

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2018 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 ☐ special extension (enter description)	☐ the DFVC program

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

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2019	STEVE REEDER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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 CHAIR OF THE EMPLOYEE BENEFITS PLAN COMMITTEE PO BOX 1215 WINSTON-SALEM, NC 27102-1215	3b Administrator's EIN 56-0939887 3c Administrator's telephone number 800-716-2455
4 If the name and/or EIN of the plan sponsor 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 56671
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year	6a(1) 27725
a(2) Total number of active participants at the end of the plan year	6a(2) 26712
b Retired or separated participants receiving benefits.....	6b 14127
c Other retired or separated participants entitled to future benefits	6c 15736
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 56575
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 700
f Total. Add lines 6d and 6e	6f 57275
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 1949
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 3F 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (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) ☐ 0 **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 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 SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2018</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018	
Round off amounts to nearest dollar.	
Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.	
A Name of plan BB&T CORPORATION PENSION PLAN	B Three-digit plan number (PN) 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF BB&T CORPORATION	D Employer Identification Number (EIN) 56-0939887
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information			
1	Enter the valuation date: Month 01 Day 01 Year 2018			
2	Assets:			
a	Market value	2a	6308959234	
b	Actuarial value	2b	6308959234	
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a	For retired participants and beneficiaries receiving payment	13799	1043065812	1043065812
b	For terminated vested participants	15138	528884016	528884016
c	For active participants	27755	1283808333	1393171628
d	Total	56692	2855758161	2965121456
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a	Funding target disregarding prescribed at-risk assumptions	4a		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5	5.86%	
6	Target normal cost	6	121166660	

Statement by Enrolled Actuary

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

SIGN HERE		
Signature of actuary	08/28/2019	Date
ERIC E. MALACANE, EA, ASA	17-07105	Most recent enrollment number
AON CONSULTING, INC.	336-728-2233	Telephone number (including area code)
1100 REYNOLDS BOULEVARD WINSTON - SALEM, NC 27105	Firm name	
Address of the firm		

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	889596235	1864556594
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	889596235	1864556594
10 Interest on line 9 using prior year's actual return of <u>16.36</u> %	145537944	305041459
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		253893418
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.04</u> %		15335162
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		269228580
d Portion of (c) to be added to prefunding balance		269228580
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	1035134179	2438826633

Part III Funding Percentages

14 Funding target attainment percentage	14	95.61%
15 Adjusted funding target attainment percentage	15	212.77%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	128.23%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/09/2018	144000000	0			
07/18/2018	24909089	0			
Totals ▶			18(b)	168909089	18(c) 0

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

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	167971740

20 Quarterly contributions and liquidity shortfalls:

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

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

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

21	Discount rate:			
a	Segment rates:	1st segment: 3.92%	2nd segment: 5.52%	3rd segment: 6.29%
		☐ N/A, full yield curve used		
b	Applicable month (enter code)	21b	1	
22	Weighted average retirement age	22	62	
23	Mortality table(s) (see instructions)	Prior regulation:	☐ Prescribed - combined	☐ Prescribed - separate
		Current regulation:	☐ Prescribed - combined	☒ Prescribed - separate
			☐ Substitute	☐ Substitute

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31	Target normal cost and excess assets (see instructions):		
a	Target normal cost (line 6)	31a	121166660
b	Excess assets, if applicable, but not greater than line 31a	31b	0
32	Amortization installments:	Outstanding Balance	Installment
a	Net shortfall amortization installment	0	0
b	Waiver amortization installment	0	0
33	If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34	Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	121166660
	Carryover balance	Prefunding balance	Total balance
35	Balances elected for use to offset funding requirement	0	0
36	Additional cash requirement (line 34 minus line 35)	36	121166660
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	167971740
38	Present value of excess contributions for current year (see instructions)		
a	Total (excess, if any, of line 37 over line 36)	38a	46805080
b	Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39	Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40	Unpaid minimum required contributions for all years	40	0

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

41	If an election was made to use PRA 2010 funding relief for this plan:			
a	Schedule elected	☐ 2 plus 7 years	☐ 15 years	
b	Eligible plan year(s) for which the election in line 41a was made	☐ 2008	☐ 2009	☐ 2010
		☐ 2011		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 PENSION PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 BB&T CORPORATION	D Employer Identification Number (EIN) 56-0939887

Part I	Service Provider Information (see instructions)
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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
GENESIS ADVISORS LLC

26-0594575

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

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

04-6506648

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

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

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

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

AON CONSULTING

22-2232264

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	1543110	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CORTINA ASSET MANAGEMENT

56-2450074

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	1183973	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ARTISAN PARTNERS

30-0551775

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	1006884	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

BRANCH BANKING AND TRUST COMPANY

56-1074313

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	SUBSIDIARY	522048	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

LEGAL & GENERAL INVESTMENT MANAGEME

71 SOUTH WACKER DRIVE
SUITE 800
CHICAGO, IL 60606

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	315550	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WESTFIELD CAPITAL MANAGEMENT

80-0175963

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	83686	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

KILPATRICK TOWNSEND ATTORNEYS

58-0511774

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29 50	NONE	37901	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PATHWAY CAPITAL MANAGEMENT

95-4299348

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	22500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BLACKSTONE

345 PARK AVENUE
NEW YORK, NY 10154

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 51	NONE	11901	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation: THE PLAN SPONSOR ISSUED AN RFP TO REVIEW THE AUDIT ENGAGEMENT, AS PART OF OUR NORMAL VENDOR MANAGEMENT PROCESS. BASED ON THE RESULTS OF THE RFP, A NEW FIRM (CROWE) WAS SELECTED.

