                                                                                             | 4,663,417     | 9,443,480                 |
|       | Live Nation                                                        | 75286 Shares of Common Stock                                                                                              | 1,828,606     | 3,204,926                 |
|       | Lowe's Companies Inc                                               | 46850 Shares of Common Stock                                                                                              | 3,616,711     | 4,354,239                 |
|       | Steven Madden Ltd                                                  | 43886 Shares of Common Stock                                                                                              | 1,499,314     | 2,049,477                 |
|       | Markel Corporation                                                 | 9431 Shares of Common Stock                                                                                               | 5,112,562     | 10,743,136                |
|       | Mastec Inc                                                         | 56068 Shares of Common Stock                                                                                              | 2,590,654     | 2,744,529                 |
|       | Mercury Systems Inc                                                | 50556 Shares of Common Stock                                                                                              | 1,228,527     | 2,596,051                 |
|       | Microsoft Corp                                                     | 35100 Shares of Common Stock                                                                                              | 1,026,079     | 3,002,454                 |
|       | Microstrategy Inc Cl A                                             | 29150 Shares of Common Stock                                                                                              | 3,215,347     | 3,827,395                 |
|       | Micron Technology Inc                                              | 48650 Shares of Common Stock                                                                                              | 1,701,277     | 2,000,488                 |
|       | Midwestone Financial Group Inc                                     | 19400 Shares of Common Stock                                                                                              | 693,934       | 650,482                   |
|       | Morgan Stanley                                                     | 91500 Shares of Common Stock                                                                                              | 3,273,382     | 4,801,005                 |
|       | Motorola Solutions Inc                                             | 42678 Shares of Common Stock                                                                                              | 3,171,639     | 3,855,531                 |
|       | Murphy Usa Inc.                                                    | 15300 Shares of Common Stock                                                                                              | 1,028,791     | 1,229,508                 |
|       | Nasdaq Inc                                                         | 45000 Shares of Common Stock                                                                                              | 3,100,137     | 3,457,350                 |
|       | Neogen Corp                                                        | 22014 Shares of Common Stock                                                                                              | 1,454,925     | 1,809,771                 |
|       | Newell Brands Inc                                                  | 103000 Shares of Common Stock                                                                                             | 3,995,587     | 3,182,700                 |
|       | Occidental Petroleum Co.                                           | 56000 Shares of Common Stock                                                                                              | 3,392,582     | 4,124,960                 |
|       | Ollie's Bargain Outlet Holdings Inc                                | 64984 Shares of Common Stock                                                                                              | 1,652,318     | 3,460,398                 |
|       | Omnicom Group                                                      | 176550 Shares of Common Stock                                                                                             | 8,955,703     | 12,858,137                |
|       | Owens Corning                                                      | 13950 Shares of Common Stock                                                                                              | 924,399       | 1,282,563                 |
|       | Owens Illinois                                                     | 39600 Shares of Common Stock                                                                                              | 974,861       | 877,932                   |
|       | PNC Financial Services Group Inc                                   | 32750 Shares of Common Stock                                                                                              | 3,766,770     | 4,725,498                 |
|       | PVH Corp                                                           | 7700 Shares of Common Stock                                                                                               | 986,447       | 1,056,517                 |
|       | Park Hotels & Resorts Inc                                          | 35100 Shares of Common Stock                                                                                              | 1,007,444     | 1,009,125                 |
|       | Patterson Uti Energy Inc 080101                                    | 53177 Shares of Common Stock                                                                                              | 945,794       | 1,223,603                 |
|       | Peoples United Financial Inc                                       | 57200 Shares of Common Stock                                                                                              | 1,065,097     | 1,069,640                 |
|       | Pepsico Inc                                                        | 29100 Shares of Common Stock                                                                                              | 1,936,718     | 3,489,672                 |
|       | Pfizer Inc                                                         | 78000 Shares of Common Stock                                                                                              | 1,805,910     | 2,825,160                 |
|       | Phillips 66                                                        | 41200 Shares of Common Stock                                                                                              | 3,648,225     | 4,167,380                 |
|       | Progressive Corp                                                   | 160051 Shares of Common Stock                                                                                             | 7,334,139     | 9,014,073                 |

**BB&T Corporation Pension Plan**

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

December 31, 2017

| ( a ) | ( b )<br>Identity of issue<br>borrower, lessor<br>or similar party | ( c )<br>Description of investments<br>including maturity date, rate of<br>interest, collateral, par<br>or maturity value | ( d )<br>Cost | ( e )<br>Current<br>value |
|-------|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|---------------|---------------------------|
|       | Proofpoint Inc                                                     | 47540 Shares of Common Stock                                                                                              | 3,893,501     | 4,222,028                 |
|       | Prudential Financial Inc                                           | 36700 Shares of Common Stock                                                                                              | 3,639,997     | 4,219,766                 |
|       | Public Service Enterprise Group Inc                                | 71050 Shares of Common Stock                                                                                              | 3,654,692     | 3,659,075                 |
|       | Pulte Group Inc                                                    | 36950 Shares of Common Stock                                                                                              | 971,785       | 1,228,588                 |
|       | Quaker Chemical Corporation                                        | 6793 Shares of Common Stock                                                                                               | 1,092,837     | 1,024,317                 |
|       | Qualcomm Inc                                                       | 33600 Shares of Common Stock                                                                                              | 2,037,309     | 2,151,072                 |
|       | RPC Inc                                                            | 49300 Shares of Common Stock                                                                                              | 938,471       | 1,258,629                 |
|       | Radian Group Inc                                                   | 73775 Shares of Common Stock                                                                                              | 923,261       | 1,520,503                 |
|       | Ralph Lauren Corp                                                  | 3850 Shares of Common Stock                                                                                               | 335,261       | 399,207                   |
|       | Rayonier Inc                                                       | 37200 Shares of Common Stock                                                                                              | 826,504       | 1,176,636                 |
|       | Red Hat Inc                                                        | 32500 Shares of Common Stock                                                                                              | 2,286,834     | 3,903,250                 |
|       | Robert Half Intl Inc.                                              | 55300 Shares of Common Stock                                                                                              | 2,149,297     | 3,071,362                 |
|       | Rogers Corp                                                        | 18241 Shares of Common Stock                                                                                              | 2,176,232     | 2,953,583                 |
|       | Roper Technologies Inc.                                            | 20253 Shares of Common Stock                                                                                              | 3,774,937     | 5,245,527                 |
|       | Semtech Corp                                                       | 75560 Shares of Common Stock                                                                                              | 2,741,964     | 2,584,152                 |
|       | Silicon Laboratories                                               | 31850 Shares of Common Stock                                                                                              | 1,827,443     | 2,812,355                 |
|       | Skechers USA Inc                                                   | 33183 Shares of Common Stock                                                                                              | 1,237,987     | 1,255,645                 |
|       | A. O. Smith Corporation Class B                                    | 41432 Shares of Common Stock                                                                                              | 2,160,510     | 2,538,953                 |
|       | Snap-On Inc                                                        | 14200 Shares of Common Stock                                                                                              | 2,224,209     | 2,475,060                 |
|       | Sotheby'S Holdings -CI A                                           | 55952 Shares of Common Stock                                                                                              | 2,495,619     | 2,887,124                 |
|       | South Jersey Inds Inc                                              | 8950 Shares of Common Stock                                                                                               | 218,713       | 279,509                   |
|       | South State Corp                                                   | 17555 Shares of Common Stock                                                                                              | 969,980       | 1,529,919                 |
|       | Southern Company                                                   | 82600 Shares of Common Stock                                                                                              | 4,295,341     | 3,972,234                 |
|       | Southwestern Energy Co                                             | 1272600 Shares of Common Stock                                                                                            | 10,425,875    | 7,101,108                 |
|       | Spirit Aerosystems Holdings Inc                                    | 15250 Shares of Common Stock                                                                                              | 862,284       | 1,330,563                 |
|       | Stanley Black & Decker Inc.                                        | 11730 Shares of Common Stock                                                                                              | 1,960,431     | 1,990,464                 |
|       | State Street Corp                                                  | 40150 Shares of Common Stock                                                                                              | 2,610,405     | 3,919,042                 |
|       | Stericycle Inc                                                     | 47450 Shares of Common Stock                                                                                              | 3,128,074     | 3,226,126                 |
|       | Suntrust Banks Inc                                                 | 63600 Shares of Common Stock                                                                                              | 3,022,117     | 4,107,924                 |
|       | Tcf Financial Corp                                                 | 52500 Shares of Common Stock                                                                                              | 1,084,351     | 1,076,250                 |
|       | Team Inc                                                           | 198800 Shares of Common Stock                                                                                             | 2,663,752     | 2,962,120                 |
|       | Time Warner Inc                                                    | 20500 Shares of Common Stock                                                                                              | 1,324,240     | 1,875,135                 |
|       | Toll Brothers Inc                                                  | 22450 Shares of Common Stock                                                                                              | 863,194       | 1,078,049                 |
|       | Trinity Industries                                                 | 121170 Shares of Common Stock                                                                                             | 3,763,374     | 4,539,029                 |
|       | Tyson Foods Inc Inc.                                               | 50100 Shares of Common Stock                                                                                              | 3,092,749     | 4,061,607                 |
|       | United Financial Bancorp Inc                                       | 111765 Shares of Common Stock                                                                                             | 1,472,932     | 1,971,535                 |
|       | United Parcel Services B                                           | 30000 Shares of Common Stock                                                                                              | 2,312,334     | 3,574,500                 |
|       | United Rentals Inc                                                 | 8050 Shares of Common Stock                                                                                               | 792,119       | 1,383,876                 |
|       | Veeva Systems Inc-Class A                                          | 88859 Shares of Common Stock                                                                                              | 3,589,600     | 4,912,126                 |
|       | Vmware Inc Class A                                                 | 11550 Shares of Common Stock                                                                                              | 942,031       | 1,447,446                 |
|       | Wabtec Corp                                                        | 40153 Shares of Common Stock                                                                                              | 3,304,375     | 3,269,659                 |
|       | Walmart Inc                                                        | 61500 Shares of Common Stock                                                                                              | 4,920,909     | 6,073,125                 |
|       | Webster Financial Corp                                             | 34748 Shares of Common Stock                                                                                              | 1,575,331     | 1,951,448                 |
|       | Wells Fargo & Co                                                   | 72000 Shares of Common Stock                                                                                              | 3,678,658     | 4,368,240                 |
|       | West Pharmaceutical Svcs Inc                                       | 20508 Shares of Common Stock                                                                                              | 1,867,878     | 2,023,525                 |
|       | Western Digital Corp                                               | 27650 Shares of Common Stock                                                                                              | 2,217,995     | 2,199,005                 |
|       | Western Union Company                                              | 470930 Shares of Common Stock                                                                                             | 8,761,172     | 8,952,380                 |
|       | Westlake Chemical Corp                                             | 11000 Shares of Common Stock                                                                                              | 1,003,205     | 1,171,830                 |
|       | Winstop Inc                                                        | 38705 Shares of Common Stock                                                                                              | 1,109,000     | 1,508,721                 |
|       | Zebra Technologies Corp CI A                                       | 9869 Shares of Common Stock                                                                                               | 540,042       | 1,024,403                 |
|       | Performant Financial Corp                                          | 190700 Shares of Common Stock                                                                                             | 1,101,731     | 314,655                   |
|       | Target Corp                                                        | 57250 Shares of Common Stock                                                                                              | 2,916,104     | 3,735,563                 |
|       | Edwards Lifesciences Corp                                          | 39378 Shares of Common Stock                                                                                              | 4,312,185     | 4,438,295                 |
|       | NCR Corp                                                           | 598201 Shares of Common Stock                                                                                             | 17,351,145    | 20,332,852                |
|       | Aes Corp                                                           | 19950 Shares of Common Stock                                                                                              | 221,685       | 216,059                   |
|       | Amc Networks Inc-A                                                 | 19550 Shares of Common Stock                                                                                              | 1,149,647     | 1,057,264                 |
|       | AT&T Inc                                                           | 121850 Shares of Common Stock                                                                                             | 4,753,186     | 4,737,528                 |
|       | Abbvie Inc                                                         | 83400 Shares of Common Stock                                                                                              | 3,845,946     | 8,065,614                 |
|       | Activision Blizzard Inc                                            | 61038 Shares of Common Stock                                                                                              | 1,658,601     | 3,864,927                 |
|       | Air Lease Corp                                                     | 48300 Shares of Common Stock                                                                                              | 1,415,047     | 2,322,747                 |
|       | Akamai Technologies                                                | 68000 Shares of Common Stock                                                                                              | 3,151,306     | 4,422,720                 |
|       | Allison Transmission Holdings Inc                                  | 192550 Shares of Common Stock                                                                                             | 5,003,385     | 8,293,129                 |

