

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 24pt; font-weight: bold;">2018</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2018 or fiscal plan year beginning <u>01/01/2018</u> and ending <u>12/31/2018</u>	
A This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☐ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>BB&T CORPORATION 401(K) SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>003</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1982</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>003</u>	1c Effective date of plan <u>07/01/1982</u>	
1b Three-digit plan number (PN) ▶	<u>003</u>				
1c Effective date of plan <u>07/01/1982</u>					
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>BB&T CORPORATION</u> <u>HUMAN SYSTEMS DIVISION</u> <u>P.O. BOX 1215</u> <u>200 WEST SECOND STREET</u> <u>WINSTON-SALEM, NC 27102-1215</u> <u>WINSTON-SALEM, NC 27102-1215</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>56-0939887</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>800-716-2455</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>522110</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>56-0939887</u>	2c Plan Sponsor's telephone number <u>800-716-2455</u>	2d Business code (see instructions) <u>522110</u>	
2b Employer Identification Number (EIN) <u>56-0939887</u>					
2c Plan Sponsor's telephone number <u>800-716-2455</u>					
2d Business code (see instructions) <u>522110</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/26/2019	STEVE REEDER, EXEC. VICE PRESIDENT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/31/2019	CINDY POWELL
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2018)
v. 171027

3a Plan administrator's name and address ☐ Same as Plan Sponsor EMPLOYEE BENEFIS PLAN COMMITTEE BB&T CORPORATION P.O. BOX 1215 WINSTON-SALEM, NC 27102-1215	3b Administrator's EIN 56-0939887 3c Administrator's telephone number 800-716-2455
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 46987
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 37402 6a(2) 37123 6b 9671 6c 72 6d 46866 6e 48 6f 46914 6g 41803 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2J 2O 2F 2G 2K 2R 3H 2T b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

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

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2018 Form M-1 annual report. If the plan was not required to file the 2018 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2018
		This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan BB&T CORPORATION 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 BB&T CORPORATION	D Employer Identification Number (EIN) 56-0939887	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
BB&T
56-1368984
(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

BB&T

56-1368984

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 37 38 49	WHOLLY OWNED SUBSIDIARY	388053	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

TD AMERITRADE

47-0533629

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
19 33	NONE	224488	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

PRONVEST

62-1823351

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	136414	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TD AMERITRADE	60	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VARIOUS MUTUAL FUNDS TD AMERITRADE 1005 NORTH AMERITRADE PLACE BELLEVUE, NE 68005	ESTIMATED RANGE FROM 10 TO 45 BPS OF BALANCES HELD	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TD AMERITRADE	99	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VARIOUS EXCHANGE TRADED FUNDS TD AMERITRADE 1005 NORTH AMERITRADE PLACE BELLEVUE, NE 68005	ESTIMATED RANGE FROM 15% TO 30% OF ANNUAL NET OPERATING EXPENSE RATIO	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
TD AMERITRADE	52	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TD AMERITRADE MONEY MARKET TD AMERITRADE 1005 NORTH AMERITRADE PLACE BELLEVUE, NE 68005	RANGE OF 1.3 TO 1.7%	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name:	PRICEWATERHOUSECOOPERS LLP	b EIN:	13-4008324
c Position:	ACCOUNTANT		
d Address:	800 GREEN VALLEY ROAD, SUITE 500 GREENSBORO, NC 27408-7032	e Telephone:	336-665-2700

Explanation: FEE FOR SERVICE EXCEEDED BUDGET

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2018 This Form is Open to Public Inspection.
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

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

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LEGAL & GENERAL MSCI AWCI EX US</u>		
b Name of sponsor of entity listed in (a): <u>LEGAL & GENERAL INVESTMENT MANAGEMENT AMERICA</u>		
c EIN-PN <u>35-7085469-010</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>60546967</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LEGAL & GENERAL S&P 500 TRUST</u>		
b Name of sponsor of entity listed in (a): <u>LEGAL & GENERAL INVESTMENT MANAGEMENT AMERICA</u>		
c EIN-PN <u>35-7085469-005</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>280622535</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE RETIREMENT 2005 TRUST</u>		
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>		
c EIN-PN <u>61-6434302-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4956166</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE RETIREMENT 2010 TRUST</u>		
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>		
c EIN-PN <u>32-6199795-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>26916113</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE RETIREMENT 2015 TRUST</u>		
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>		
c EIN-PN <u>35-6941654-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>45645287</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE RETIREMENT 2020 TRUST</u>		
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>		
c EIN-PN <u>36-7594871-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>127386538</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE RETIREMENT 2025 TRUST</u>		
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE TRUST COMPANY</u>		
c EIN-PN <u>37-6495447-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>123295894</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2030 TRUST

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

c EIN-PN 38-7010946-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 170920222
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2035 TRUST

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

c EIN-PN 36-7595013-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 99280541
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2040 TRUST

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

c EIN-PN 35-6941729-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 128865086
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2045 TRUST

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

c EIN-PN 32-6199848-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 77337696
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2050 TRUST

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

c EIN-PN 30-6303214-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 56484180
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2055 TRUST

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

c EIN-PN 35-6941728-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 40111812
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT 2060 TRUST

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

c EIN-PN 47-1088316-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5272416
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a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE RETIREMENT INCOME TR

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

c EIN-PN 38-7011316-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 52594962
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a Name of MTIA, CCT, PSA, or 103-12 IE: MORLEY STABLE VALUE FUND

b Name of sponsor of entity listed in (a): UNION BOND & TRUST COMPANY

c EIN-PN 93-6274329-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 113400908
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2018 This Form is Open to Public Inspection
For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan BB&T CORPORATION 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 BB&T CORPORATION	D Employer Identification Number (EIN) 56-0939887	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	2484841	2465596
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	215453454	217423932
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	70168610	74455458
(9) Value of interest in common/collective trusts	1c(9)	1434922552	1413637323
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	2116228844	1917803503
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	180219850	174246151