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2018</div> 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 PENSION PLAN</u>	B Three-digit plan number (PN)	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BB&T CORPORATION</u>	D Employer Identification Number (EIN) <u>56-0939887</u>	

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

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GENESIS EMERGING MARKETS FUND</u>		
b Name of sponsor of entity listed in (a): <u>GENESIS ASSET MANAGERS, LLP</u>		
c EIN-PN <u>22-3163872-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>75285263</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LEGAL & GENERAL MSCI EAFE</u>		
b Name of sponsor of entity listed in (a): <u>RELiance TRUST COMPANY OF DELAWARE</u>		
c EIN-PN <u>35-7085469-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>424841759</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LEGAL & GENERAL EMERGING MKT</u>		
b Name of sponsor of entity listed in (a): <u>RELiance TRUST COMPANY OF DELAWARE</u>		
c EIN-PN <u>35-7085469-003</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LEGAL & GENERAL S&P 500</u>		
b Name of sponsor of entity listed in (a): <u>RELiance TRUST COMPANY OF DELAWARE</u>		
c EIN-PN <u>35-7085469-005</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1118739188</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>TS&W INTERNATIONAL LARGE CAP</u>		
b Name of sponsor of entity listed in (a): <u>GLOBAL TRUST COMPANY - TS&W</u>		
c EIN-PN <u>26-6773274-003</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>133843590</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

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

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	469760	145897
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	59381294	45587515
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	66121605	20710036
(2) U.S. Government securities	1c(2)	1392605575	1390787520
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	833048889	929718202
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	969921	931275
(B) Common.....	1c(4)(B)	1278832857	1144581125
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	2110859204	1752709800
(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)	179619431	209978049
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	403177783	492831271

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	6325086319	5987980690

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	873959	412088
i Acquisition indebtedness	1i		
j Other liabilities	1j	8726818	20978196
k Total liabilities (add all amounts in lines 1g through 1j)	1k	9600777	21390284

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	6315485542	5966590406
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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)	168909089	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		168909089
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	937531	
(B) U.S. Government securities	2b(1)(B)	41811321	
(C) Corporate debt instruments	2b(1)(C)	43123578	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	9925408	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		95797838
(2) Dividends: (A) Preferred stock	2b(2)(A)	56176	
(B) Common stock	2b(2)(B)	20404099	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	12443698	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		32903973
(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)	-349737637	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-349737637

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-28970447
(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)		-145971333
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		-227068517

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	112920405	
(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)		112920405
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)	2103059	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	2624494	
(4) Other	2i(4)	4178661	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		8906214
j Total expenses. Add all expense amounts in column (b) and enter total	2j		121826619

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-348895136
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: 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			
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 4155873. (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 PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BB&T CORPORATION</u>	D Employer Identification Number (EIN) <u>56-0939887</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>56-1368984</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	<u>160</u>

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

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

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.
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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: 58.3% Investment-Grade Debt: 39.5% High-Yield Debt: 0.5% Real Estate: 1.3% Other: 0.4%

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

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

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

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

BB&T Corporation

Pension Plan

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

BB&T Corporation Pension Plan

Index

December 31, 2018 and 2017

	Page(s)
Independent Auditor's Report	1-2
Financial Statements:	
Statements of Net Assets Available for Benefits as of December 31, 2018 and 2017.....	3
Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2018.....	4
Notes to Financial Statements	5-15
Supplemental Schedules:*	
Schedule H, Line 4i - Schedule of Assets (Held At End of Year) as of December 31, 2018.....	16-25
Schedule H, Line 4j - Schedule of Reportable Transactions for the year ended December 31, 2018.....	24

* 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

To the Plan Administrator of BB&T Corporation Pension Plan

We have audited the accompanying financial statements of the BB&T Corporation Pension 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.

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on 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 financial status of the BB&T Corporation Pension Plan as of December 31, 2018 and the changes in its financial status 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 Pension Plan as of December 31, 2017, was audited by other auditors whose report dated October 9, 2018, expressed an unmodified opinion on that statement.