**BB&T Corporation Pension Plan**

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December 31, 2017

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|-------|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|---------------|---------------------------|
|       | Alphabet Inc -CI C                                                 | 4450 Shares of Common Stock                                                                                               | 2,359,153     | 4,656,480                 |
|       | Amerisafe Inc                                                      | 24251 Shares of Common Stock                                                                                              | 1,096,774     | 1,493,862                 |
|       | Ameriprise Financial Inc                                           | 20750 Shares of Common Stock                                                                                              | 3,049,536     | 3,516,503                 |
|       | Andeavor                                                           | 9600 Shares of Common Stock                                                                                               | 983,328       | 1,097,664                 |
|       | Artisan Partners Asset Mgmt                                        | 33100 Shares of Common Stock                                                                                              | 948,094       | 1,307,450                 |
|       | Ascena Retail Group Inc                                            | 645450 Shares of Common Stock                                                                                             | 9,850,745     | 1,516,808                 |
|       | BGC Partners Inc. CI A                                             | 75150 Shares of Common Stock                                                                                              | 927,314       | 1,135,517                 |
|       | BMC Stock Holdings Inc                                             | 93283 Shares of Common Stock                                                                                              | 1,998,111     | 2,360,060                 |
|       | BWX Technologies Inc                                               | 60975 Shares of Common Stock                                                                                              | 2,960,724     | 3,688,378                 |
|       | Bancorpsouth Bank                                                  | 72882 Shares of Common Stock                                                                                              | 1,819,380     | 2,292,139                 |
|       | Bankunited Inc                                                     | 27250 Shares of Common Stock                                                                                              | 1,091,265     | 1,109,620                 |
|       | Berry Plastics Group In                                            | 17050 Shares of Common Stock                                                                                              | 1,004,073     | 1,000,324                 |
|       | Biogen Inc                                                         | 10450 Shares of Common Stock                                                                                              | 3,347,870     | 3,329,057                 |
|       | Box Inc                                                            | 233117 Shares of Common Stock                                                                                             | 4,486,657     | 4,923,432                 |
|       | Broadsoft Inc                                                      | 39383 Shares of Common Stock                                                                                              | 1,466,229     | 2,162,127                 |
|       | Cboe Global Markets Inc                                            | 32221 Shares of Common Stock                                                                                              | 2,625,229     | 4,014,415                 |
|       | Cbre Group Inc                                                     | 447650 Shares of Common Stock                                                                                             | 11,053,061    | 19,387,722                |
|       | Camping World Holdings Inc                                         | 23950 Shares of Common Stock                                                                                              | 726,440       | 1,071,284                 |
|       | Cannae Holdings Inc                                                | 117873 Shares of Common Stock                                                                                             | 1,240,850     | 2,007,378                 |
|       | Capital One Financial Corp                                         | 43000 Shares of Common Stock                                                                                              | 2,925,687     | 4,281,940                 |
|       | Cisco Systems Inc                                                  | 118900 Shares of Common Stock                                                                                             | 2,819,932     | 4,553,870                 |
|       | Cloudera Inc                                                       | 63652 Shares of Common Stock                                                                                              | 1,105,523     | 1,051,532                 |
|       | Comcast Corp                                                       | 112200 Shares of Common Stock                                                                                             | 1,441,396     | 4,493,610                 |
|       | Concho Resources Inc                                               | 40319 Shares of Common Stock                                                                                              | 4,885,179     | 6,056,721                 |
|       | Conocophillips                                                     | 9800 Shares of Common Stock                                                                                               | 497,326       | 537,922                   |
|       | Constellation Brands Inc                                           | 2750 Shares of Common Stock                                                                                               | 600,315       | 628,568                   |
|       | Cooper-Standard Holding Inc                                        | 18318 Shares of Common Stock                                                                                              | 2,112,403     | 2,243,955                 |
|       | Crown Castle Intl Corp                                             | 34000 Shares of Common Stock                                                                                              | 3,040,680     | 3,774,340                 |
|       | Dhi Group Inc Dhi Group Inc                                        | 491272 Shares of Common Stock                                                                                             | 4,020,171     | 933,417                   |
|       | Dentsply Sirona Inc                                                | 27751 Shares of Common Stock                                                                                              | 1,670,185     | 1,826,849                 |
|       | Diamondback Energy Inc                                             | 37872 Shares of Common Stock                                                                                              | 3,738,048     | 4,781,340                 |
|       | Diplomat Pharmacy Inc                                              | 110225 Shares of Common Stock                                                                                             | 1,733,765     | 2,212,216                 |
|       | Discovery Inc A                                                    | 38000 Shares of Common Stock                                                                                              | 1,484,595     | 850,440                   |
|       | Discovery Inc C                                                    | 157000 Shares of Common Stock                                                                                             | 4,346,364     | 3,323,690                 |
|       | Energizer Holdings Inc                                             | 23250 Shares of Common Stock                                                                                              | 1,020,922     | 1,115,535                 |
|       | Entergy Corp                                                       | 12250 Shares of Common Stock                                                                                              | 1,024,368     | 997,028                   |
|       | Exelon Corp                                                        | 100550 Shares of Common Stock                                                                                             | 3,469,679     | 3,962,676                 |
|       | Expedia Group Inc                                                  | 24921 Shares of Common Stock                                                                                              | 3,362,673     | 2,984,789                 |
|       | Exxon Mobil Corp                                                   | 58950 Shares of Common Stock                                                                                              | 4,899,164     | 4,930,578                 |
|       | Fidelity National Information Services Inc                         | 144147 Shares of Common Stock                                                                                             | 5,396,546     | 13,562,792                |
|       | First American Financial Corp                                      | 20000 Shares of Common Stock                                                                                              | 981,600       | 1,120,800                 |
|       | First Republic Bank                                                | 52953 Shares of Common Stock                                                                                              | 5,008,706     | 4,587,848                 |
|       | Firstcash Inc                                                      | 28628 Shares of Common Stock                                                                                              | 1,396,282     | 1,930,959                 |
|       | Fortune Brands Home & Security Inc                                 | 73862 Shares of Common Stock                                                                                              | 3,082,773     | 5,055,116                 |
|       | Forum Energy Technologies Inc                                      | 143123 Shares of Common Stock                                                                                             | 2,468,177     | 2,225,563                 |
|       | Freeport-Mcmoran Inc                                               | 17550 Shares of Common Stock                                                                                              | 288,479       | 332,748                   |
|       | Gaming And Leisure Propertie                                       | 25950 Shares of Common Stock                                                                                              | 922,071       | 960,150                   |
|       | Gardner Denver Holdings Inc                                        | 109236 Shares of Common Stock                                                                                             | 2,683,650     | 3,706,378                 |
|       | General Motors Co.                                                 | 90000 Shares of Common Stock                                                                                              | 2,690,703     | 3,689,100                 |
|       | Global Payments Inc                                                | 111137 Shares of Common Stock                                                                                             | 6,341,217     | 11,140,373                |
|       | Guidewire Software Inc                                             | 67752 Shares of Common Stock                                                                                              | 3,585,594     | 5,031,264                 |
|       | Hca Holdings Inc                                                   | 186750 Shares of Common Stock                                                                                             | 12,454,662    | 16,404,120                |
|       | HP Inc                                                             | 185500 Shares of Common Stock                                                                                             | 2,890,351     | 3,897,355                 |
|       | Hallador Energy Co                                                 | 115750 Shares of Common Stock                                                                                             | 675,783       | 704,918                   |
|       | Host Hotels & Resorts Inc Corp New                                 | 48900 Shares of Common Stock                                                                                              | 891,852       | 970,665                   |
|       | Istar Financial Inc                                                | 126300 Shares of Common Stock                                                                                             | 1,350,676     | 1,427,190                 |
|       | ITT Inc                                                            | 16900 Shares of Common Stock                                                                                              | 678,218       | 901,953                   |
|       | Ingevity Corp                                                      | 49847 Shares of Common Stock                                                                                              | 2,154,089     | 3,512,719                 |
|       | Inogen Inc                                                         | 25094 Shares of Common Stock                                                                                              | 973,005       | 2,988,194                 |
|       | Investment Tech Group Inc                                          | 78950 Shares of Common Stock                                                                                              | 1,185,061     | 1,519,788                 |
|       | JPMorgan Chase & Co                                                | 99100 Shares of Common Stock                                                                                              | 7,644,246     | 10,597,754                |
|       | J2 Global Inc.                                                     | 43461 Shares of Common Stock                                                                                              | 2,291,127     | 3,260,879                 |
|       | Kar Auction Services Inc                                           | 82000 Shares of Common Stock                                                                                              | 3,546,135     | 4,141,820                 |
|       | K2M Group Holdings Inc                                             | 117151 Shares of Common Stock                                                                                             | 2,206,120     | 2,108,718                 |
|       | Kadant Inc. Com                                                    | 22269 Shares of Common Stock                                                                                              | 1,947,904     | 2,235,808                 |
|       | Kinsale Capital Group Inc                                          | 29171 Shares of Common Stock                                                                                              | 873,834       | 1,312,695                 |
|       | Knowles Corp                                                       | 452400 Shares of Common Stock                                                                                             | 11,148,687    | 6,632,184                 |