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	613072311	518733087
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	4632550462	4318765050

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4632550462	4318765050
---	-----------	------------	------------

Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	135356537	
(B) Participants	2a(1)(B)	198004457	
(C) Others (including rollovers)	2a(1)(C)	33237519	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		366598513
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	7948567	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	3570783	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		11519350
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	18868314	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	155181460	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		174049774
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-74085989	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-74085989

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-82607359
(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)		-298732531
c Other income.....	2c		-13195420
d Total income. Add all income amounts in column (b) and enter total	2d		83546338

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	396582795	
(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)		396582795
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	748955	
(3) Investment advisory and management fees.....	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		748955
j Total expenses. Add all expense amounts in column (b) and enter total	2j		397331750

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-313785412
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(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: CROWE LLP

(2) EIN: 35-0921680

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

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

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

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2018 This Form is Open to Public Inspection.
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

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

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

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

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

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

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

Part III	Amendments
-----------------	-------------------

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

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

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

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

Schedule R (Form 5500) 2018
v. 171027

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

a The current year

b The plan year immediately preceding the current plan year

c The second preceding plan year

14a**14b****14c**

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

a The corresponding number for the plan year immediately preceding the current plan year

b The corresponding number for the second preceding plan year

15a**15b**

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

a Enter the number of employers who withdrew during the preceding plan year

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

16a**16b**

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: _____ % Investment-Grade Debt: _____ % High-Yield Debt: _____ % Real Estate: _____ % Other: _____ %

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

BB&T Corporation

401(k) Savings Plan

**Financial Statements and Supplemental Schedule
December 31, 2018 and 2017**

BB&T Corporation 401(k) Savings Plan

Index

December 31, 2018 and 2017

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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.



INDEPENDENT AUDITOR'S REPORT

Plan Participants and Benefits Committee of the
BB&T Corporation 401(k) Savings Plan
Winston-Salem, North Carolina

Report on the Financial Statements

We have audited the accompanying financial statements of the BB&T Corporation 401(k) Savings Plan ("the Plan"), which comprise the statement of net assets available for benefits as of December 31, 2018, and the related statement of changes in net assets available for benefits for the year ended December 31, 2018, 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 these 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit 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 the auditor's 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, the auditor considers internal control relevant to the Plan'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 Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the BB&T Corporation 401(k) Savings Plan as of December 31, 2018, and the changes in net assets available for benefits for the year ended December 31, 2018 in accordance with accounting principles generally accepted in the United States of America.

Other Matters

The statement of net assets available for benefits of the BB&T Corporation 401(k) Savings Plan as of December 31, 2017, was audited by other auditors whose report dated June 26, 2018, expressed an unmodified opinion on that statement.

Our audit was conducted for the purpose of forming an opinion on the 2018 financial statements as a whole. The information included in the 2018 supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit 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 2018 financial statements as a whole.

Crowe LLP

Crowe LLP

Oak Brook, Illinois
June 27, 2019

BB&T Corporation 401(k) Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Assets		
Investments, at fair value	\$4,241,843,996	\$4,559,897,011
Employer receivable	2,465,596	2,484,841
Notes receivable from participants	<u>74,455,458</u>	<u>70,168,610</u>
Net assets available for benefits	<u>\$4,318,765,050</u>	<u>\$4,632,550,462</u>

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

BB&T Corporation 401(k) Savings Plan
Statement of Changes in Net Assets Available for Benefits
Year ended December 31, 2018

	<u>2018</u>
Additions to (deductions from) net assets attributable to:	
Investment income (loss)	
Interest	\$ 8,078,939
Dividends	173,676,293
Net depreciation in fair value of investments	<u>(468,378,190)</u>
Net investment loss	<u>(286,622,958)</u>
 Interest on notes receivable from participants	 <u>3,570,783</u>
 Contributions	
Employer	135,356,537
Employee	198,004,457
Rollovers	<u>33,237,519</u>
Total contributions	<u>366,598,513</u>
Total additions	<u>83,546,338</u>
 Benefits paid to participants	 (396,582,795)
Administrative expenses	<u>(748,955)</u>
Total deductions	<u>(397,331,750)</u>
 Net decrease	 (313,785,412)
 Net assets available for benefits	
Beginning of year	<u>4,632,550,462</u>
End of year	<u>\$4,318,765,050</u>

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

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

December 31, 2018 and 2017

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

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

General

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

Eligibility for Participation

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

Contributions

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

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

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

CRC Insurance Services, Inc. and AmRisc, LLC may also make profit sharing contributions at the discretion of their respective Board of Directors. For the year ended December 31, 2018, eligible employees of CRC Insurance Services, Inc. and AmRisc, LLC received profit sharing contributions totalling \$1,876,427 and \$589,169, respectively.

Vesting

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

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

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Notes Receivable from Participants

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

Payment of Benefits

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

Participant Accounts

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

Forfeitures

Forfeitures represent nonvested employer matching contributions of participants in predecessor plans that have terminated their employment with their employer. At December 31, 2018 and 2017, forfeited accounts totalled \$56,612 and \$73,989, respectively, which can be used to reduce employer contributions. In 2018, contributions by the employer were reduced by \$0 from the forfeiture account.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Administrative Expenses and Investment-Related Fees

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Related fees are recorded as administrative expenses. No allowance for credit losses has been recorded as of December 31, 2018 or 2017.

Cash and Cash Equivalents

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

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

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Investment Valuation and Income Recognition

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

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

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

Payment of Benefits

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

Use of Estimates

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

3. Associate Insured Deposit Account

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

The interest rate resets monthly based on market yields for United States Treasury Notes having a one-year maturity. The rate credited is based on the average yield that was effective as of the 30th day of the month two months prior plus fifty basis points. The crediting interest rates for the period from January 1, 2018 to December 31, 2018 ranged from 2.12 percent to 3.19 percent and the average yield rate was 2.70 percent.