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The information included in the 2018 supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) and Schedule H, Line 4j - Schedule of Reportable Transactions 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
October 11, 2019

BB&T Corporation Pension Plan
Statements of Net Assets Available for Benefits
December 31, 2018 and 2017

	<u>2018</u>	<u>2017</u>
Assets		
Investments, at fair value	\$ 5,942,247,278	\$ 6,265,235,265
Noninterest bearing cash	145,897	469,760
Due from brokers for securities sold	19,787,329	35,408,444
Interest and dividends receivable	<u>25,800,186</u>	<u>23,972,850</u>
Total cash and receivables	<u>45,733,412</u>	<u>59,851,054</u>
Total assets	<u>5,987,980,690</u>	<u>6,325,086,319</u>
Liabilities		
Due to brokers for securities purchased	20,978,196	8,726,818
Accrued expenses and other payables	<u>412,088</u>	<u>873,959</u>
Total liabilities	<u>21,390,284</u>	<u>9,600,777</u>
Net assets available for benefits	<u>\$ 5,966,590,406</u>	<u>\$ 6,315,485,542</u>

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

BB&T Corporation Pension Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2018

Additions to net assets available for benefits attributed to:

Investment income:	
Interest	\$ 95,797,838
Dividends	<u>32,903,973</u>
Net investment income	128,701,811
Employer contributions	<u>168,909,089</u>
Total additions	<u>297,610,900</u>

Deductions from net assets available for benefits attributed to:

Net depreciation in fair value of investments	524,679,417
Benefits paid to participants	112,920,405
Administrative expenses	<u>8,906,214</u>
Total deductions	<u>645,506,036</u>

Net decrease	(348,895,136)
--------------	---------------

Net assets available for benefits:

Beginning of year	<u>6,315,485,542</u>
End of year	<u>\$ 5,966,590,406</u>

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

BB&T Corporation Pension Plan

Notes to Financial Statements

December 31, 2018 and 2017

1. Description of the Plan

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

General

The Plan is a non-contributory defined benefit pension plan sponsored by BB&T Corporation (the “Corporation” or “Plan Sponsor”) which was most recently restated effective January 1, 2018. The primary purpose of the Plan is to provide retirement benefits, based on compensation and length of credited service, to members who attain normal retirement age. In addition, the Plan provides early and late retirement benefits to eligible members and beneficiaries of deceased members. It is subject to the Employee Retirement Income Security Act of 1974 (“ERISA”) as amended. The Corporation’s Board of Directors (the “Board”) is responsible for oversight of the Plan, including the appropriateness of the Plan’s investment offerings, and monitoring of investment performance. In accordance with the Plan Document, certain of the Board’s responsibilities have been delegated to the Employee Benefits Plan Committee.

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

Eligibility and Vesting

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

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

Retirement Benefits

An employee is eligible for normal pension benefits upon reaching retirement age of 65. The amount of monthly retirement benefit to be provided for each participant who retires on their normal retirement date is equal to 1% of the participant’s average monthly compensation multiplied by the participant’s creditable years of service with the Corporation (not exceeding 35 years) plus one-half percent of the participant’s average compensation in excess of their covered compensation multiplied by years of creditable service (not exceeding 35 years). Effective January 1, 2018, the Plan was amended to provide a minimum annual benefit of \$2,000. Covered compensation is defined as the average of the Social Security taxable wage bases for each year during the 35-year period ending with the year in which the participant attains their Social Security retirement age.

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

BB&T Corporation Pension Plan

Notes to Financial Statements

December 31, 2018 and 2017

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

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

Death and Disability Benefits

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

2. Summary of Accounting Policies

Basis of Accounting

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

Contributions

Contributions from the Corporation are recognized based upon amounts required to be funded under provisions of ERISA or, if greater, amounts actually contributed for the year. The Corporation contributes such amounts as are necessary on an actuarial basis to provide the Plan with assets sufficient to meet the benefits to be paid to Plan participants. The contributions of the Corporation are designed to fund normal service cost on a current basis and to fund the estimated prior service costs over a period of 25 to 30 years. The Corporation funding policy is to meet or exceed the minimum funding required under ERISA. Corporation contributions for 2018 exceeded the minimum funding requirements of ERISA.

Investment Valuation and Income Recognition

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

Cash and Cash Equivalents

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

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

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

BB&T Corporation Pension Plan

Notes to Financial Statements

December 31, 2018 and 2017

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

Use of Estimates

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

3. Actuarial Assumptions

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

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

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

The significant actuarial assumptions underlying the actuarial computations of the present value of the accumulated plan benefits as of December 31, 2018 and 2017 (the "valuation date") are as follows:

Expected long-term rate of return on plan assets	7% at December 31, 2018 and December 31, 2017
Mortality basis	RP2014 White Collar mortality table for males and aggregate for females with a Fully Generational projection using scale MP-2018 in 2018 and RP2014 White Collar mortality table for males and aggregate for females with a Fully Generational projection using scale MP-2017 in 2017
Retirement age	Graded rates of retirement based on age

BB&T Corporation Pension Plan
Notes to Financial Statements
December 31, 2018 and 2017

At December 31, 2018, the mortality table changed from the RP2014 White Collar mortality table for males and aggregate for females with a Fully Generational projection using scale MP-2017 to the RP2014 White Collar mortality table for males and aggregate for females with a Fully Generational projection using scale MP-2018, which had the impact of decreasing the actuarial present value of accumulated plan benefits by \$5,614,900. The actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits. The computations of the actuarial present value of plan benefits were made as of January 1, 2019 and 2018. Had the valuations been performed as of December 31, there would be no material differences.