**BB&T Corporation Pension Plan**

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

December 31, 2017

| ( a ) | ( b )<br>Identity of issue<br>borrower, lessor<br>or similar party | ( c )<br>Description of investments<br>including maturity date, rate of<br>interest, collateral, par<br>or maturity value | ( d )<br>Cost         | ( e )<br>Current<br>value |
|-------|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|-----------------------|---------------------------|
|       | LHC Group Inc                                                      | 30667 Shares of Common Stock                                                                                              | 1,126,999             | 1,878,354                 |
|       | Laboratory Corp Of American Holdings                               | 74410 Shares of Common Stock                                                                                              | 7,033,787             | 11,869,140                |
|       | Liberty Ventures                                                   | 27150 Shares of Common Stock                                                                                              | 1,461,227             | 1,472,616                 |
|       | Logmein Inc                                                        | 15717 Shares of Common Stock                                                                                              | 935,605               | 1,799,597                 |
|       | Mcabc Holdings Inc                                                 | 110150 Shares of Common Stock                                                                                             | 1,530,393             | 2,447,533                 |
|       | MKS Instruments Inc                                                | 38095 Shares of Common Stock                                                                                              | 2,176,080             | 3,599,978                 |
|       | Manpower Inc Wis                                                   | 9700 Shares of Common Stock                                                                                               | 893,775               | 1,223,267                 |
|       | Marathon Petroleum Corp                                            | 63500 Shares of Common Stock                                                                                              | 2,901,023             | 4,189,730                 |
|       | Match Group Inc                                                    | 55088 Shares of Common Stock                                                                                              | 1,609,182             | 1,724,806                 |
|       | Maxim Integrated Product                                           | 110778 Shares of Common Stock                                                                                             | 4,355,978             | 5,791,474                 |
|       | Maxlinear Inc. Cl A                                                | 87800 Shares of Common Stock                                                                                              | 1,937,975             | 2,319,676                 |
|       | Mckesson Corp Corporation                                          | 57080 Shares of Common Stock                                                                                              | 8,293,453             | 8,901,626                 |
|       | Medical Properties Trust Inc                                       | 74850 Shares of Common Stock                                                                                              | 943,732               | 1,031,433                 |
|       | Mednax Inc                                                         | 70425 Shares of Common Stock                                                                                              | 3,706,342             | 3,763,512                 |
|       | Merck & Co Inc                                                     | 70000 Shares of Common Stock                                                                                              | 3,753,688             | 3,938,900                 |
|       | Michaels Cos Inc/The                                               | 16950 Shares of Common Stock                                                                                              | 364,425               | 410,021                   |
|       | Mistras Group Inc                                                  | 104536 Shares of Common Stock                                                                                             | 2,283,468             | 2,453,460                 |
|       | Monster Beverage Corp                                              | 70529 Shares of Common Stock                                                                                              | 2,828,722             | 4,463,781                 |
|       | Neurocrine Biosciences Inc                                         | 16308 Shares of Common Stock                                                                                              | 1,198,995             | 1,265,338                 |
|       | News Corp New Cl B                                                 | 693415 Shares of Common Stock                                                                                             | 10,227,481            | 11,510,689                |
|       | Nu Skin Enterprises Inc                                            | 16950 Shares of Common Stock                                                                                              | 902,972               | 1,156,499                 |
|       | Oracle Corp                                                        | 67450 Shares of Common Stock                                                                                              | 3,400,958             | 3,189,036                 |
|       | PBF Energy Inc.                                                    | 36850 Shares of Common Stock                                                                                              | 998,606               | 1,306,333                 |
|       | PRA Group Inc                                                      | 60461 Shares of Common Stock                                                                                              | 2,031,541             | 2,007,306                 |
|       | Pacific Premier Bancorp Inc                                        | 57025 Shares of Common Stock                                                                                              | 1,310,254             | 2,281,000                 |
|       | Pilgrim'S Pride Corp                                               | 36450 Shares of Common Stock                                                                                              | 859,187               | 1,132,137                 |
|       | Premier Inc                                                        | 101650 Shares of Common Stock                                                                                             | 3,084,434             | 2,967,164                 |
|       | Prestige Brands Holdings Inc                                       | 28088 Shares of Common Stock                                                                                              | 1,564,065             | 1,247,389                 |
|       | T Rowe Price Group Inc                                             | 131050 Shares of Common Stock                                                                                             | 10,517,610            | 13,751,077                |
|       | Principal Financial Group                                          | 16800 Shares of Common Stock                                                                                              | 879,172               | 1,185,408                 |
|       | Rayonier Advanced Materials                                        | 262608 Shares of Common Stock                                                                                             | 6,253,534             | 5,370,334                 |
|       | RBC Bearings Inc                                                   | 8591 Shares of Common Stock                                                                                               | 1,151,966             | 1,085,903                 |
|       | Realogy Holdings Corp                                              | 359575 Shares of Common Stock                                                                                             | 9,635,743             | 9,528,738                 |
|       | Realpage Inc.                                                      | 54630 Shares of Common Stock                                                                                              | 1,364,572             | 2,420,109                 |
|       | Regeneron Pharmaceuticals Inc                                      | 6678 Shares of Common Stock                                                                                               | 746,967               | 2,510,661                 |
|       | Regions Financial Corp                                             | 13350 Shares of Common Stock                                                                                              | 226,917               | 230,688                   |
|       | Ryman Hospitality Properties Inc                                   | 68200 Shares of Common Stock                                                                                              | 2,741,467             | 4,707,164                 |
|       | S&P Global Inc                                                     | 53269 Shares of Common Stock                                                                                              | 4,978,588             | 9,023,769                 |
|       | SVB Financial Group                                                | 16057 Shares of Common Stock                                                                                              | 1,737,014             | 3,753,645                 |
|       | Sailpoint Technologies Holdings Inc                                | 120961 Shares of Common Stock                                                                                             | 1,737,356             | 1,753,935                 |
|       | Sealed Air Corp                                                    | 21769 Shares of Common Stock                                                                                              | 1,057,606             | 1,073,212                 |
|       | Seaworld Entertainment Inc                                         | 517795 Shares of Common Stock                                                                                             | 7,125,424             | 7,026,479                 |
|       | Spirit Realty Capital Inc                                          | 117450 Shares of Common Stock                                                                                             | 1,001,872             | 1,007,721                 |
|       | Synchrony Financial                                                | 190125 Shares of Common Stock                                                                                             | 5,178,365             | 7,340,727                 |
|       | TD Ameritrade Holding Corp                                         | 63490 Shares of Common Stock                                                                                              | 2,555,565             | 3,246,244                 |
|       | Ttm Technologies Inc                                               | 166392 Shares of Common Stock                                                                                             | 2,623,440             | 2,607,363                 |
|       | Tableau Software Inc-Cl                                            | 77959 Shares of Common Stock                                                                                              | 5,348,825             | 5,394,763                 |
|       | Tactile Systems Technology Inc                                     | 50529 Shares of Common Stock                                                                                              | 1,514,062             | 1,464,331                 |
|       | Tempur-Pedic International Inc                                     | 29000 Shares of Common Stock                                                                                              | 1,738,678             | 1,818,010                 |
|       | Tetra Tech Inc                                                     | 29950 Shares of Common Stock                                                                                              | 771,320               | 1,442,093                 |
|       | Thermon Group Holdings Inc.                                        | 87600 Shares of Common Stock                                                                                              | 1,618,821             | 2,073,492                 |
|       | Transunion                                                         | 71412 Shares of Common Stock                                                                                              | 3,433,707             | 3,924,804                 |
|       | Twenty First Century Fox Inc                                       | 60150 Shares of Common Stock                                                                                              | 2,095,374             | 2,052,318                 |
|       | Unitedhealth Group Inc                                             | 33600 Shares of Common Stock                                                                                              | 3,585,948             | 7,407,456                 |
|       | Valero Energy Corp                                                 | 48650 Shares of Common Stock                                                                                              | 2,950,129             | 4,471,422                 |
|       | Vantiv Inc - Cl                                                    | 58055 Shares of Common Stock                                                                                              | 3,129,539             | 4,269,946                 |
|       | Verizon Communications Inc                                         | 80000 Shares of Common Stock                                                                                              | 3,714,379             | 4,234,400                 |
|       | Verisk Analytics Inc                                               | 42000 Shares of Common Stock                                                                                              | 2,661,990             | 4,032,000                 |
|       | WP Carey Inc                                                       | 14300 Shares of Common Stock                                                                                              | 1,019,552             | 985,270                   |
|       | Wayfair Inc                                                        | 26057 Shares of Common Stock                                                                                              | 1,907,127             | 2,091,596                 |
|       | Workday Inc                                                        | 19412 Shares of Common Stock                                                                                              | 1,498,774             | 1,974,977                 |
|       | Wyndham Worldwide                                                  | 5275 Shares of Common Stock                                                                                               | 428,759               | 611,215                   |
|       | Zimmer Biomet Holdings Inc                                         | 106150 Shares of Common Stock                                                                                             | 9,289,226             | 12,809,121                |
|       | Zynga Inc.                                                         | 194788 Shares of Common Stock                                                                                             | 775,965               | 779,152                   |
|       |                                                                    |                                                                                                                           | <u>\$ 898,629,642</u> | <u>\$ 1,149,460,010</u>   |

**BB&T Corporation Pension Plan**

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

December 31, 2017

| ( a )                                       | ( b )<br>Identity of issue<br>borrower, lessor<br>or similar party | ( c )<br>Description of investments<br>including maturity date, rate of<br>interest, collateral, par<br>or maturity value | ( d )<br>Cost    | ( e )<br>Current<br>value |
|---------------------------------------------|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|------------------|---------------------------|
| <b><u>Foreign Stocks</u></b>                |                                                                    |                                                                                                                           |                  |                           |
|                                             | Civeo Corp                                                         | 693872 Shares of Foreign Stock                                                                                            | 5,172,459        | 1,894,271                 |
|                                             | Enbridge Inc                                                       | 77153 Shares of Foreign Stock                                                                                             | 2,223,475        | 3,017,454                 |
|                                             | Novanta Inc                                                        | 21234 Shares of Foreign Stock                                                                                             | 1,103,793        | 1,061,700                 |
|                                             | Popular Inc                                                        | 51400 Shares of Foreign Stock                                                                                             | 1,301,604        | 1,824,186                 |
|                                             | Shire Pharmaceuticals Group PLC                                    | 23000 Shares of Foreign Stock                                                                                             | 3,696,494        | 3,567,760                 |
|                                             | Waste Connections Inc                                              | 68125 Shares of Foreign Stock                                                                                             | 3,929,507        | 4,832,788                 |
|                                             | Agro Group International Holdings Ltd                              | 35766 Shares of Foreign Stock                                                                                             | 2,213,302        | 2,204,974                 |
|                                             | Assured Guaranty Ltd                                               | 129950 Shares of Foreign Stock                                                                                            | 2,382,375        | 4,401,407                 |
|                                             | Atlassian Corp PLC-Class A                                         | 125711 Shares of Foreign Stock                                                                                            | 3,798,515        | 5,722,365                 |
|                                             | Axalta Coating Systems Ltd                                         | 457110 Shares of Foreign Stock                                                                                            | 12,047,845       | 14,792,080                |
|                                             | Accenture PLC Ireland PLC Cl A                                     | 27425 Shares of Foreign Stock                                                                                             | 1,995,245        | 4,198,494                 |
|                                             | Delphi Technologies PLC                                            | 33168 Shares of Foreign Stock                                                                                             | 1,269,001        | 1,740,325                 |
|                                             | Eaton Corp PLC                                                     | 18350 Shares of Foreign Stock                                                                                             | 1,414,371        | 1,449,834                 |
|                                             | Enstar Group Ltd                                                   | 49079 Shares of Foreign Stock                                                                                             | 5,695,808        | 9,852,610                 |
|                                             | IHS Markit Ltd                                                     | 198385 Shares of Foreign Stock                                                                                            | 6,604,301        | 8,957,083                 |
|                                             | Invesco Ltd                                                        | 109738 Shares of Foreign Stock                                                                                            | 3,632,909        | 4,009,827                 |
|                                             | James River Group Holdings Ltd                                     | 26898 Shares of Foreign Stock                                                                                             | 1,077,047        | 1,076,189                 |
|                                             | Medtronic Plc                                                      | 37000 Shares of Foreign Stock                                                                                             | 2,884,286        | 2,987,750                 |
|                                             | Michael Kors Holdings Ltd                                          | 21050 Shares of Foreign Stock                                                                                             | 1,019,530        | 1,325,098                 |
|                                             | Aptiv Plc Aptiv PLC                                                | 88016 Shares of Foreign Stock                                                                                             | 5,203,703        | 7,466,398                 |
|                                             | Nielsen Hldgs PLC                                                  | 154000 Shares of Foreign Stock                                                                                            | 5,632,916        | 5,605,600                 |
|                                             | Noble Corp PLC                                                     | 356588 Shares of Foreign Stock                                                                                            | 4,656,051        | 1,611,778                 |
|                                             | Norwegian Cruise Line Hldgs Lt Ltd                                 | 61000 Shares of Foreign Stock                                                                                             | 2,627,184        | 3,248,250                 |
|                                             | OM Asset Management PLC                                            | 143125 Shares of Foreign Stock                                                                                            | 2,107,839        | 2,397,344                 |
|                                             | Checkpoint Software Technology                                     | 26736 Shares of Foreign Stock                                                                                             | 1,107,419        | 2,770,385                 |
|                                             | Mellanox Technologies Ltd                                          | 31637 Shares of Foreign Stock                                                                                             | 1,447,767        | 2,046,914                 |
|                                             | Lyondellbasell Industries Nv Cl A                                  | 36850 Shares of Foreign Stock                                                                                             | 3,247,805        | 4,065,292                 |
|                                             | Sensata Technologies Holding                                       | 262355 Shares of Foreign Stock                                                                                            | 10,244,453       | 13,408,965                |
|                                             | Copa Holdings SA                                                   | 7300 Shares of Foreign Stock                                                                                              | 957,859          | 978,638                   |
|                                             | Royal Caribbean Cruises                                            | 30350 Shares of Foreign Stock                                                                                             | 3,849,021        | 3,620,148                 |
|                                             | Broadcom Ltd                                                       | 12600 Shares of Foreign Stock                                                                                             | 2,180,654        | 3,236,940                 |
|                                             |                                                                    |                                                                                                                           | \$ 106,724,538   | \$ 129,372,847            |
| <b><u>Equity Exchange-Traded Funds</u></b>  |                                                                    |                                                                                                                           |                  |                           |
|                                             | Vanguard S&P 500 ETF                                               | 322,603                                                                                                                   | \$ 60,555,097    | \$ 79,131,290             |
| <b><u>Common/Collective Trust Funds</u></b> |                                                                    |                                                                                                                           |                  |                           |
|                                             | TS&W International Large Cap                                       | 12,509,214                                                                                                                | 135,200,799      | 159,145,977               |
|                                             | Genesis Emerging Markets Fund                                      |                                                                                                                           | 57,781,288       | 142,812,281               |
|                                             | Legal & General Emerging Mkt                                       | 533,101                                                                                                                   | 58,176,276       | 76,105,512                |
|                                             | Legal & General S&P 500                                            | 8,670,380                                                                                                                 | 1,122,806,464    | 1,170,154,544             |
|                                             | Legal & General MSCI EAFE                                          | 4,698,855                                                                                                                 | 449,575,576      | 562,640,890               |
|                                             |                                                                    |                                                                                                                           | \$ 1,823,540,403 | \$ 2,110,859,204          |
| <b><u>Hedge Funds</u></b>                   |                                                                    |                                                                                                                           |                  |                           |
|                                             | Collins Capital Low Volatility                                     |                                                                                                                           | 86,901           | 471,959                   |
|                                             | Blackstone Strategic Equity                                        |                                                                                                                           | 212,351          | 19,350                    |
|                                             | Blackstone Market Opportunities                                    |                                                                                                                           | 655,662          | 20,842                    |
|                                             | Collins Capital Low Volatility                                     |                                                                                                                           | 67,541           | 212,538                   |
|                                             |                                                                    |                                                                                                                           | \$ 1,022,455     | \$ 724,689                |