4. Fair Value Measurements

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

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December 31, 2018 and 2017

Level 1

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

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

Level 2

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

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

The fair value of the 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 funds less its liabilities. Transactions (purchase and sales) may occur daily. The collective trusts have a readily determinable fair value in that NAV is determined and made available to the Plan daily, and is the basis for current transactions. Were the Plan to initiate a full redemption of the 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 collective trusts have a daily redemption frequency, redemption notice periods of 30 days to one year, and no unfunded commitments.

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

Level 3

Level 3 assets and liabilities are financial instruments whose value is calculated by the use of pricing models and/or discounted cash flow methodologies, as well as financial instruments for which the determination of fair value requires significant management judgment or estimation. These methodologies may result in a significant portion of the fair value being derived from unobservable data. As of December 31, 2018 and 2017, there are no level 3 assets or liabilities.

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

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

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

December 31, 2018 and 2017

	Fair Value Measurements for Assets Measured on a Recurring Basis as of December 31, 2018		
	Total	Level 1	Level 2
BB&T common stock	\$ 518,733,087	\$ 518,733,087	\$ -
Mutual funds	1,917,803,503	1,917,803,503	-
Self-directed investments	171,159,234	168,535,828	2,623,406
Collective trusts	1,413,637,323	-	1,413,637,323
Separately managed accounts			
Common stock	2,816,548	2,816,548	-
Foreign stock	248,861	248,861	-
Mutual fund	21,508	21,508	-
Associate insured deposit account	213,869,327	-	213,869,327
Cash and cash equivalents	3,554,605	3,554,605	-
Total investments at fair value	<u>\$ 4,241,843,996</u>	<u>\$ 2,611,713,940</u>	<u>\$ 1,630,130,056</u>

BB&T Corporation 401(k) Savings Plan
Notes to Financial Statements
December 31, 2018 and 2017

	Fair Value Measurements for Assets Measured on a Recurring Basis as of December 31, 2017		
	Total	Level 1	Level 2
BB&T common stock	\$ 613,072,311	\$ 613,072,311	\$ -
Mutual funds	2,116,228,844	2,116,228,844	-
Self-directed investments	175,877,922	174,056,828	1,821,094
Collective trusts	1,434,922,552	-	1,434,922,552
Separately managed accounts			
Common stock	3,949,098	3,949,098	-
Foreign stock	392,830	392,830	-
Associate insured deposit	210,467,027	-	210,467,027
Cash and cash equivalents	4,986,427	4,986,427	-
Total investments at fair value	<u>\$ 4,559,897,011</u>	<u>\$ 2,912,686,338</u>	<u>\$ 1,647,210,673</u>

There were no transfers between levels during 2018 and 2017.

5. Tax Status

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

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions by the Plan, and has concluded that as of December 31, 2018 and 2017, there are no uncertain positions 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 Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2015.

6. Plan Termination

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

BB&T Corporation 401(k) Savings Plan

Notes to Financial Statements

December 31, 2018 and 2017

7. Related Party and Party-In-Interest Transactions

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

	As of December 31,	
	2018	2017
Number of shares, BB&T Corporation common stock	11,974,448	12,330,497
BB&T Corporation common stock	\$ 518,733,087	\$ 613,072,311
Mutual funds	1,275,558,161	1,461,875,254
Separately managed accounts	3,086,917	4,341,928
Associate insured deposit account	213,869,327	210,467,027
Interest-bearing checking account	3,554,605	4,986,427

	For the year ended December 31, 2018
Dividends on BB&T Corporation common stock	\$ 18,868,314
Dividends on investments in BB&T sponsored mutual funds	113,850,543
Interest on associate insured deposit account	5,672,338

In addition, the cost of administrative services rendered by the Corporation's Trust Division is party-in-interest and totalled \$388,053 for the year ended December 31, 2018. The expenses paid through the Plan include only transactional charges such as loan issuance fees, Qualified Domestic Relations Order fees and check reissues. In addition, there are fees charged by TD Ameritrade to participants with self-directed brokerage accounts and fees charged by ProNvest to participants that opt to receive guidance on investment election/allocation. Fees charged by Ameritrade and ProNvest were \$224,488 and \$136,414, respectively for the year ended December 31, 2018.

8. Risks and Uncertainties

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

BB&T Corporation 401(k) Savings Plan

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9. Subsequent Events

On February 7, 2019, BB&T and SunTrust Banks, Inc. announced that both companies' Board of Directors unanimously approved an agreement to combine in an all-stock merger of equals. The merger is expected to close late in the third or fourth quarter of 2019, subject to satisfaction of closing conditions, including receipt of regulatory approvals and approval by shareholders of each company. It is anticipated that this Plan will continue and SunTrust employees will enter the Plan during 2020.

BB&T Corporation 401(k) Savings Plan (EIN 56-0939887, Plan No. 003)
Schedule H, Line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2018