4. Actuarial Present Value of Accumulated Plan Benefits

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

Statements of Accumulated Plan Benefits	December 31, 2018	December 31, 2017
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	\$ 1,066,283,254	\$ 955,674,471
Other vested participants	<u>1,624,043,870</u>	<u>1,575,454,605</u>
	<u>2,690,327,124</u>	<u>2,531,129,076</u>
Nonvested benefits	<u>85,277,695</u>	<u>92,923,977</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 2,775,604,819</u>	<u>\$ 2,624,053,053</u>

BB&T Corporation Pension Plan
Notes to Financial Statements
December 31, 2018 and 2017

Statement of Changes in Accumulated Plan Benefits

	Year Ended December 31, 2018
Actuarial present value of accumulated plan benefits, beginning of year	\$ 2,624,053,053
Increase (decrease) during the year attributed to:	
Benefits accumulated	90,283,226
Increase for interest due to the decrease in the discount period	179,803,845
Benefits paid to participants	(112,920,405)
Change in actuarial assumptions	(5,614,900)
Net increase	<u>151,551,766</u>
Actuarial present value of accumulated plan benefits, end of year	<u>\$ 2,775,604,819</u>

5. Fair Value of Financial Instruments

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

Level 1

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

Level 2

Inputs to the valuation methodology include

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

Level 3

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2018 and 2017.

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

BB&T Corporation Pension Plan

Notes to Financial Statements

December 31, 2018 and 2017

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

Collective trust funds: The fair value of the collective trust funds is based on NAV, as provided by the trustee. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. Transactions (purchases and sales) may occur daily. The collective trusts have a readily determinable fair value in that NAV is determined and made available to the Plan daily or monthly and is the basis for current transactions. Were the Plan to initiate a full redemption of the 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 or monthly redemption frequency, and a redemption notice period of 10 to 120 days.

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

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

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

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

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

BB&T Corporation Pension Plan
Notes to Financial Statements
December 31, 2018 and 2017

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

	Fair Value Measurements for Assets Measured on a Recurring Basis as of December 31, 2018		
	Total	Level 1	Level 2
Mutual funds	\$ 209,978,049	\$ 209,978,049	\$ -
Collective Trust Funds	1,752,709,800	-	1,752,709,800
US Treasury/US Government Agency Securities	1,390,787,520	-	1,390,787,520
Municipal Bonds	104,323,104	-	104,323,104
CMOs/Asset Backed Securities	151,383,979	-	151,383,979
Corporate Bonds	778,334,223	-	778,334,223
Common Stocks	1,037,555,293	1,037,555,293	-
Preferred Stock	931,275	931,275	-
Foreign Stocks	107,025,832	107,025,832	-
Foreign Bonds	91,682,563	-	91,682,563
Equity Exchange-Traded Funds	20,756,670	20,756,670	-
Subtotal	<u>5,645,468,307</u>	<u>1,376,247,119</u>	<u>4,269,221,189</u>
Investments measured at Net Asset Value using the NAV practical expedient*	<u>276,068,935</u>		
Total investments at fair value, excluding cash and cash equivalents of \$20,710,036	<u>\$ 5,921,537,242</u>		

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

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

BB&T Corporation Pension Plan

Notes to Financial Statements

December 31, 2018 and 2017

Fair Value of Investments in Entities that Use NAV

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2018 and 2017:

December 31, 2018	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Hedge Funds (a)	\$ 109,891,878	\$ -	n/a	n/a
Private equity (b)	65,706,141	69,461,251	n/a	n/a
Real Estate Funds (c)	<u>100,470,916</u>	<u>1,483,217</u>		
	<u>\$ 276,068,935</u>	<u>\$ 70,944,468</u>		

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

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

6. Tax Status

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

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the organization has taken an uncertain position that more likely than not would be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2018, there are no

BB&T Corporation Pension Plan

Notes to Financial Statements

December 31, 2018 and 2017

uncertain positions taken or expected to be taken that would require recognition of a liability or asset or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Sponsor believes it is no longer subject to income tax examinations for years prior to 2015.

7. Plan Termination

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

8. Party-in-Interest Transactions

Parties-in-interest are defined under Department of Labor ("DOL") regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Some administrative expenses of the Plan are paid directly by the Company. Included in Plan assets are investments in Bank interest-bearing cash accounts of \$20,710,036 and \$66,121,605, mutual funds advised by a subsidiary of the Corporation of \$98,795,083 and \$113,352,857, and Bank non-interest-bearing cash accounts of \$145,897 and \$469,760, at December 31, 2018 and 2017, respectively. Investments in and transactions with the Bank or Corporation are considered party-in-interest transactions.