**BB&T Corporation Pension Plan**  
Schedule H, line 4i--Schedule of Assets (Held At End of Year)  
December 31, 2017

| ( a )                                   | ( b )<br>Identity of issue<br>borrower, lessor<br>or similar party | ( c )<br>Description of investments<br>including maturity date, rate of<br>interest, collateral, par<br>or maturity value | ( d )<br>Cost           | ( e )<br>Current<br>value |
|-----------------------------------------|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|-------------------------|---------------------------|
| <b><u>Private Equity Funds</u></b>      |                                                                    |                                                                                                                           |                         |                           |
|                                         | NB Crossroads Fund XVIII                                           |                                                                                                                           | 1                       | 3,897,704                 |
|                                         | Carlyle Us Growth Fund                                             |                                                                                                                           | 432,067                 | 404,622                   |
|                                         | Carlyle Partners V LP                                              |                                                                                                                           | 1,823,497               | 2,247,348                 |
|                                         | NB Distressed Opportunities Fund LP                                |                                                                                                                           | 1                       | 186,473                   |
|                                         | NB Secondary Opportunities Offshore                                |                                                                                                                           | 1                       | 1,921,469                 |
|                                         | Adams Street 2015                                                  |                                                                                                                           | 2,370,540               | 3,382,137                 |
|                                         | Pathway Private Equity Fund                                        |                                                                                                                           | 4,081,732               | 4,951,306                 |
|                                         | Five Points Small Buyout Strategies III LP                         |                                                                                                                           | 2,026,278               | 1,880,464                 |
|                                         | GRE U.S. Property Fund L.P.                                        |                                                                                                                           | 23,990,940              | 25,824,103                |
|                                         | Venture Investment Associates VIII LP                              |                                                                                                                           | 3,388,109               | 3,354,237                 |
|                                         | Private Markets VII Offshore Investors LP                          |                                                                                                                           | 2,157,656               | 1,955,484                 |
|                                         | Adams Street 2017 Global Fund LP                                   |                                                                                                                           | 439,304                 | 438,584                   |
|                                         |                                                                    |                                                                                                                           | <u>\$ 40,710,126</u>    | <u>\$ 50,443,931</u>      |
| <b><u>Managed Real Estate Funds</u></b> |                                                                    |                                                                                                                           |                         |                           |
|                                         | Blackstone Real Estate Partners VI                                 |                                                                                                                           | 823,311                 | 1,678,297                 |
|                                         | Sentinel Multifamily Val Ad Fd1                                    |                                                                                                                           | 1                       | 131,197                   |
|                                         | Invesco Value-Add                                                  |                                                                                                                           | 4,769,710               | 5,941,716                 |
|                                         | Invesco Core Real Estate                                           |                                                                                                                           | 20,266,930              | 23,127,273                |
|                                         | American Core Realty Fund                                          |                                                                                                                           | 20,530,161              | 22,217,056                |
|                                         | American Strategic Value Fund                                      |                                                                                                                           | 3,500,000               | 3,962,481                 |
|                                         |                                                                    |                                                                                                                           | <u>\$ 49,890,113</u>    | <u>\$ 57,058,020</u>      |
|                                         |                                                                    |                                                                                                                           | <u>\$ 5,535,469,629</u> | <u>\$ 6,265,235,265</u>   |

**BB&T Corporation  
Pension Plan**

**Schedule H, line 4j – Schedule of Reportable Transactions for the year ended December 31, 2017**

| ( a and b )                                                                 | ( c )            | ( d )         | ( e )        | ( f )                             | ( g )            | ( h )                                      | ( i )              |
|-----------------------------------------------------------------------------|------------------|---------------|--------------|-----------------------------------|------------------|--------------------------------------------|--------------------|
| Description of asset (include interest rate and maturity in case of a loan) | Purchase Price   | Selling Price | Lease rental | Expense incurred with transaction | Cost of asset    | Current value of asset on transaction date | Net gain or (loss) |
| <b>Single transactions: **</b>                                              |                  |               |              |                                   |                  |                                            |                    |
| BB&T Insured Deposit Program for ERISA Accounts                             | \$ 259,740,000   | \$ -          | \$ -         | \$ -                              | \$ 259,740,000   | \$ 259,740,000                             | \$ -               |
| <b>Series of transactions: **</b>                                           |                  |               |              |                                   |                  |                                            |                    |
| BB&T Insured Deposit Program for ERISA Accounts                             | \$ 1,337,742,865 | \$ -          | \$ -         | \$ -                              | \$ 1,337,742,865 | \$ 1,337,742,865                           | \$ -               |
| BB&T Insured Deposit Program for ERISA Accounts                             | -                | 1,358,767,384 | -            | -                                 | 1,358,767,384    | 1,358,767,384                              | -                  |

\*\* Transaction or series of transactions in excess of 5% of the current value of the Plan's assets as of January 1, 2017 as defined in Section 2520.103-6 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
EIN: 56-0939887 PN: 001

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2017

Number of Participants and Average Compensation

| Attained Age | Years of Credited Service |                   |                   |                 |                 |                 |                  |                  |                 |                |
|--------------|---------------------------|-------------------|-------------------|-----------------|-----------------|-----------------|------------------|------------------|-----------------|----------------|
|              | <1                        | 1-4               | 5-9               | 10-14           | 15-19           | 20-24           | 25-29            | 30-34            | 35-39           | 40+            |
| <25          | 7<br>\$30,397             | 775<br>\$30,397   | 8                 |                 |                 |                 |                  |                  |                 |                |
| 25-29        | 15<br>\$39,954            | 1,955<br>\$39,954 | 617<br>\$55,453   | 33<br>\$49,433  |                 |                 |                  |                  |                 |                |
| 30-34        | 21<br>\$38,316            | 1,671<br>\$50,731 | 1,099<br>\$63,895 | 568<br>\$73,289 | 15              |                 |                  |                  |                 |                |
| 35-39        | 21<br>\$52,912            | 1,437<br>\$62,220 | 970<br>\$78,055   | 898<br>\$86,175 | 347<br>\$77,745 | 21<br>\$60,770  |                  |                  |                 |                |
| 40-44        | 22<br>\$46,105            | 1,151<br>\$68,477 | 857<br>\$80,170   | 760<br>\$77,400 | 531<br>\$81,727 | 118<br>\$73,615 | 5                |                  |                 |                |
| 45-49        | 22<br>\$48,328            | 1,189<br>\$72,110 | 840<br>\$82,494   | 775<br>\$78,919 | 626<br>\$85,168 | 192<br>\$99,724 | 63<br>\$101,020  | 8                |                 |                |
| 50-54        | 13<br>\$71,624            | 1,101<br>\$71,624 | 791<br>\$87,692   | 801<br>\$84,139 | 634<br>\$82,390 | 212<br>\$86,747 | 112<br>\$106,684 | 94<br>\$94,346   | 4               |                |
| 55-59        | 20<br>\$34,298            | 997<br>\$72,547   | 691<br>\$84,946   | 749<br>\$78,825 | 733<br>\$82,149 | 194<br>\$81,417 | 106<br>\$109,386 | 106<br>\$100,051 | 64<br>\$107,167 | 7              |
| 60-64        | 13<br>\$67,400            | 628<br>\$67,400   | 467<br>\$84,827   | 550<br>\$73,127 | 464<br>\$76,725 | 127<br>\$67,442 | 66<br>\$101,006  | 55<br>\$92,844   | 44<br>\$66,913  | 34<br>\$79,821 |
| 65-69        | 4<br>\$68,391             | 155<br>\$68,391   | 191<br>\$72,756   | 175<br>\$79,542 | 158<br>\$78,151 | 42<br>\$59,122  | 19               | 17               | 1               | 12             |
| 70+          | 1<br>\$41,215             | 41<br>\$41,215    | 43<br>\$69,668    | 45<br>\$49,321  | 49<br>\$70,660  | 12              | 3                | 1                |                 | 1              |