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	(e)
Identity of Issue, Borrower, Lessor or Similar Party			Current Value
* BB&T Corporation		Common stock	\$ 518,733,087
* Sterling Capital Total Return Bond Fund		Mutual fund	214,419,882
* Sterling Capital Mid Value Fund		Mutual fund	205,613,221
* Sterling Capital Behavioral Small Cap Value Equity Fund		Mutual fund	111,600,142
* Sterling Capital Special Opportunities Fund		Mutual fund	271,060,060
* Sterling Capital Equity Income Fund		Mutual fund	257,462,273
* Sterling Capital Behavioral Large Cap Val Equity Fund		Mutual fund	215,402,583
Federated Investors Treasury Obligation Fund		Mutual fund	92,859,922
Fidelity Contrafund		Mutual fund	220,141,255
American Funds EuroPacific		Mutual fund	132,591,759
T. Rowe Price Mid Cap Growth Fund		Mutual fund	196,652,406
			<u>1,917,803,503</u>
T. Rowe Price Retirement Balanced Trust		Collective trust	52,594,962
T. Rowe Price Retirement 2005 Trust		Collective trust	4,956,166
T. Rowe Price Retirement 2010 Trust		Collective trust	26,916,113
T. Rowe Price Retirement 2015 Trust		Collective trust	45,645,287
T. Rowe Price Retirement 2020 Trust		Collective trust	127,386,538
T. Rowe Price Retirement 2025 Trust		Collective trust	123,295,894
T. Rowe Price Retirement 2030 Trust		Collective trust	170,920,222
T. Rowe Price Retirement 2035 Trust		Collective trust	99,280,541
T. Rowe Price Retirement 2040 Trust		Collective trust	128,865,086
T. Rowe Price Retirement 2045 Trust		Collective trust	77,337,696
T. Rowe Price Retirement 2050 Trust		Collective trust	56,484,180
T. Rowe Price Retirement 2055 Trust		Collective trust	40,111,812
T. Rowe Price Retirement 2060 Active Trust		Collective trust	5,272,416
Legal & General MSCI ACWI		Collective trust	60,546,967
Legal & General S&P 500		Collective trust	280,622,535
Morley Stable Value Fund		Collective trust	113,400,908
			<u>1,413,637,323</u>
Plan Participants		Self-directed investments	<u>171,159,234</u>
* Notes Receivable from Participants		Participant loans (4.25% to 7.75% thru May 2046)	<u>74,455,458</u>
* Branch Banking and Trust Company		Associate insured deposit account	<u>213,869,327</u>

BB&T Corporation 401(k) Savings Plan (EIN 56-0939887, Plan No. 003)
Schedule H, Line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2018

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	(e)
Identity of Issue, Borrower, Lessor or Similar Party			Current Value
* Branch Banking and Trust Company		Cash and cash equivalents	3,554,605
Holdings in Separately Managed Accounts			
I Shares Russell 2000 Value Index Fund		Mutual fund	21,508
Abercrombie & Fitch Co Cl A		Common stock	7,739
Adt Inc Common		Common stock	4,033
Aerojet Rocketdyne Holdings Common		Common stock	4,369
Aes Corp Common		Common stock	8,257
Affiliated Managers Group Inc Com		Common stock	75,029
Agnc Investment Corp Common		Common stock	5,087
Air Lease Corp Common		Common stock	43,925
Alaska Air Group Inc Common		Common stock	4,260
Allison Transmission Holdings Inc Common		Common stock	5,445
Amag Pharmaceuticals Inc Common		Common stock	4,709
American Eagle Outfitters Common		Common stock	4,852
American Equity Investment Life Holding Co Common		Common stock	10,869
American Outdoor Brands Corp Common		Common stock	5,440
Apogee Enterprises Inc Common		Common stock	4,358
Apple Hospitality Reit Inc Common		Common stock	4,478
Arbor Realty Trust Inc Common		Common stock	4,995
Arcbest Corp Common		Common stock	6,338
Arch Coal Inc - A Common		Common stock	7,552
Arcosa Inc Common		Common stock	9,581
Ares Commercial Real Estate Corp Common		Common stock	4,655
Armour Residential Reit Inc Common		Common stock	6,109
Associated Banc Corp Common		Common stock	4,948
Atkore International Group I Common		Common stock	5,000
Atlas Air Worldwide Holdings Common		Common stock	5,780
Avx Corporation Common		Common stock	3,309
Axos Financial Inc Common		Common stock	579
Azz Incorporated Common		Common stock	5,328
Bank Ozk Common		Common stock	2,009
BankUnited Inc Common		Common stock	4,521
Banner Corporation Common		Common stock	6,738
Barnes & Noble Common		Common stock	5,509
Barrett Business Svcs Inc Common		Common stock	4,523
Berkshire Hills Bancorp Inc Common		Common stock	2,265
Bj'S Restaurants Inc Common		Common stock	4,096
Blucora Inc Common		Common stock	4,902

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Schedule H, Line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2018

(a)	(b)	(c)	(e)
		Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	
	Identity of Issue, Borrower, Lessor or Similar Party		Current Value
	Brixmor Property Group Inc Common	Common stock	4,818
	Cadence Bancorp Common	Common stock	5,252
	Cal-Maine Foods Inc Common	Common stock	5,753
	Carmax Inc. Common	Common stock	66,807
	Cathay General Bancorp Common	Common stock	8,047
	Cbl & Associates Properties Common	Common stock	4,458
	Cbre Group Inc Common	Common stock	66,867
	Cbs Corp Cl B Common	Common stock	46,125
	Centurylink Inc	Common stock	30,830
	Cherry Hill Mortgage Investment Common	Common stock	5,490
	Chesapeake Lodging Trust Common	Common stock	560
	Chimera Investment Corp Common	Common stock	5,239
	Cirrus Logic Common	Common stock	6,006
	Cit Group Inc Inc Common	Common stock	4,057
	Clearway Energy Inc -Class A Common	Common stock	10,355
	Clearway Energy Inc -Class C Common	Common stock	7,331
	Cno Financial Group Inc Common	Common stock	8,318
	Columbia Property Trust Inc Common	Common stock	4,683
	Community Tr Bancorp Inc Common	Common stock	5,783
	Consol Energy Inc Common	Common stock	1,490
	Continental Building Products Inc Common	Common stock	4,276
	Core-Mark Holding Company Inc Common	Common stock	5,138
	Cousins Pptys Inc Common	Common stock	948
	Crown Holdings Inc Common	Common stock	70,669
	Customers Bankcorp Inc Common	Common stock	4,368
	Cvr Energy Inc Common	Common stock	4,551
	Deckers Outdoor Corp Common	Common stock	9,212
	Denbury Resources Inc Common	Common stock	3,158
	Dhi Group Inc Common Dhi Group Inc	Common stock	4,583
	Dicks Sporting Goods Inc Common	Common stock	4,618
	Diodes Inc Common	Common stock	7,355
	Dollar General Corp. Common	Common stock	49,717
	Domtar Corporation Common	Common stock	5,270
	Dsw Inc	Common stock	6,620
	Dynex Capital Inc Common	Common stock	1,333
	E Trade Financial Corp Common	Common stock	66,698
	Ebay Inc Common	Common stock	57,544
	Employers Holdings Inc Common	Common stock	6,925