The cost of administrative services rendered by the Bank's Trust division paid by the Plan for the year ended December 31, 2018 was \$513,592.

9. Risks and Uncertainties

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

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

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

BB&T Corporation Pension Plan
Notes to Financial Statements
December 31, 2018 and 2017

10. 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 in the 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 effective January 1, 2020.

The Plan has evaluated subsequent events and determined that there were no additional events requiring adjustment or disclosure through October 11, 2019, the date the financial statements were available to be issued.

Supplemental Schedules

BB&T Corporation Pension Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2018

Name of Plan Sponsor: BB&T Corporation
Employer Identification Number: 56-0939887
Three-Digit Plan Number: 001

(a)	(b) Identity of Issue Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date Rate of Interest, Par or Maturity Value	(d) (e) Cost Current Value	
Money Market				
	* BB&T Corporation	BB&T INSURED DEPOSIT PROGRAM FOR ERISA ACCOUNTS	\$ 20,710,036	\$ 20,710,036
US Treasury/Government Agency Securities				
	Fed Farm Credit Bank Corp	FED FARM CREDIT BANK DTD 08/03/2011 4.72% 08/03/2034	7,901,810	8,067,920
	Fed Home Loan Mtg Corp	FED HOME LOAN MTG CORP DTD 10/25/00 6.75% 03/15/2031	30,230,583	27,872,210
	Fed Home Loan Mtg Corp	FED HOME LOAN MTG CORP DTD 2/20/02 6.25% 07/15/2032	31,507,192	29,522,378
	Fed Natl Mtg Assn	FED NATL MTG ASSN DTD 11/3/00 6.625% 11/15/2030	28,632,147	26,339,450
	US Treasury	US TREASURY BOND DTD 08/16/2010 3.875% 08/15/2040	63,986,059	62,589,182
	US Treasury	US TREASURY BOND DTD 11/15/2010 4.25% 11/15/2040	44,247,312	42,923,789
	US Treasury	US TREASURY BOND DTD 02/15/2011 4.75% 02/15/2041	41,097,583	41,051,563
	US Treasury	US TREASURY BOND DTD 05/16/2011 4.375% 05/15/2041	53,634,119	53,372,775
	US Treasury	US TREASURY BOND DTD 08/15/2011 3.75% 08/15/2041	49,132,610	48,413,699
	US Treasury	US TREASURY BOND DTD 11/15/2011 3.125% 11/15/2041	65,775,504	64,805,852
	US Treasury	US TREASURY BOND DTD 02/15/2012 3.125% 02/15/2042	67,905,019	67,278,663
	US Treasury	US TREASURY BOND DTD 8/15/2012 2.75% 08/15/2042	45,953,176	46,978,025
	US Treasury	US TREASURY NOTE 02/15/2013 3.125% 02/15/2043	50,032,196	49,504,377
	US Treasury	US TREASURY BOND DTD 05/15/2013 2.875% 05/15/2043	45,911,764	50,650,656
	US Treasury	US TREASURY BOND DTD 08/15/2014 3.125% 08/15/2044	75,017,769	73,165,232
	US Treasury	US TREASURY BOND DTD 11/17/2014 3% 11/15/2044	94,018,958	86,787,882
	US Treasury	US TREASURY BOND DTD 02/17/2015 2.5% 02/15/2045	119,004,146	117,754,228
	US Treasury	US TREASURY BOND DTD 02/16/2016 2.5% 02/15/2046	109,155,380	100,329,275
	US Treasury	US TREASURY BOND DTD 05/16/2016 2.5% 05/15/2046	128,067,163	126,212,508
	US Treasury	US TREASURY BOND DTD 08/15/2016 2.25% 08/15/2046	149,991,233	146,828,870