N-28,484

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
EIN: 56-0939887 PN: 001

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

|                                                |                                                                                                                                                                         |
|------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Interest Rates for Minimum Funding Purposes    | Based on segment rates with a one-month lookback (as of December 2016), each adjusted as needed to fall within the 25-year average interest rate stabilization corridor |
| 1st Segment Rate                               | 4.16%                                                                                                                                                                   |
| 2nd Segment Rate                               | 5.72%                                                                                                                                                                   |
| 3rd Segment Rate                               | 6.48%                                                                                                                                                                   |
| Interest Rates for Maximum Tax Purposes        | Based on segment rates with a one-month lookback (as of December 2016), without regard to interest rate stabilization                                                   |
| 1st Segment Rate                               | 1.55%                                                                                                                                                                   |
| 2nd Segment Rate                               | 3.76%                                                                                                                                                                   |
| 3rd Segment Rate                               | 4.73%                                                                                                                                                                   |
| Salary Increases                               |                                                                                                                                                                         |
| Minimum Funding Target Normal Cost             | 4.50%                                                                                                                                                                   |
| Maximum Tax Expected Benefit Increase          | 4.50%                                                                                                                                                                   |
| Social Security Wage Base Increases            | Future wage indices are based on a national wage increase of 4.00% per year                                                                                             |
| Social Security COLA Increases                 | 3.00%                                                                                                                                                                   |
| Optional Payment Form Election Percentage      | 60% Single Life Annuity<br>10% Joint and 50% Survivor annuity<br>20% Joint and 100% Survivor annuity<br>10% 10-year Certain and Life annuity                            |
| Optional Payment Form Conversion Interest Rate | Same as funding interest rates above                                                                                                                                    |
| Optional Payment Form Conversion Mortality     | Current IRC section 417(e) mortality table                                                                                                                              |
| Retirement Age                                 |                                                                                                                                                                         |
| Active Participants                            | See Table 1a                                                                                                                                                            |
| Terminated Vested Participants                 | See Table 1b                                                                                                                                                            |
| Mortality Rates                                |                                                                                                                                                                         |
| Healthy and Disabled                           | 2017 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)                                                                                     |
| Withdrawal Rates                               | See Table 2                                                                                                                                                             |
| Disability Rates                               | See Table 3                                                                                                                                                             |

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
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|                                               |                                                                                                                                                                             |
|-----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Decrement Timing                              | Beginning of year decrements                                                                                                                                                |
| Surviving Spouse Benefit                      | It is assumed that 70% of males and 70% of females have an eligible spouse, and that males are two years older than their spouses.                                          |
| Valuation Compensation                        | Pensionable Earnings                                                                                                                                                        |
| Benefit and Compensation Limits               | Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$215,000 and the IRC section 401(a)(17) compensation limit of \$270,000. |
| Valuation of Plan Assets                      | Fair market value                                                                                                                                                           |
| Trust Expenses Included in Target Normal Cost | \$5,360,000. The current year's expenses are assumed to be equal to the prior year's expenses rounded to the nearest \$10,000.                                              |
| Actuarial Method                              | Standard unit credit cost method                                                                                                                                            |
| Valuation Date                                | January 1, 2017                                                                                                                                                             |

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
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Table 1a

**Retirement Rates—Active**

| <b>Age</b> | <b>Rate</b> |
|------------|-------------|
| 55         | 6.00%       |
| 56         | 6.00%       |
| 57         | 7.00%       |
| 58         | 7.00%       |
| 59         | 9.00%       |
| 60         | 11.00%      |
| 61         | 14.00%      |
| 62         | 20.00%      |
| 63         | 15.00%      |
| 64         | 20.00%      |
| 65         | 35.00%      |
| 66         | 30.00%      |
| 67         | 25.00%      |
| 68         | 25.00%      |
| 69         | 25.00%      |
| 70+        | 100.00%     |

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
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Table 1b

**Retirement Rates—Terminated Vested**

| <b>Age</b> | <b>Rate</b> |
|------------|-------------|
| 55         | 6.00%       |
| 56         | 6.00%       |
| 57         | 7.00%       |
| 58         | 7.00%       |
| 59         | 9.00%       |
| 60         | 11.00%      |
| 61         | 14.00%      |
| 62         | 20.00%      |
| 63         | 15.00%      |
| 64         | 20.00%      |
| 65         | 100.00%     |
| 66         | 100.00%     |
| 67         | 100.00%     |
| 68         | 100.00%     |
| 69         | 100.00%     |
| 70+        | 100.00%     |

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
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Table 2—Page 1 of 4

**Withdrawal Rates**

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

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
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**Withdrawal Rates**

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

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
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**Withdrawal Rates**

| <b>Age</b> | <b>Years of Service</b> |          |          |            |
|------------|-------------------------|----------|----------|------------|
|            | <b>7</b>                | <b>8</b> | <b>9</b> | <b>10+</b> |
| 15         | 0.00%                   | 0.00%    | 0.00%    | 0.00%      |
| 16         | 0.00%                   | 0.00%    | 0.00%    | 0.00%      |
| 17         | 0.00%                   | 0.00%    | 0.00%    | 0.00%      |
| 18         | 0.00%                   | 0.00%    | 0.00%    | 0.00%      |
| 19         | 0.00%                   | 0.00%    | 0.00%    | 0.00%      |
| 20         | 26.00%                  | 25.00%   | 24.00%   | 23.00%     |
| 21         | 23.80%                  | 22.80%   | 21.80%   | 20.80%     |
| 22         | 21.60%                  | 20.60%   | 19.60%   | 18.60%     |
| 23         | 19.40%                  | 18.40%   | 17.40%   | 16.40%     |
| 24         | 17.20%                  | 16.20%   | 15.20%   | 14.20%     |
| 25         | 15.00%                  | 14.00%   | 13.00%   | 12.00%     |
| 26         | 14.20%                  | 13.20%   | 12.20%   | 11.20%     |
| 27         | 13.40%                  | 12.40%   | 11.40%   | 10.40%     |
| 28         | 12.60%                  | 11.60%   | 10.60%   | 9.60%      |
| 29         | 11.80%                  | 10.80%   | 9.80%    | 8.80%      |
| 30         | 11.00%                  | 10.00%   | 9.00%    | 8.00%      |
| 31         | 10.80%                  | 9.80%    | 8.80%    | 7.80%      |
| 32         | 10.60%                  | 9.60%    | 8.60%    | 7.60%      |
| 33         | 10.40%                  | 9.40%    | 8.40%    | 7.40%      |
| 34         | 10.20%                  | 9.20%    | 8.20%    | 7.20%      |
| 35         | 10.00%                  | 9.00%    | 8.00%    | 6.90%      |
| 36         | 10.00%                  | 9.00%    | 8.00%    | 6.80%      |
| 37         | 10.00%                  | 9.00%    | 8.00%    | 6.70%      |
| 38         | 10.00%                  | 9.00%    | 8.00%    | 6.60%      |
| 39         | 10.00%                  | 9.00%    | 8.00%    | 6.50%      |
| 40         | 10.00%                  | 9.00%    | 8.00%    | 6.10%      |
| 41         | 9.60%                   | 8.60%    | 7.60%    | 5.80%      |
| 42         | 9.20%                   | 8.20%    | 7.20%    | 5.50%      |
| 43         | 8.80%                   | 7.80%    | 6.80%    | 5.20%      |
| 44         | 8.40%                   | 7.40%    | 6.40%    | 4.90%      |

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
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Table 2—Page 4 of 4

**Withdrawal Rates**

| <b>Age</b> | <b>Years of Service</b> |          |          |            |
|------------|-------------------------|----------|----------|------------|
|            | <b>7</b>                | <b>8</b> | <b>9</b> | <b>10+</b> |
| 45         | 8.00%                   | 7.00%    | 6.00%    | 4.50%      |
| 46         | 7.80%                   | 6.80%    | 5.80%    | 4.30%      |
| 47         | 7.60%                   | 6.60%    | 5.60%    | 4.10%      |
| 48         | 7.40%                   | 6.40%    | 5.40%    | 3.90%      |
| 49         | 7.20%                   | 6.20%    | 5.20%    | 3.70%      |
| 50         | 7.00%                   | 6.00%    | 5.00%    | 3.50%      |
| 51         | 7.00%                   | 6.00%    | 5.00%    | 3.40%      |
| 52         | 7.00%                   | 6.00%    | 5.00%    | 3.30%      |
| 53         | 7.00%                   | 6.00%    | 5.00%    | 3.20%      |
| 54         | 7.00%                   | 6.00%    | 5.00%    | 3.10%      |
| 55+        | 7.00%                   | 6.00%    | 5.00%    | 3.00%      |

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
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Table 3

**Disability Rates**

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

|                         |                                          |
|-------------------------|------------------------------------------|
| <b>Plan Name</b>        | <b>BB&amp;T Corporation Pension Plan</b> |
| <b>Plan Sponsor EIN</b> | <b>56-0939887</b>                        |
| <b>ERISA Plan No.</b>   | <b>001</b>                               |
| <b>Plan Year End</b>    | <b>12/31/2017</b>                        |

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

| <b>Form/Schedule</b> | <b>Line Item</b> | <b>Description</b>                                  |
|----------------------|------------------|-----------------------------------------------------|
| 5500 Schedule H      | Line 4j          | Schedule of Reportable Transactions - FivePrntTrans |

|                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                    |                                                                                           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration<br/>Pension Benefit Guaranty Corporation</small> | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).<br><br><b>► File as an attachment to Form 5500 or 5500-SF.</b> | OMB No. 1210-0110<br><br><b>2017</b><br><br><b>This Form is Open to Public Inspection</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|

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

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

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

|                                                                                                                                                                          |                                                                 |     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|-----|
| <b>A</b> Name of plan<br>BB&T Corporation Pension Plan                                                                                                                   | <b>B</b> Three-digit plan number (PN) ►                         | 001 |
|                                                                                                                                                                          |                                                                 |     |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><br>BB&T Corporation                                                                         | <b>D</b> Employer Identification Number (EIN)<br><br>56-0939887 |     |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B <input type="checkbox"/> Other |                                                                 |     |
| <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500                  |                                                                 |     |

|                                                                                                                                                                                                          |  |                            |                           |                          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------------------------|---------------------------|--------------------------|
| <b>Part I Basic Information</b>                                                                                                                                                                          |  |                            |                           |                          |
| <b>1</b> Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2017</u>                                                                                                                        |  |                            |                           |                          |
| <b>2</b> Assets:                                                                                                                                                                                         |  |                            |                           |                          |
| a Market value.....                                                                                                                                                                                      |  |                            |                           | <b>2a</b> 5,070,087,653  |
| b Actuarial value .....                                                                                                                                                                                  |  |                            |                           | <b>2b</b> 5,070,087,653  |
| <b>3</b> Funding target/participant count breakdown                                                                                                                                                      |  |                            |                           |                          |
|                                                                                                                                                                                                          |  | (1) Number of participants | (2) Vested Funding Target | (3) Total Funding Target |
| a For retired participants and beneficiaries receiving payment .....                                                                                                                                     |  | 12,791                     | 899,275,392               | 899,275,392              |
| b For terminated vested participants .....                                                                                                                                                               |  | 14,349                     | 453,089,126               | 453,089,126              |
| c For active participants .....                                                                                                                                                                          |  | 28,484                     | 1,056,663,024             | 1,147,363,401            |
| d Total .....                                                                                                                                                                                            |  | 55,624                     | 2,409,027,542             | 2,499,727,919            |
| <b>4</b> If the plan is in at-risk status, check the box and complete lines (a) and (b) <input type="checkbox"/>                                                                                         |  |                            |                           |                          |
| a Funding target disregarding prescribed at-risk assumptions .....                                                                                                                                       |  |                            |                           | <b>4a</b>                |
| b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor ..... |  |                            |                           | <b>4b</b>                |
| <b>5</b> Effective interest rate.....                                                                                                                                                                    |  |                            |                           | 6.04%                    |
| <b>6</b> Target normal cost .....                                                                                                                                                                        |  |                            |                           | 214,236,965              |