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December 31, 2018

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	(e)
Identity of Issue, Borrower, Lessor or Similar Party			Current Value
Encompass Health Corp Common		Common stock	7,404
Endurance International Group Common		Common stock	3,990
Enterprise Financial Services Corp Common		Common stock	7,789
Fidelity National Information Services Inc Common		Common stock	58,454
Financial Institutions Inc. Common		Common stock	4,677
First Bancorp Common		Common stock	5,748
First Data Corp -Class A Common		Common stock	45,082
Flagstar Bancorp Inc Common		Common stock	6,336
Fnb Corp Common		Common stock	4,310
Foot Locker Inc. Common		Common stock	4,788
Fossil Group Inc. Common		Common stock	7,928
Franklin Financial Network Common		Common stock	4,720
Fti Consulting Inc		Common stock	8,463
Gannett Co Inc Common		Common stock	5,536
Generac Holdings Inc Common		Common stock	5,566
Genesco Common		Common stock	6,291
Gentex Corp Common		Common stock	64,450
Genworth Financial Cl A Common		Common stock	8,113
Getty Realty Corp Common		Common stock	1,059
Global Brass & Copper Holdings Inc Common		Common stock	3,773
Gray Television Inc.		Common stock	5,557
Great Ajax Corp Common		Common stock	3,229
Great Western Bancorp Inc Common		Common stock	6,906
Hancock Whitney Corp		Common stock	8,420
Heidrick & Struggles Intl Inc Common		Common stock	6,144
Hollyfrontier Corp Common		Common stock	7,668
Hope Bancorp Inc Common		Common stock	6,333
Hospitality Pptys Tr Common		Common stock	4,585
Huntsman Corporation Common		Common stock	3,665
Iberiabank Corp Common		Common stock	9,256
Idacorp Inc		Common stock	11,819
Independent Bank Corp Common		Common stock	5,381
Industrial Logistics Properties Common		Common stock	5,036
Innoviva Inc Common		Common stock	3,298
Insight Enterprises Common		Common stock	5,420
Interdigital Inc Common		Common stock	5,912
Jabil Inc Common		Common stock	5,454

BB&T Corporation 401(k) Savings Plan (EIN 56-0939887, Plan No. 003)
Schedule H, Line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2018

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	(d)
Identity of Issue, Borrower, Lessor or Similar Party		Current Value	
Jacobs Engr Group Inc Common		Common stock	37,414
Jefferies Finl Group Inc Common		Common stock	80,221
Jetblue Awys Corp Com		Common stock	4,224
K12 Inc Common		Common stock	6,024
Kemet Corp Common		Common stock	5,753
Kforce Inc Common		Common stock	4,514
Kimco Rlty Corp Common		Common stock	4,703
Kkr Real Estate Finance Trust Common		Common stock	3,600
Knowles Corp Common		Common stock	29,349
Korn/Ferry International Common		Common stock	4,468
Laboratory Corp Of American Holdings Common		Common stock	56,862
Ladder Capital Corp -Reit Common		Common stock	6,900
Lincoln National Corp. Common		Common stock	43,614
Live Oak Bancshares Inc Common		Common stock	3,036
Louisiana Pacific Corp Pac Corp Common		Common stock	7,977
Ltc Properties Inc		Common stock	1,834
Macquarie Infrastructure Co Common		Common stock	4,241
Marcus Corporation		Common stock	1,146
Markel Corporation Common		Common stock	61,245
Materion Corp Common		Common stock	5,444
Matrix Service Co Common		Common stock	4,646
Matson Inc-W/I Alexander & Baldwin Holdings Inc		Common stock	5,796
Mcgrath Rentcorp Common		Common stock	1,133
Mckesson Corp Corporation		Common stock	46,950
Medical Properties Trust Inc Common		Common stock	7,123
Merchants Bancorp Common		Common stock	4,212
Mfa Financial Inc		Common stock	4,469
Mgic Investment Corp		Common stock	11,579
Murphy Oil Corporation Common		Common stock	4,187
Nanometrics Inc Common		Common stock	4,154
National Fuel Gas Company Common		Common stock	5,220
Navient Corp Common		Common stock	3,348
Navigant Consulting Inc Common		Common stock	6,181
Ncr Corp Common		Common stock	79,695
Nektar Therapeutics Common		Common stock	1,282
Nelnet Inc Cl A Common		Common stock	8,427
New Residential Investment Corp Common		Common stock	8,242

BB&T Corporation 401(k) Savings Plan (EIN 56-0939887, Plan No. 003)
Schedule H, Line 4(i)—Schedule of Assets (Held At End of Year)
December 31, 2018