	US Treasury	US TREASURY BOND DTD 11/15/2017 2.75% 11/15/2047	119,755,871	120,338,986
			1,420,957,594	1,390,787,520
Municipal Bonds				
	California State Build America	CALIFORNIA ST BUILD AMERICA BONDS GO DTD 04/01/2010 7.625% 03/01/2040	2,242,507	3,139,457
	Connecticut State Taxable	CONNECTICUT ST TXBL-REF-SER B DTD 08/28/2014 3.5% 09/01/2027	9,980,853	9,844,178
	University of Missouri	CURATORS OF THE UNIV OF MISSOURI MO SYS FACS REVENUE TXBL-SER B DTD 11/06/2014 4.237% 11/01/2054	5,000,000	4,929,350
	Massachusetts State Dev	MASSACHUSETTS ST DEV FIN AGY REVENUE TXBL-PHILLIPS ACADEMY-SER B DTD 01/14/2014 4.844% 09/01/2043	7,000,000	7,953,680
	Missouri State Health & Edctl	MISSOURI ST HLTH & EDUCNTL FACS AUTH REV TXBL-WASHINGTON UNIV-SER A DTD 08/12/2014 4.072% 10/15/2044	2,500,000	2,566,100
	Missouri State Health & Edctl	MISSOURI ST HLTH & EDUCNTL FACS AUTH REV TXBL-REF-SER A-THE WASHINGTON UNIVERSITY DTD 02/26/2016 3.651% 01/15/2046	10,000,000	9,634,200
	New York City NY	NEW YORK CITY NY TRANSITIONAL FIN AUTH REV FUTURE TAX SUB SUBSER F-2 DTD 4/18/2013 4.2% 02/01/2038	5,140,100	5,191,500
	North Carolina St Univ	NORTH CAROLINA ST UNIV AT RALEIGH TXBL-GEN-SER B DTD 03/06/2013 3.825% 10/01/2033	2,320,653	2,628,444
	Ohio St Univ	OHIO ST UNIV TXBL-SER A DTD 03/09/2016 3.798% 12/01/2046	7,018,870	6,904,030
	Port Authority of New York & New Jersey	PORT AUTH OF NEW YORK & NEW JERSEY NY TXBL-CONS SER 181 DTD 01/30/2014 4.96% 08/01/2046	3,500,000	4,018,175
	Port Authority of New York & New Jersey	PORT AUTH OF NEW YORK & NEW JERSEY NY TXBL-CONSOL SER 187 DTD 10/21/2014 4.426% 10/15/2034-2024	10,000,000	10,569,200
	Port Authority of New York & New Jersey	PORT AUTH OF NEW YORK & NEW JERSEY NY TXBL-CONSOL- SER 192 DTD 10/20/2015 4.81% 10/15/2065	3,000,000	3,257,640
	Texas ST A&M Univ	TEXAS ST A & M UNIV REVENUE TXBL FING SYS SER C DTD 08/15/2013 CALLABLE 4.972% 05/15/2043-2023	7,500,000	7,957,800
	Univ of California	UNIV OF CALIFORNIA CA CA REV TXBL GEN SER AG DTD 03/14/2013 3.38% 05/15/2028	2,000,000	1,989,700
	Univ of North Carolina	UNIV OF NORTH CAROLINA NC AT CHAPEL HILL REVENUE TXBL-REF DTD 10/09/2014 3.847% 12/01/2034	12,614,450	13,011,750
	Virginia St Cmwlth Univ	VIRGINIA ST CMWLTH UNIV HLTH SYS AUTH REV TXBL-GEN-SER A DTD 02/06/2014 4.956% 01/01/2044	5,000,000	5,475,150
	West Virginia St Univ	WEST VIRGINIA ST UNIV REVENUES TXBL-IMPT-WV UNIV- SER B DTD 09/30/2014 4.471% 10/01/2042	5,000,000	5,252,750
			99,817,433	104,323,104
CMO's / Asset Backed Securities				
	Citibank	CITIBANK CREDIT CARD ISSUANCE TRUST SERIES 2007-A3 CL A3 DTD 06/15/2007 (DTC) 6.15% 06/15/2039	30,641,502	29,253,612
	Fed Natl Mtg Assn	FED NATL MTGE ASSN SERIES 2016-7 CL GY DTD 02/01/2016 (FED) 3.5% 03/25/2036	8,688,038	8,086,213
	Fed Home Loan Mtge Corp	FED HOME LOAN MTGE CORP SERIES 4646 CL HV DTD 01/01/2017 (DTC) 3.5% 11/15/2036	16,298,282	16,036,715
	Fed Home Loan Mtge Corp	FED HOME LOAN MTGE CORP SERIES 4646 CL JV DTD 01/01/2017 (FED) 3.5% 11/15/2036	6,617,222	6,486,006