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

|                  |                                                                                                                                                                                                                                                  |                                                                                                                                  |
|------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|
| <b>SIGN HERE</b> | Eric E. Malacane <i>ERM</i><br>Signature of actuary<br><br>Eric E. Malacane, EA, ASA<br>Type or print name of actuary<br><br>Aon Consulting, Inc.<br>Firm name<br><br>1100 Reynolds Boulevard<br>Winston - Salem NC 27105<br>Address of the firm | September 19, 2018<br>Date<br>1707105<br>Most recent enrollment number<br>336-728-2233<br>Telephone number (including area code) |
|------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|

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

**Part II Beginning of Year Carryover and Prefunding Balances**

|                                                                                                                                                                     | (a) Carryover balance | (b) Prefunding balance |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------|
| <b>7</b> Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....                                                             | 821,191,023           | 1,590,975,251          |
| <b>8</b> Portion elected for use to offset prior year's funding requirement (line 35 from prior year).....                                                          | 0                     | 0                      |
| <b>9</b> Amount remaining (line 7 minus line 8).....                                                                                                                | 821,191,023           | 1,590,975,251          |
| <b>10</b> Interest on line 9 using prior year's actual return of <u>8.33%</u> .....                                                                                 | 68,405,212            | 132,528,238            |
| <b>11</b> Prior year's excess contributions to be added to prefunding balance:                                                                                      |                       |                        |
| <b>a</b> Present value of excess contributions (line 38a from prior year).....                                                                                      |                       | 132,793,358            |
| <b>b(1)</b> Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.22%</u> ..... |                       | 8,259,747              |
| <b>b(2)</b> Interest on line 38b from prior year Schedule SB, using prior year's actual return.....                                                                 |                       | 0                      |
| <b>c</b> Total available at beginning of current plan year to add to prefunding balance.....                                                                        |                       | 141,053,105            |
| <b>d</b> Portion of (c) to be added to prefunding balance.....                                                                                                      |                       | 141,053,105            |
| <b>12</b> Other reductions in balances due to elections or deemed elections.....                                                                                    | 0                     | 0                      |
| <b>13</b> Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....                                                                         | 889,596,235           | 1,864,556,594          |

**Part III Funding Percentages**

|                                                                                                                                                                           |           |         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>14</b> Funding target attainment percentage.....                                                                                                                       | <b>14</b> | 92.64%  |
| <b>15</b> Adjusted funding target attainment percentage.....                                                                                                              | <b>15</b> | 202.82% |
| <b>16</b> Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement..... | <b>16</b> | 128.40% |
| <b>17</b> If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....                                        | <b>17</b> | %       |

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

| (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
|--------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| 01/12/2017               | 260,000,000                       | 0                               |                          |                                   |                                 |
| 08/11/2017               | 86,610,463                        | 0                               |                          |                                   |                                 |
| 12/27/2017               | 132,458,354                       | 0                               |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
| <b>Totals ▶</b>          |                                   |                                 | <b>18(b)</b>             | 479,068,817                       | <b>18(c)</b> 0                  |

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

|                                                                                                                        |            |             |
|------------------------------------------------------------------------------------------------------------------------|------------|-------------|
| <b>a</b> Contributions allocated toward unpaid minimum required contributions from prior years.....                    | <b>19a</b> | 0           |
| <b>b</b> Contributions made to avoid restrictions adjusted to valuation date.....                                      | <b>19b</b> | 0           |
| <b>c</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date..... | <b>19c</b> | 468,130,383 |

**20** Quarterly contributions and liquidity shortfalls:

|                                                                                                                        |                                                                     |
|------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <b>a</b> Did the plan have a "funding shortfall" for the prior year?.....                                              | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>b</b> If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?..... | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>c</b> If line 20a is "Yes," see instructions and complete the following table as applicable:                        |                                                                     |

Liquidity shortfall as of end of quarter of this plan year

| (1) 1st | (2) 2nd | (3) 3rd | (4) 4th |
|---------|---------|---------|---------|
| 0       | 0       | 0       | 0       |

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

|                                                                                                                                                                                              |                        |                        |                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|-----------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                        |                        |                                                     |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>4.16 % | 2nd segment:<br>5.72 % | 3rd segment:<br>6.48 %                              |
|                                                                                                                                                                                              |                        |                        | <input type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code).....                                                                                                                                                  |                        |                        | <b>21b</b> 1                                        |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                        |                        | <b>22</b> 62                                        |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                        |                        |                                                     |

**Part VI Miscellaneous Items**

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

**Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years**

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

**Part VIII Minimum Required Contribution For Current Year**

|                                                                                                                                                                                      |                   |                     |               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|---------------------|---------------|
| <b>31</b> Target normal cost and excess assets (see instructions):                                                                                                                   |                   |                     |               |
| <b>a</b> Target normal cost (line 6) .....                                                                                                                                           |                   | <b>31a</b>          | 214,236,965   |
| <b>b</b> Excess assets, if applicable, but not greater than line 31a .....                                                                                                           |                   | <b>31b</b>          | 0             |
| <b>32</b> Amortization installments:                                                                                                                                                 |                   | Outstanding Balance | Installment   |
| <b>a</b> Net shortfall amortization installment.....                                                                                                                                 |                   | 0                   | 0             |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       |                   | 0                   | 0             |
| <b>33</b> If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount ..... |                   | <b>33</b>           |               |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33).....                                                          |                   | <b>34</b>           | 214,236,965   |
|                                                                                                                                                                                      | Carryover balance | Prefunding balance  | Total balance |
| <b>35</b> Balances elected for use to offset funding requirement.....                                                                                                                | 0                 | 0                   | 0             |
| <b>36</b> Additional cash requirement (line 34 minus line 35).....                                                                                                                   |                   | <b>36</b>           | 214,236,965   |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....                                                   |                   | <b>37</b>           | 468,130,383   |
| <b>38</b> Present value of excess contributions for current year (see instructions)                                                                                                  |                   |                     |               |
| <b>a</b> Total (excess, if any, of line 37 over line 36) .....                                                                                                                       |                   | <b>38a</b>          | 253,893,418   |
| <b>b</b> Portion included in line 38a attributable to use of prefunding and funding standard carryover balances .....                                                                |                   | <b>38b</b>          | 0             |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37).....                                                                       |                   | <b>39</b>           | 0             |
| <b>40</b> Unpaid minimum required contributions for all years .....                                                                                                                  |                   | <b>40</b>           | 0             |

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

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

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
EIN: 56-0939887 PN: 001

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2017

| <b>Date</b>        | <b>Amount</b>  | <b>Days to<br/>Discount to<br/>1/1/2017 at<br/>6.04%</b> | <b>Interest<br/>Adjusted<br/>Contribution</b> |
|--------------------|----------------|----------------------------------------------------------|-----------------------------------------------|
| January 12, 2017   | \$ 260,000,000 | 11                                                       | \$ 259,540,877                                |
| August 11, 2017    | 86,610,463     | 222                                                      | 83,575,539                                    |
| December 27, 2017  | 132,458,354    | 360                                                      | 125,013,967                                   |
| Total Contribution | \$ 479,068,817 |                                                          | \$ 468,130,383                                |

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
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Schedule SB, line 22—Description of Weighted Average Retirement Age

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

| (a)<br>Age       | (b)<br>Rate | (c)<br>Weight | (d)<br>Product<br>(a) × (b) × (c) |
|------------------|-------------|---------------|-----------------------------------|
| 55               | 6.00%       | 1.0000        | 3.30                              |
| 56               | 6.00%       | 0.9400        | 3.16                              |
| 57               | 7.00%       | 0.8836        | 3.53                              |
| 58               | 7.00%       | 0.8217        | 3.34                              |
| 59               | 9.00%       | 0.7642        | 4.06                              |
| 60               | 11.00%      | 0.6954        | 4.59                              |
| 61               | 14.00%      | 0.6189        | 5.29                              |
| 62               | 20.00%      | 0.5323        | 6.60                              |
| 63               | 15.00%      | 0.4258        | 4.02                              |
| 64               | 20.00%      | 0.3620        | 4.63                              |
| 65               | 35.00%      | 0.2896        | 6.59                              |
| 66               | 30.00%      | 0.1882        | 3.73                              |
| 67               | 25.00%      | 0.1318        | 2.21                              |
| 68               | 25.00%      | 0.0988        | 1.68                              |
| 69               | 25.00%      | 0.0741        | 1.28                              |
| 70               | 100.00%     | 0.0556        | 3.89                              |
| Weighted Average |             |               | 61.90                             |

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

|                                                |                                                                                                                                                                         |
|------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Interest Rates for Minimum Funding Purposes    | Based on segment rates with a one-month lookback (as of December 2016), each adjusted as needed to fall within the 25-year average interest rate stabilization corridor |
| 1st Segment Rate                               | 4.16%                                                                                                                                                                   |
| 2nd Segment Rate                               | 5.72%                                                                                                                                                                   |
| 3rd Segment Rate                               | 6.48%                                                                                                                                                                   |
| Interest Rates for Maximum Tax Purposes        | Based on segment rates with a one-month lookback (as of December 2016), without regard to interest rate stabilization                                                   |
| 1st Segment Rate                               | 1.55%                                                                                                                                                                   |
| 2nd Segment Rate                               | 3.76%                                                                                                                                                                   |
| 3rd Segment Rate                               | 4.73%                                                                                                                                                                   |
| Salary Increases                               |                                                                                                                                                                         |
| Minimum Funding Target Normal Cost             | 4.50%                                                                                                                                                                   |
| Maximum Tax Expected Benefit Increase          | 4.50%                                                                                                                                                                   |
| Social Security Wage Base Increases            | Future wage indices are based on a national wage increase of 4.00% per year                                                                                             |
| Social Security COLA Increases                 | 3.00%                                                                                                                                                                   |
| Optional Payment Form Election Percentage      | 60% Single Life Annuity<br>10% Joint and 50% Survivor annuity<br>20% Joint and 100% Survivor annuity<br>10% 10-year Certain and Life annuity                            |
| Optional Payment Form Conversion Interest Rate | Same as funding interest rates above                                                                                                                                    |
| Optional Payment Form Conversion Mortality     | Current IRC section 417(e) mortality table                                                                                                                              |
| Retirement Age                                 |                                                                                                                                                                         |
| Active Participants                            | See Table 1a                                                                                                                                                            |
| Terminated Vested Participants                 | See Table 1b                                                                                                                                                            |
| Mortality Rates                                |                                                                                                                                                                         |
| Healthy and Disabled                           | 2017 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)                                                                                     |
| Withdrawal Rates                               | See Table 2                                                                                                                                                             |

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
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|                                               |                                                                                                                                                                             |
|-----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Disability Rates                              | See Table 3                                                                                                                                                                 |
| Decrement Timing                              | Beginning of year decrements                                                                                                                                                |
| Surviving Spouse Benefit                      | It is assumed that 70% of males and 70% of females have an eligible spouse, and that males are two years older than their spouses.                                          |
| Valuation Compensation                        | Pensionable Earnings                                                                                                                                                        |
| Benefit and Compensation Limits               | Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$215,000 and the IRC section 401(a)(17) compensation limit of \$270,000. |
| Valuation of Plan Assets                      | Fair market value                                                                                                                                                           |
| Trust Expenses Included in Target Normal Cost | \$5,360,000. The current year's expenses are assumed to be equal to the prior year's expenses rounded to the nearest \$10,000.                                              |
| Actuarial Method                              | Standard unit credit cost method                                                                                                                                            |
| Valuation Date                                | January 1, 2017                                                                                                                                                             |

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
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Table 1a