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	(e) Current Value
Identity of Issue, Borrower, Lessor or Similar Party			
New York Mortgage Trust Inc Common		Common stock	6,067
News Corp Common New Cl B		Common stock	39,848
Northwestern Corporation Common		Common stock	10,283
Office Depot Inc Common		Common stock	6,391
Ofg Bancorp Common		Common stock	7,407
Oge Energy Corp Common		Common stock	5,643
Omnicom Group Common		Common stock	38,817
On Semiconductor Common		Common stock	5,184
Onemain Holdings Inc Common		Common stock	4,032
Oritani Financial Corporation Common		Common stock	5,930
Oshkosh Truck B Cl B		Common stock	4,169
Park Hotels & Resorts Inc Common		Common stock	5,144
Pattern Energy Group Inc Common		Common stock	7,169
Patterson Companies Inc Common		Common stock	6,291
Pbf Energy Inc. Common		Common stock	5,456
Pc Connection Inc		Common stock	4,668
Peapack Gladstone Finl Corp Common		Common stock	5,389
Pennymac Mortgage Investment Trust Common		Common stock	6,610
Pennymac Financial Services Common		Common stock	5,485
Perficient Inc Common		Common stock	4,986
Photronics Inc Common		Common stock	6,369
Piedmont Office Realty Trust Inc Common		Common stock	7,344
Pinnacle West Cap Corporation Common		Common stock	8,350
Piper Jaffray Cos Common		Common stock	5,201
Portland General Electric Co Common		Common stock	12,104
Post Holdings Inc. Common		Common stock	4,902
Premier Inc Class A Common		Common stock	3,474
Quanta Services Inc Common		Common stock	4,726
Radian Group Inc Common		Common stock	9,718
Radnet Inc. Common		Common stock	6,173
Ralph Lauren Corp Common		Common stock	4,966
Rambus Inc Common		Common stock	5,484
Rayonier Advanced Materials Common		Common stock	28,063
Rayonier Advanced Materials Common		Common stock	2,631
Rbb Bancorp Common		Common stock	3,619
Realogy Holdings Corp Common		Common stock	38,975
Redwood Trust Inc Common		Common stock	6,616
Regal Beloit Corp Common		Common stock	1,891

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Regional Management Corp Common		Common stock	3,920
Reinsurance Grp Of Amer Of America Common		Common stock	7,713
Renewable Energy Group Inc Common		Common stock	6,425
Rent-A-Center Inc Common		Common stock	6,589
Rexford Industrial Realty Inc Common		Common stock	4,037
Rh Common		Common stock	6,710
Sabra Health Care Reit Inc Common		Common stock	8,075
Sabre Corp Common		Common stock	4,523
Sally Beauty Company Inc Common		Common stock	6,309
Sandy Spring Bancorp Inc Common		Common stock	5,767
Sanfilippo John B & Co Inc Common		Common stock	3,061
Sanmina Corp Common		Common stock	6,641
Santander Consumer Usa Holdings Common		Common stock	5,840
Scansource Inc Common		Common stock	5,398
Schnitzer Steel Inds Inc Cl A		Common stock	4,612
Schweitzer Mauduit Intl Inc Common		Common stock	5,085
Shoe Carnival Inc Common		Common stock	6,132
Signature Bank Common		Common stock	4,215
Simmons First National Corp-Cl A Common		Common stock	7,336
Sinclair Broadcast Group A		Common stock	5,663
Skywest Inc Common		Common stock	4,625
Sl Green Realty Common		Common stock	1,028
Slm Corporation Common		Common stock	47,475
Sonoco Products Company Common		Common stock	4,304
Southwest Gas Corp Common		Common stock	1,224
Southwestern Energy Co Common		Common stock	31,491
Southwestern Energy Co Common		Common stock	6,915
Spectrum Brands Holdings Inc Common		Common stock	44,278
Spirit Realty Capital Inc Common		Common stock	4,195
Steelcase Inc Cl A		Common stock	6,481
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Terreno Realty Corp Common		Common stock	3,974
Texas Capital Bancshares Inc Common		Common stock	4,445
Treehouse Foods Inc Common		Common stock	5,223
Trimas Corporation Common		Common stock	6,195
Trinity Industries Common		Common stock	28,044
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Tristate Capital Hldgs Inc Common		Common stock	1,070
Trustco Bk Corp Ny		Common stock	5,625
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Universal Truckload Services Inc Common		Common stock	3,148
Urban Outfitters Inc Common		Common stock	4,880
Vera Bradley Inc. Common		Common stock	3,565
Verso Corp Common		Common stock	7,885
Vici Properties Inc Common		Common stock	4,188
Vista Outdoor Inc Common		Common stock	4,438
W&T Offshore Inc Common		Common stock	3,976
Warrior Met Coal Inc Common		Common stock	5,545
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Whiting Petroleum Corp Common		Common stock	2,519
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Zimmer Biomet Holdings Inc Common		Common stock	65,344
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Identity of Issue, Borrower, Lessor or Similar Party		Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	Current Value
Assured Guaranty Ltd		Foreign stock	5,742
Axalta Coating Systems Ltd		Foreign stock	70,494
Civeo Corp Common		Foreign stock	5,913
Costamare Inc Common		Foreign stock	4,298
Endo Intl Plc Common		Foreign stock	5,606
Enstar Group Ltd		Foreign stock	41,557
Essent Group Ltd		Foreign stock	6,699
Fabrinet		Foreign stock	8,774
First Bancorp Puerto Rico		Foreign stock	8,136
Mallinckrodt Pub Ltd Co Common		Foreign stock	5,530
Popular Inc		Foreign stock	6,422
Sensata Technologies Holding		Foreign stock	70,175
Signet Jewelers Ltd		Foreign stock	7,180
Trinseo Sa		Foreign stock	2,335
			248,861
			\$ 4,316,299,454

* Party in interest

Cost is omitted because plan investments are participant-directed.