	Fed Home Loan Mtge Corp	FED HOME LOAN MTGE CORP SERIES 4661 CL BV (DTC) 3.5% 12/15/2036	11,149,275	10,720,730
	Fed Home Loan Mtge Corp	FED HOME LOAN MTGE CORP SERIES 4661 CL VG DTD 02/01/2017 (DTC) 3% 04/15/2040	9,737,891	9,576,932
	Fed Home Loan Mtge Corp	FED HOME LOAN MTGE CORP SERIES 4772 CL ZG DTD 02/01/2018 (DTC) 4.5% 12/15/2047	4,293,217	4,427,725
	Fed Home Loan Mtge Corp	FED HOME LOAN MTGE CORP SERIES 4772 CL ZK DTD 02/01/2018 (DTC) 4.5% 12/15/2047	4,217,842	4,439,002
	Fed Home Loan Mtge Corp	FED HOME LOAN MTGE CORP SERIES K154 CLASS A3 DTD 01/01/2018 (DTC) 3.459% 11/25/2032	7,518,847	7,158,925
	Fed Home Loan Mtge Corp	FED HOME LOAN MTGE CORP SERIES 4753 CL BD DTD 01/01/2018 (FED) 3% 01/15/2048	9,586,798	9,337,645
	Fed Home Loan Mtge Corp	FED HOME LOAN MTGE CORP SERIES 4758 CLASS Z DTD 01/01/2018 (DTC) 4% 02/15/2048	10,560,964	11,004,262
	Fed Home Loan Mtge Corp	FED HOME LOAN MTGE CORP SERIES 4801 CLASS BZ DTD 05/01/2018 (DTC) 4.5% 05/15/2048	5,518,302	5,863,465
	Fed Home Loan Mtge Corp	FED HOME LOAN MTGE CORP MULTIFAMILY STRUCTURED PASS THROUGH SERIES K155 CL A3 DTD 06/01/2018 (DTC) 3.75% 04/25/2033	17,929,010	17,989,578
	Fed Home Loan Mtge Corp	FED HOME LOAN MTGE CORP SERIES 4824 CL ZA DTD 08/01/2018 (FED) 4.5% 08/15/2048	10,410,596	11,003,169
			153,167,786	151,383,979
Corporate Bonds				
	Teachers Ins Annuity	TEACHERS INSUR & ANNUITY DTD 12/16/2009 6.85% 12/16/2039	378,800	378,361
	At&T Inc	AT&T INC 5.35 DTD 03/01/2011 5.35% 09/01/2040	497,496	436,190
	Hess Corp	HESS CORP DTD 10/01/1999 7.875% 10/01/2029	907,821	816,476
	Caterpillar	CATERPILLAR INC DTD 12/05/2012 3.803% 08/15/2042	911,519	958,240
	Southern Copper Corp	SOUTHERN COPPER CORP DTD 11/08/2012 5.25% 11/08/2042	1,116,000	950,420
	Duke Energy Progress Inc	DUKE ENERGY PROGRESS INC DTD 11/20/2014 4.15% 06/01/2044	1,217,544	1,164,972
	Time Warner Inc	TIME WARNER INC DTD 06/04/2015 4.85% 07/15/2045	1,304,431	1,126,074
	American Express	AMERICAN EXPRESS CO AMERICAN EXPRESS CO DTD 03/19/08 8.15% 03/19/2038	1,406,490	1,406,650
	Apache Corp	APACHE CORP DTD 11/21/2013 4.25% 01/15/2044	1,535,957	1,388,884
	Cargill Inc	CARGILL INC DTD 11/23/2015 4.78% 11/23/2045	1,558,933	1,666,690
	Carlyle Finance LLC	CARLYLE FINANCE LLC DTD 09/14/2018 5.65% 09/15/2048	1,598,624	1,587,504
	Kansas City Southern	KANSAS CITY SOUTHERN DTD 07/25/2016 4.3% 05/15/2043	1,609,772	1,739,530
	Ecobab Inc	ECOLAB INC DTD 12/08/2011 5.5% 12/08/2041	1,619,545	1,547,405
	Northwestern Mutual Life	NORTHWESTERN MUTUAL LIFE DTD 09/26/2017 3.85% 09/30/2047	1,799,743	1,819,270
	Energy Transfer Partners	ENERGY TRANSFER PARTNERS DTD 6/23/2015 6.125% 12/15/2045	1,802,430	1,711,500
	Dow Chemical	DOW CHEMICAL CO/THE DTD 11/30/2018 5.55% 11/30/2048	1,887,621	1,915,352
	Occidental Petroleum Corp	OCCIDENTAL PETROLEUM CORP DTD 11/07/2016 4.1% 02/15/2047	1,910,710	1,786,408
	Westlake Chemical Corp	WESTLAKE CHEMICAL CORP DTD 11/28/2017 4.375% 11/15/2047	1,916,163	1,620,711
	Apple Inc	APPLE INC DTD 11/13/2017 3.75% 11/13/2047	1,963,560	1,837,880