**Retirement Rates—Active**

| <b><u>Age</u></b> | <b><u>Rate</u></b> |
|-------------------|--------------------|
| 55                | 6.00%              |
| 56                | 6.00%              |
| 57                | 7.00%              |
| 58                | 7.00%              |
| 59                | 9.00%              |
| 60                | 11.00%             |
| 61                | 14.00%             |
| 62                | 20.00%             |
| 63                | 15.00%             |
| 64                | 20.00%             |
| 65                | 35.00%             |
| 66                | 30.00%             |
| 67                | 25.00%             |
| 68                | 25.00%             |
| 69                | 25.00%             |
| 70+               | 100.00%            |

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
EIN: 56-0939887 PN: 001

Table 1b

**Retirement Rates—Terminated Vested**

| <b><u>Age</u></b> | <b><u>Rate</u></b> |
|-------------------|--------------------|
| 55                | 6.00%              |
| 56                | 6.00%              |
| 57                | 7.00%              |
| 58                | 7.00%              |
| 59                | 9.00%              |
| 60                | 11.00%             |
| 61                | 14.00%             |
| 62                | 20.00%             |
| 63                | 15.00%             |
| 64                | 20.00%             |
| 65                | 100.00%            |
| 66                | 100.00%            |
| 67                | 100.00%            |
| 68                | 100.00%            |
| 69                | 100.00%            |
| 70+               | 100.00%            |

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
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Table 2—Page 1 of 4

**Withdrawal Rates**

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

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**Withdrawal Rates**

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

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**Withdrawal Rates**

| <b>Age</b> | <b>Years of Service</b> |          |          |            |
|------------|-------------------------|----------|----------|------------|
|            | <b>7</b>                | <b>8</b> | <b>9</b> | <b>10+</b> |
| 15         | 0.00%                   | 0.00%    | 0.00%    | 0.00%      |
| 16         | 0.00%                   | 0.00%    | 0.00%    | 0.00%      |
| 17         | 0.00%                   | 0.00%    | 0.00%    | 0.00%      |
| 18         | 0.00%                   | 0.00%    | 0.00%    | 0.00%      |
| 19         | 0.00%                   | 0.00%    | 0.00%    | 0.00%      |
|            |                         |          |          |            |
| 20         | 26.00%                  | 25.00%   | 24.00%   | 23.00%     |
| 21         | 23.80%                  | 22.80%   | 21.80%   | 20.80%     |
| 22         | 21.60%                  | 20.60%   | 19.60%   | 18.60%     |
| 23         | 19.40%                  | 18.40%   | 17.40%   | 16.40%     |
| 24         | 17.20%                  | 16.20%   | 15.20%   | 14.20%     |
|            |                         |          |          |            |
| 25         | 15.00%                  | 14.00%   | 13.00%   | 12.00%     |
| 26         | 14.20%                  | 13.20%   | 12.20%   | 11.20%     |
| 27         | 13.40%                  | 12.40%   | 11.40%   | 10.40%     |
| 28         | 12.60%                  | 11.60%   | 10.60%   | 9.60%      |
| 29         | 11.80%                  | 10.80%   | 9.80%    | 8.80%      |
|            |                         |          |          |            |
| 30         | 11.00%                  | 10.00%   | 9.00%    | 8.00%      |
| 31         | 10.80%                  | 9.80%    | 8.80%    | 7.80%      |
| 32         | 10.60%                  | 9.60%    | 8.60%    | 7.60%      |
| 33         | 10.40%                  | 9.40%    | 8.40%    | 7.40%      |
| 34         | 10.20%                  | 9.20%    | 8.20%    | 7.20%      |
|            |                         |          |          |            |
| 35         | 10.00%                  | 9.00%    | 8.00%    | 6.90%      |
| 36         | 10.00%                  | 9.00%    | 8.00%    | 6.80%      |
| 37         | 10.00%                  | 9.00%    | 8.00%    | 6.70%      |
| 38         | 10.00%                  | 9.00%    | 8.00%    | 6.60%      |
| 39         | 10.00%                  | 9.00%    | 8.00%    | 6.50%      |
|            |                         |          |          |            |
| 40         | 10.00%                  | 9.00%    | 8.00%    | 6.10%      |
| 41         | 9.60%                   | 8.60%    | 7.60%    | 5.80%      |
| 42         | 9.20%                   | 8.20%    | 7.20%    | 5.50%      |
| 43         | 8.80%                   | 7.80%    | 6.80%    | 5.20%      |
| 44         | 8.40%                   | 7.40%    | 6.40%    | 4.90%      |

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**Withdrawal Rates**

| <b>Age</b> | <b>Years of Service</b> |          |          |            |
|------------|-------------------------|----------|----------|------------|
|            | <b>7</b>                | <b>8</b> | <b>9</b> | <b>10+</b> |
| 45         | 8.00%                   | 7.00%    | 6.00%    | 4.50%      |
| 46         | 7.80%                   | 6.80%    | 5.80%    | 4.30%      |
| 47         | 7.60%                   | 6.60%    | 5.60%    | 4.10%      |
| 48         | 7.40%                   | 6.40%    | 5.40%    | 3.90%      |
| 49         | 7.20%                   | 6.20%    | 5.20%    | 3.70%      |
| 50         | 7.00%                   | 6.00%    | 5.00%    | 3.50%      |
| 51         | 7.00%                   | 6.00%    | 5.00%    | 3.40%      |
| 52         | 7.00%                   | 6.00%    | 5.00%    | 3.30%      |
| 53         | 7.00%                   | 6.00%    | 5.00%    | 3.20%      |
| 54         | 7.00%                   | 6.00%    | 5.00%    | 3.10%      |
| 55+        | 7.00%                   | 6.00%    | 5.00%    | 3.00%      |

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Table 3  
**Disability Rates**

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

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Schedule SB, Part V—Summary of Plan Provisions

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

|                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|----------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Original Effective Date          | October 2, 1944.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Effective Date of Last Amendment | December 31, 2017.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Plan Year                        | January 1 to December 31.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Employer Fiscal Year             | January 1 to December 31.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Employer ID Number               | 56 0939887.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Plan Number                      | 001.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Plan Administrator               | Employee Benefits Plan Committee.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Eligibility                      | All employees of the employer are eligible to participate in the plan on the first day of the month coincident with or next following the attainment of age 21 and the completion of one qualifying year of service.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Service                          | <p>Years of service prior to January 1, 1976 shall mean the number of full years of uninterrupted employment of a full-time regular employee from his last date of hire to December 31, 1975 (with any fraction of one-half year or more being credited as a full year). After January 1, 1976, a year of service shall be credited for each plan year in which an employee works 1,000 hours.</p> <p>A break in service occurs at the start of any plan year in which the employee works 500 hours or less for the employer in such year. Service will not be interrupted by:</p> <ol style="list-style-type: none"><li>(1) A leave of absence granted by the employer.</li><li>(2) A period of service in the Armed Forces of the United States under which employment rights are granted.</li><li>(3) A period of disability during which the participant is being paid directly or indirectly by the employer.</li><li>(4) Maternity or paternity leave.</li></ol> |

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

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

Normal Retirement Date

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

Normal Retirement Benefit

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

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

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

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

Delayed Retirement

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

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Final Average Compensation

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

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

2017 Covered Compensation

The covered compensation amounts listed below should be used for employees who terminate, die or retire in 2017.

| <b>Year<br/>of Birth</b> | <b>Covered<br/>Compensation<br/>Amount</b> | <b>Year<br/>of Birth</b> | <b>Covered<br/>Compensation<br/>Amount</b> |
|--------------------------|--------------------------------------------|--------------------------|--------------------------------------------|
| 1945                     | \$61,884                                   | 1965                     | \$110,700                                  |
| 1946                     | \$64,560                                   | 1966                     | \$112,380                                  |
| 1947                     | \$67,308                                   | 1967                     | \$113,940                                  |
| 1948                     | \$69,996                                   | 1968                     | \$115,392                                  |
| 1949                     | \$72,636                                   | 1969                     | \$116,724                                  |
| 1950                     | \$75,180                                   | 1970                     | \$117,936                                  |
| 1951                     | \$77,880                                   | 1971                     | \$119,088                                  |
| 1952                     | \$80,496                                   | 1972                     | \$120,204                                  |
| 1953                     | \$83,052                                   | 1973                     | \$121,272                                  |
| 1954                     | \$85,560                                   | 1974                     | \$122,220                                  |
| 1955                     | \$90,372                                   | 1975                     | \$123,060                                  |
| 1956                     | \$92,724                                   | 1976                     | \$123,780                                  |
| 1957                     | \$94,980                                   | 1977                     | \$124,368                                  |
| 1958                     | \$97,152                                   | 1978                     | \$124,944                                  |
| 1959                     | \$99,264                                   | 1979                     | \$125,532                                  |
| 1960                     | \$101,304                                  | 1980                     | \$126,024                                  |
| 1961                     | \$103,296                                  | 1981                     | \$126,408                                  |
| 1962                     | \$105,204                                  | 1982                     | \$126,696                                  |
| 1963                     | \$107,088                                  | 1983                     | \$126,948                                  |
| 1964                     | \$108,924                                  | 1984                     | \$127,200                                  |

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Accrued Benefit

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

Early Retirement Benefit

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

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

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

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

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

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Disability Retirement Benefit

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

Death Benefit

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

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

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

Severance Benefit

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

| <b>Years of Service</b> | <b>Vested Percent</b> |
|-------------------------|-----------------------|
| Fewer than 5            | 0%                    |
| 5 or more               | 100%                  |

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

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

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

Cash Balance Account  
Initial Account

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

Pay Credits

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

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

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

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

Interest Credits

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

Annuity Conversion Factor

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

Optional Methods of Settlement

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

- (1) A reduced benefit to be paid during the participant's lifetime with one-half the reduced benefit to be continued to his spouse for her lifetime after his death.
- (2) A reduced benefit to be paid during the participant's lifetime with three-fourths the reduced benefit to be continued to his spouse for her lifetime after his death.
- (3) A reduced benefit to be paid during the participant's lifetime with the same reduced benefit to be continued to his spouse for her lifetime after his death.

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- (4) A reduced benefit to be paid for 120 months certain and thereafter for life.
- (5) For employees whose benefits commence prior to age 62, an increased benefit payable to age 62 and a reduced benefit payable after age 62 such that the combined monthly benefit from the plan and from primary Social Security benefits shall be as level as possible.
- (6) For employees whose benefits commence prior to age 65, an increased benefit payable to age 65 and a reduced benefit payable after age 65 such that the combined monthly benefit from the Plan and from primary Social Security benefits shall be as level as possible.
- (7) If the present value of a terminated or rehired participant's vested accrued benefit is \$5,000 or less, such present value shall be distributed in a lump sum. Former employees of certain merging companies may be eligible for a lump sum in excess of \$5,000.

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

Certain grandfathered groups resulting from acquisitions and mergers have additional optional methods of payment available.

Plan Minimum Benefit

The normal retirement benefit may not be less than \$2,000 for any Eligible employee at any time on or after December 31, 2017.

Additional Accrual for Select Employees

Certain employees, as listed in the plan document, received an additional accrual in 2017.

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Amendment or Termination of Plan

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

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

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

Plan Changes Since the Prior Year

The funding valuation reflects the merger of the 3rd Fed Bank Retirement Plan and the National Penn Bancshares, Inc. Pension Plan into the BB&T Corporation Pension Plan. In addition, a \$2,000 minimum benefit was added for eligible employees on or after December 31, 2017 and select employees received an additional accrual in 2017 as listed by individual within the plan amendment and accompanying Exhibit.

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

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

A change in enrolled actuary from Beth H. Wong to Eric E. Malacane.