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Identity of Issue, Borrower, Lessor or Similar Party			Current Value
* BB&T Corporation		Common stock	\$ 518,733,087
* Sterling Capital Total Return Bond Fund		Mutual fund	214,419,882
* Sterling Capital Mid Value Fund		Mutual fund	205,613,221
* Sterling Capital Behavioral Small Cap Value Equity Fund		Mutual fund	111,600,142
* Sterling Capital Special Opportunities Fund		Mutual fund	271,060,060
* Sterling Capital Equity Income Fund		Mutual fund	257,462,273
* Sterling Capital Behavioral Large Cap Val Equity Fund		Mutual fund	215,402,583
Federated Investors Treasury Obligation Fund		Mutual fund	92,859,922
Fidelity Contrafund		Mutual fund	220,141,255
American Funds EuroPacific		Mutual fund	132,591,759
T. Rowe Price Mid Cap Growth Fund		Mutual fund	196,652,406
			<u>1,917,803,503</u>
T. Rowe Price Retirement Balanced Trust		Collective trust	52,594,962
T. Rowe Price Retirement 2005 Trust		Collective trust	4,956,166
T. Rowe Price Retirement 2010 Trust		Collective trust	26,916,113
T. Rowe Price Retirement 2015 Trust		Collective trust	45,645,287
T. Rowe Price Retirement 2020 Trust		Collective trust	127,386,538
T. Rowe Price Retirement 2025 Trust		Collective trust	123,295,894
T. Rowe Price Retirement 2030 Trust		Collective trust	170,920,222
T. Rowe Price Retirement 2035 Trust		Collective trust	99,280,541
T. Rowe Price Retirement 2040 Trust		Collective trust	128,865,086
T. Rowe Price Retirement 2045 Trust		Collective trust	77,337,696
T. Rowe Price Retirement 2050 Trust		Collective trust	56,484,180
T. Rowe Price Retirement 2055 Trust		Collective trust	40,111,812
T. Rowe Price Retirement 2060 Active Trust		Collective trust	5,272,416
Legal & General MSCI ACWI		Collective trust	60,546,967
Legal & General S&P 500		Collective trust	280,622,535
Morley Stable Value Fund		Collective trust	113,400,908
			<u>1,413,637,323</u>
Plan Participants		Self-directed investments	<u>171,159,234</u>
* Notes Receivable from Participants		Participant loans (4.25% to 7.75% thru May 2046)	<u>74,455,458</u>
* Branch Banking and Trust Company		Associate insured deposit account	<u>213,869,327</u>

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Identity of Issue, Borrower, Lessor or Similar Party			Current Value
* Branch Banking and Trust Company		Cash and cash equivalents	3,554,605
Holdings in Separately Managed Accounts			
I Shares Russell 2000 Value Index Fund		Mutual fund	21,508
Abercrombie & Fitch Co Cl A		Common stock	7,739
Adt Inc Common		Common stock	4,033
Aerojet Rocketdyne Holdings Common		Common stock	4,369
Aes Corp Common		Common stock	8,257
Affiliated Managers Group Inc Com		Common stock	75,029
Agnc Investment Corp Common		Common stock	5,087
Air Lease Corp Common		Common stock	43,925
Alaska Air Group Inc Common		Common stock	4,260
Allison Transmission Holdings Inc Common		Common stock	5,445
Amag Pharmaceuticals Inc Common		Common stock	4,709
American Eagle Outfitters Common		Common stock	4,852
American Equity Investment Life Holding Co Common		Common stock	10,869
American Outdoor Brands Corp Common		Common stock	5,440
Apogee Enterprises Inc Common		Common stock	4,358
Apple Hospitality Reit Inc Common		Common stock	4,478
Arbor Realty Trust Inc Common		Common stock	4,995
Arcbest Corp Common		Common stock	6,338
Arch Coal Inc - A Common		Common stock	7,552
Arcosa Inc Common		Common stock	9,581
Ares Commercial Real Estate Corp Common		Common stock	4,655
Armour Residential Reit Inc Common		Common stock	6,109
Associated Banc Corp Common		Common stock	4,948
Atkore International Group I Common		Common stock	5,000
Atlas Air Worldwide Holdings Common		Common stock	5,780
Avx Corporation Common		Common stock	3,309
Axos Financial Inc Common		Common stock	579
Azz Incorporated Common		Common stock	5,328
Bank Ozk Common		Common stock	2,009
BankUnited Inc Common		Common stock	4,521
Banner Corporation Common		Common stock	6,738
Barnes & Noble Common		Common stock	5,509
Barrett Business Svcs Inc Common		Common stock	4,523
Berkshire Hills Bancorp Inc Common		Common stock	2,265
Bj'S Restaurants Inc Common		Common stock	4,096
Blucora Inc Common		Common stock	4,902

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Identity of Issue, Borrower, Lessor or Similar Party		Current Value	
Brixmor Property Group Inc Common		Common stock	4,818
Cadence Bancorp Common		Common stock	5,252
Cal-Maine Foods Inc Common		Common stock	5,753
Carmax Inc. Common		Common stock	66,807
Cathay General Bancorp Common		Common stock	8,047
Cbl & Associates Properties Common		Common stock	4,458
Cbre Group Inc Common		Common stock	66,867
Cbs Corp Cl B Common		Common stock	46,125
Centurylink Inc		Common stock	30,830
Cherry Hill Mortgage Investment Common		Common stock	5,490
Chesapeake Lodging Trust Common		Common stock	560
Chimera Investment Corp Common		Common stock	5,239
Cirrus Logic Common		Common stock	6,006
Cit Group Inc Inc Common		Common stock	4,057
Clearway Energy Inc -Class A Common		Common stock	10,355
Clearway Energy Inc -Class C Common		Common stock	7,331
Cno Financial Group Inc Common		Common stock	8,318
Columbia Property Trust Inc Common		Common stock	4,683
Community Tr Bancorp Inc Common		Common stock	5,783
Consol Energy Inc Common		Common stock	1,490
Continental Building Products Inc Common		Common stock	4,276
Core-Mark Holding Company Inc Common		Common stock	5,138
Cousins Pptys Inc Common		Common stock	948
Crown Holdings Inc Common		Common stock	70,669
Customers Bankcorp Inc Common		Common stock	4,368
Cvr Energy Inc Common		Common stock	4,551
Deckers Outdoor Corp Common		Common stock	9,212
Denbury Resources Inc Common		Common stock	3,158
Dhi Group Inc Common Dhi Group Inc		Common stock	4,583
Dicks Sporting Goods Inc Common		Common stock	4,618
Diodes Inc Common		Common stock	7,355
Dollar General Corp. Common		Common stock	49,717
Domtar Corporation Common		Common stock	5,270
Dsw Inc		Common stock	6,620
Dynex Capital Inc Common		Common stock	1,333
E Trade Financial Corp Common		Common stock	66,698
Ebay Inc Common		Common stock	57,544
Employers Holdings Inc Common		Common stock	6,925