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
EIN: 56-0939887 PN: 001

Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following assumption changes:

- A change in the retirement rates for actives and terminated vested participants to better reflect anticipated future experience.
- A change in the withdrawal rates to better reflect anticipated future experience.

These changes were made to better reflect the anticipated plan experience. Neither of these assumption changes reduced the funding shortfall; as such, approval of the Commissioner is not required.

Schedule SB Attachment (Form 5500)—2017 Plan Year  
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Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2017

Number of Participants and Average Compensation

| Attained Age | Years of Credited Service |                   |                   |                 |                 |                 |                  |                  |                 |                |
|--------------|---------------------------|-------------------|-------------------|-----------------|-----------------|-----------------|------------------|------------------|-----------------|----------------|
|              | <1                        | 1-4               | 5-9               | 10-14           | 15-19           | 20-24           | 25-29            | 30-34            | 35-39           | 40+            |
| <25          | 7                         | 775<br>\$30,397   | 8                 |                 |                 |                 |                  |                  |                 |                |
| 25-29        | 15                        | 1,955<br>\$39,954 | 617<br>\$55,453   | 33<br>\$49,433  |                 |                 |                  |                  |                 |                |
| 30-34        | 21<br>\$38,316            | 1,671<br>\$50,731 | 1,099<br>\$63,895 | 568<br>\$73,289 | 15              |                 |                  |                  |                 |                |
| 35-39        | 21<br>\$52,912            | 1,437<br>\$62,220 | 970<br>\$78,055   | 898<br>\$86,175 | 347<br>\$77,745 | 21<br>\$60,770  |                  |                  |                 |                |
| 40-44        | 22<br>\$46,105            | 1,151<br>\$68,477 | 857<br>\$80,170   | 760<br>\$77,400 | 531<br>\$81,727 | 118<br>\$73,615 | 5                |                  |                 |                |
| 45-49        | 22<br>\$48,328            | 1,189<br>\$72,110 | 840<br>\$82,494   | 775<br>\$78,919 | 626<br>\$85,168 | 192<br>\$99,724 | 63<br>\$101,020  | 8                |                 |                |
| 50-54        | 13                        | 1,101<br>\$71,624 | 791<br>\$87,692   | 801<br>\$84,139 | 634<br>\$82,390 | 212<br>\$86,747 | 112<br>\$106,684 | 94<br>\$94,346   | 4               |                |
| 55-59        | 20<br>\$34,298            | 997<br>\$72,547   | 691<br>\$84,946   | 749<br>\$78,825 | 733<br>\$82,149 | 194<br>\$81,417 | 106<br>\$109,386 | 106<br>\$100,051 | 64<br>\$107,167 | 7              |
| 60-64        | 13                        | 628<br>\$67,400   | 467<br>\$84,827   | 550<br>\$73,127 | 464<br>\$76,725 | 127<br>\$67,442 | 66<br>\$101,006  | 55<br>\$92,844   | 44<br>\$66,913  | 34<br>\$79,821 |
| 65-69        | 4                         | 155<br>\$68,391   | 191<br>\$72,756   | 175<br>\$79,542 | 158<br>\$78,151 | 42<br>\$59,122  | 19               | 17               | 1               | 12             |
| 70+          | 1                         | 41<br>\$41,215    | 43<br>\$69,668    | 45<br>\$49,321  | 49<br>\$70,660  | 12              | 3                | 1                |                 | 1              |

N-28,484

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
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Schedule SB, line 19—Discounted Employer Contributions  
Year applied for contributions: 2017

| <b>Date</b>        | <b>Amount</b>  | <b>Days to<br/>Discount to<br/>1/1/2017 at<br/>6.04%</b> | <b>Interest<br/>Adjusted<br/>Contribution</b> |
|--------------------|----------------|----------------------------------------------------------|-----------------------------------------------|
| January 12, 2017   | \$ 260,000,000 | 11                                                       | \$ 259,540,877                                |
| August 11, 2017    | 86,610,463     | 222                                                      | 83,575,539                                    |
| December 27, 2017  | 132,458,354    | 360                                                      | 125,013,967                                   |
| Total Contribution | \$ 479,068,817 |                                                          | \$ 468,130,383                                |

Schedule SB Attachment (Form 5500)—2017 Plan Year  
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Schedule SB, line 22—Description of Weighted Average Retirement Age

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

| (a)<br>Age       | (b)<br>Rate | (c)<br>Weight | (d)<br>Product<br>(a) × (b) × (c) |
|------------------|-------------|---------------|-----------------------------------|
| 55               | 6.00%       | 1.0000        | 3.30                              |
| 56               | 6.00%       | 0.9400        | 3.16                              |
| 57               | 7.00%       | 0.8836        | 3.53                              |
| 58               | 7.00%       | 0.8217        | 3.34                              |
| 59               | 9.00%       | 0.7642        | 4.06                              |
| 60               | 11.00%      | 0.6954        | 4.59                              |
| 61               | 14.00%      | 0.6189        | 5.29                              |
| 62               | 20.00%      | 0.5323        | 6.60                              |
| 63               | 15.00%      | 0.4258        | 4.02                              |
| 64               | 20.00%      | 0.3620        | 4.63                              |
| 65               | 35.00%      | 0.2896        | 6.59                              |
| 66               | 30.00%      | 0.1882        | 3.73                              |
| 67               | 25.00%      | 0.1318        | 2.21                              |
| 68               | 25.00%      | 0.0988        | 1.68                              |
| 69               | 25.00%      | 0.0741        | 1.28                              |
| 70               | 100.00%     | 0.0556        | 3.89                              |
| Weighted Average |             |               | 61.90                             |

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
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Schedule SB, Part V—Summary of Plan Provisions

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

|                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|----------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Original Effective Date          | October 2, 1944.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Effective Date of Last Amendment | December 31, 2017.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Plan Year                        | January 1 to December 31.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Employer Fiscal Year             | January 1 to December 31.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Employer ID Number               | 56 0939887.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Plan Number                      | 001.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Plan Administrator               | Employee Benefits Plan Committee.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Eligibility                      | All employees of the employer are eligible to participate in the plan on the first day of the month coincident with or next following the attainment of age 21 and the completion of one qualifying year of service.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Service                          | <p>Years of service prior to January 1, 1976 shall mean the number of full years of uninterrupted employment of a full-time regular employee from his last date of hire to December 31, 1975 (with any fraction of one-half year or more being credited as a full year). After January 1, 1976, a year of service shall be credited for each plan year in which an employee works 1,000 hours.</p> <p>A break in service occurs at the start of any plan year in which the employee works 500 hours or less for the employer in such year. Service will not be interrupted by:</p> <ol style="list-style-type: none"><li>(1) A leave of absence granted by the employer.</li><li>(2) A period of service in the Armed Forces of the United States under which employment rights are granted.</li><li>(3) A period of disability during which the participant is being paid directly or indirectly by the employer.</li><li>(4) Maternity or paternity leave.</li></ol> |

Schedule SB Attachment (Form 5500)—2017 Plan Year  
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An employee will be given credit for his pre-break service if either of the following occurs:

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

Normal Retirement Date

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

Normal Retirement Benefit

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

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

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

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

Delayed Retirement

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

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
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Final Average Compensation

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

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

2017 Covered Compensation

The covered compensation amounts listed below should be used for employees who terminate, die or retire in 2017.

| <b>Year<br/>of Birth</b> | <b>Covered<br/>Compensation<br/>Amount</b> | <b>Year<br/>of Birth</b> | <b>Covered<br/>Compensation<br/>Amount</b> |
|--------------------------|--------------------------------------------|--------------------------|--------------------------------------------|
| 1945                     | \$61,884                                   | 1965                     | \$110,700                                  |
| 1946                     | \$64,560                                   | 1966                     | \$112,380                                  |
| 1947                     | \$67,308                                   | 1967                     | \$113,940                                  |
| 1948                     | \$69,996                                   | 1968                     | \$115,392                                  |
| 1949                     | \$72,636                                   | 1969                     | \$116,724                                  |
| 1950                     | \$75,180                                   | 1970                     | \$117,936                                  |
| 1951                     | \$77,880                                   | 1971                     | \$119,088                                  |
| 1952                     | \$80,496                                   | 1972                     | \$120,204                                  |
| 1953                     | \$83,052                                   | 1973                     | \$121,272                                  |
| 1954                     | \$85,560                                   | 1974                     | \$122,220                                  |
| 1955                     | \$90,372                                   | 1975                     | \$123,060                                  |
| 1956                     | \$92,724                                   | 1976                     | \$123,780                                  |
| 1957                     | \$94,980                                   | 1977                     | \$124,368                                  |
| 1958                     | \$97,152                                   | 1978                     | \$124,944                                  |
| 1959                     | \$99,264                                   | 1979                     | \$125,532                                  |
| 1960                     | \$101,304                                  | 1980                     | \$126,024                                  |
| 1961                     | \$103,296                                  | 1981                     | \$126,408                                  |
| 1962                     | \$105,204                                  | 1982                     | \$126,696                                  |
| 1963                     | \$107,088                                  | 1983                     | \$126,948                                  |
| 1964                     | \$108,924                                  | 1984                     | \$127,200                                  |

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
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Accrued Benefit

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

Early Retirement Benefit

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

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

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

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

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

Schedule SB Attachment (Form 5500)—2017 Plan Year  
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Disability Retirement Benefit

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

Death Benefit

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

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

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

Severance Benefit

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

| <b>Years of Service</b> | <b>Vested Percent</b> |
|-------------------------|-----------------------|
| Fewer than 5            | 0%                    |
| 5 or more               | 100%                  |

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

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

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

Cash Balance Account  
Initial Account

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

Pay Credits

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

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

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

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

Interest Credits

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

Annuity Conversion Factor

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

Optional Methods of Settlement

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

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

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

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

Certain grandfathered groups resulting from acquisitions and mergers have additional optional methods of payment available.

Plan Minimum Benefit

The normal retirement benefit may not be less than \$2,000 for any Eligible employee at any time on or after December 31, 2017.

Additional Accrual for Select Employees

Certain employees, as listed in the plan document, received an additional accrual in 2017.

Amendment or Termination of Plan

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

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

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

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
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Plan Changes Since the Prior Year

The funding valuation reflects the merger of the 3rd Fed Bank Retirement Plan and the National Penn Bancshares, Inc. Pension Plan into the BB&T Corporation Pension Plan. In addition, a \$2,000 minimum benefit was added for eligible employees on or after December 31, 2017 and select employees received an additional accrual in 2017 as listed by individual within the plan amendment and accompanying Exhibit.

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

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

A change in enrolled actuary from Beth H. Wong to Eric E. Malacane.

|                         |                                          |
|-------------------------|------------------------------------------|
| <b>Plan Name</b>        | <b>BB&amp;T Corporation Pension Plan</b> |
| <b>Plan Sponsor EIN</b> | <b>56-0939887</b>                        |
| <b>ERISA Plan No.</b>   | <b>001</b>                               |
| <b>Plan Year End</b>    | <b>12/31/2017</b>                        |

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

| <b>Form/Schedule</b> | <b>Line Item</b> | <b>Description</b>                       |
|----------------------|------------------|------------------------------------------|
| 5500 Schedule H      | Line 4i          | Schedule of Assets (Held at End of Year) |

Schedule SB Attachment (Form 5500)—2017 Plan Year  
BB&T Corporation Pension Plan  
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Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following assumption changes:

- A change in the retirement rates for actives and terminated vested participants to better reflect anticipated future experience.
- A change in the withdrawal rates to better reflect anticipated future experience.

These changes were made to better reflect the anticipated plan experience. Neither of these assumption changes reduced the funding shortfall; as such, approval of the Commissioner is not required.