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Encompass Health Corp Common		Common stock	7,404
Endurance International Group Common		Common stock	3,990
Enterprise Financial Services Corp Common		Common stock	7,789
Fidelity National Information Services Inc Common		Common stock	58,454
Financial Institutions Inc. Common		Common stock	4,677
First Bancorp Common		Common stock	5,748
First Data Corp -Class A Common		Common stock	45,082
Flagstar Bancorp Inc Common		Common stock	6,336
Fnb Corp Common		Common stock	4,310
Foot Locker Inc. Common		Common stock	4,788
Fossil Group Inc. Common		Common stock	7,928
Franklin Financial Network Common		Common stock	4,720
Fti Consulting Inc		Common stock	8,463
Gannett Co Inc Common		Common stock	5,536
Generac Holdings Inc Common		Common stock	5,566
Genesco Common		Common stock	6,291
Gentex Corp Common		Common stock	64,450
Genworth Financial Cl A Common		Common stock	8,113
Getty Realty Corp Common		Common stock	1,059
Global Brass & Copper Holdings Inc Common		Common stock	3,773
Gray Television Inc.		Common stock	5,557
Great Ajax Corp Common		Common stock	3,229
Great Western Bancorp Inc Common		Common stock	6,906
Hancock Whitney Corp		Common stock	8,420
Heidrick & Struggles Intl Inc Common		Common stock	6,144
Hollyfrontier Corp Common		Common stock	7,668
Hope Bancorp Inc Common		Common stock	6,333
Hospitality Pptys Tr Common		Common stock	4,585
Huntsman Corporation Common		Common stock	3,665
Iberiabank Corp Common		Common stock	9,256
Idacorp Inc		Common stock	11,819
Independent Bank Corp Common		Common stock	5,381
Industrial Logistics Properties Common		Common stock	5,036
Innoviva Inc Common		Common stock	3,298
Insight Enterprises Common		Common stock	5,420
Interdigital Inc Common		Common stock	5,912
Jabil Inc Common		Common stock	5,454

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Jacobs Engr Group Inc Common		Common stock	37,414
Jefferies Finl Group Inc Common		Common stock	80,221
Jetblue Awys Corp Com		Common stock	4,224
K12 Inc Common		Common stock	6,024
Kemet Corp Common		Common stock	5,753
Kforce Inc Common		Common stock	4,514
Kimco Rlty Corp Common		Common stock	4,703
Kkr Real Estate Finance Trust Common		Common stock	3,600
Knowles Corp Common		Common stock	29,349
Korn/Ferry International Common		Common stock	4,468
Laboratory Corp Of American Holdings Common		Common stock	56,862
Ladder Capital Corp -Reit Common		Common stock	6,900
Lincoln National Corp. Common		Common stock	43,614
Live Oak Bancshares Inc Common		Common stock	3,036
Louisiana Pacific Corp Pac Corp Common		Common stock	7,977
Ltc Properties Inc		Common stock	1,834
Macquarie Infrastructure Co Common		Common stock	4,241
Marcus Corporation		Common stock	1,146
Markel Corporation Common		Common stock	61,245
Materion Corp Common		Common stock	5,444
Matrix Service Co Common		Common stock	4,646
Matson Inc-W/I Alexander & Baldwin Holdings Inc		Common stock	5,796
Mcgrath Rentcorp Common		Common stock	1,133
Mckesson Corp Corporation		Common stock	46,950
Medical Properties Trust Inc Common		Common stock	7,123
Merchants Bancorp Common		Common stock	4,212
Mfa Financial Inc		Common stock	4,469
Mgic Investment Corp		Common stock	11,579
Murphy Oil Corporation Common		Common stock	4,187
Nanometrics Inc Common		Common stock	4,154
National Fuel Gas Company Common		Common stock	5,220
Navient Corp Common		Common stock	3,348
Navigant Consulting Inc Common		Common stock	6,181
Ncr Corp Common		Common stock	79,695
Nektar Therapeutics Common		Common stock	1,282
Nelnet Inc Cl A Common		Common stock	8,427
New Residential Investment Corp Common		Common stock	8,242

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December 31, 2018

(a)	(b)	(c)	(e)
Identity of Issue, Borrower, Lessor or Similar Party		Description of Investment, Including Maturity Date, Rate of Contract, Collateral, Par or Maturity Value	Current Value
Assured Guaranty Ltd		Foreign stock	5,742
Axalta Coating Systems Ltd		Foreign stock	70,494
Civeo Corp Common		Foreign stock	5,913
Costamare Inc Common		Foreign stock	4,298
Endo Intl Plc Common		Foreign stock	5,606
Enstar Group Ltd		Foreign stock	41,557
Essent Group Ltd		Foreign stock	6,699
Fabrinet		Foreign stock	8,774
First Bancorp Puerto Rico		Foreign stock	8,136
Mallinckrodt Pub Ltd Co Common		Foreign stock	5,530
Popular Inc		Foreign stock	6,422
Sensata Technologies Holding		Foreign stock	70,175
Signet Jewelers Ltd		Foreign stock	7,180
Trinseo Sa		Foreign stock	2,335
			248,861
			\$ 4,316,299,454

* Party in interest

Cost is omitted because plan investments are participant-directed.