BB&T Corporation Pension Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2018

Name of Plan Sponsor: BB&T Corporation
Employer Identification Number: 56-0939887
Three-Digit Plan Number: 001

(a)	(b) Identity of Issue Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date Rate of Interest, Par or Maturity Value	(d) Cost	(e) Current Value
	United Technologies Corp	UNITED TECHNOLOGIES CORP DTD 08/16/2018 4.45% 11/16/2038	1,988,240	1,947,880
	American Water Cap Corp	AMERICAN WATER CAP CORP DTD 08/09/2018 4.2% 09/01/2048	1,998,920	1,945,520
	Georgetown University	GEORGETOWN UNIVERSITY B 5.061% 04/01/2044	2,000,000	2,148,980
	Mass Institute of Technology	MASS INSTITUTE OF TECH DTD 08/02/2016 3.885% 07/01/2116	2,000,000	1,821,600
	CBRE Services Inc	CBRE SERVICES INC DTD 09/26/2014 5.25% 03/15/2025	2,050,000	2,135,526
	Cisco System Systems Inc	CISCO SYSTEMS INC SYSTEMS INC DTD 11/17/09 5.5% 01/15/2040	2,052,886	2,005,881
	CME Group Inc	CME GROUP INC DTD 09/09/2013 CALLABLE 5.3% 09/15/2043	2,067,103	2,392,596
	Ecobal Inc D 04	ECOLAB INC DTD 04/17/2018 3.95% 12/01/2047	2,355,615	2,623,600
	Apache Corp	APACHE CORP DTD 04/09/2012 CALLABLE 4.75% 04/15/2043	2,389,217	2,122,956
	Zoetis Inc D	ZOETIS INC DTD 08/01/2013 4.7% 02/01/2043	2,408,449	2,508,488
	American Express	AMERICAN EXPRESS CO DTD 02/26/2013 4.05% 12/03/2042	2,537,920	2,591,243
	Burlington North Santa Fe	BURLINGTON NORTH SANTA FE DTD 8/22/2011 CALLABLE 4.95% 09/15/2041	2,548,712	2,638,791
	New York Lf Insurance	NEW YORK LIFE INS DTD 10/08/09 6.75% 11/15/2039	2,556,573	2,564,393
	Unitedhealth Group Inc	UNITEDHEALTH GROUP INC DTD 07/23/2015 4.75% 07/15/2045	2,589,314	2,750,800
	Reynolds American Inc	REYNOLDS AMERICAN INC DTD 12/17/2015 7% 08/04/2041	2,589,669	2,653,669
	Fifth Third Bankcorp	FIFTH THIRD BANCORP DTD 03/04/2008 8.25% 03/01/2038	2,610,827	2,487,323
	Ing Us Inc	ING US INC DTD 12/19/2013 5.7% 07/15/2043	2,610,867	2,575,514
	CRH America Inc	CRH AMERICA INC DTD 05/18/2015 5.125% 05/18/2045	2,662,040	2,580,355
	Exelon Corp	EXELON CORP DTD 04/07/2016 4.45% 04/15/2046	2,667,375	2,351,525
	John Hopkins University	JOHN HOPKINS UNIVERSITY DTD 02/18/2015 3.753% 07/01/2045	2,675,000	2,535,472
	Transatlantic Holdings Inc	TRANSATLANTIC HOLDINGS INC DTD 11/23/2009 8% 11/30/2039	2,709,785	2,706,883
	Mplx Lp	MPXL LP DTD 02/08/2018 4.9% 04/15/2058	2,723,430	2,505,930
	Constellation Brands In	CONSTELLATION BRANDS INC DTD 10/29/2018 5.25% 11/15/2048	2,723,841	2,744,490
	Caterpillar Inc	CATERPILLAR INC DTD 08/15/2012 3.803% 08/15/2042	2,833,108	2,374,202
	Wells Fargo & Co	WELLS FARGO & CO DTD 06/14/2016 4.4% 06/14/2046	2,870,643	2,522,603
	Spectra Energy Partners LP	SPECTRA ENERGY PARTNERS LP DTD 03/12/2015 4.5% 03/15/2045	2,887,710	2,712,690
	Abbott Laboratories	ABBOTT LABORATORIES DTD 05/27/2010 5.3% 05/27/2040	2,903,600	2,756,700
	Energy Transfer Partners	ENERGY TRANSFER PARTNERS DTD 3/12/2015 5.15% 03/15/2045	2,932,248	2,811,575
	Ford Motor Company	FORD MOTOR COMPANY MOTOR COMPANY DTD 07/16/99 7.45% 07/16/2031	2,936,778	2,438,362
	Bayer Us Finance	BAYER US FINANCE II LLC DTD 06/25/2018 4.625% 06/25/2038	2,953,080	2,724,420
	Marathon Petroleum	MARATHON PETROLEUM CORP DTD 10/02/2018 4.5% 04/01/2048	2,957,220	2,518,140
	National Retail Properties Inc	NATIONAL RETAIL PROPERTIES INC DTD 09/27/2018 4.8% 10/15/2048	2,957,610	2,909,880
	Burlington North Santa Fe	BURLINGTON NORTH SANTA FE DTD 08/02/2018 4.15% 12/15/2048	2,977,560	2,921,580
	Intel Corp	INTEL CORP DTD 05/11/2017 4.1% 05/11/2047	2,982,570	2,879,490
	Applied Materials	APPLIED MATERIALS DTD 03/31/2017 4.35% 04/01/2047	2,994,510	2,933,070
	Canadian Natl	CANADIAN NATL RES DTD 05/30/2017 4.95% 06/01/2047	2,997,660	2,891,520
	Qualcomm	QUALCOMM DTD 05/26/17 4.3% 05/20/2047	2,999,520	2,664,450
	Dartmouth College	DARTMOUTH COLLEGE DTD 04/12/2016 3.474% 06/01/2046	2,999,850	2,840,730
	Wyeth	WYETH DTD 03/27/07 5.95% 04/01/2037	3,005,650	2,998,175
	Sempra Energy	SEMPRA ENERGY DTD 01/12/2018 3.8% 02/01/2038	3,016,010	2,606,743
	General Motors Co	GENERAL MOTORS CO. DTD 08/07/2017 5.15% 04/01/2038	3,080,087	2,565,643
	Hess Corporation	HESS CORPORATION DTD 12/14/2009 6% 01/15/2040	3,088,620	2,749,830
	Dell Int LLC	DELL INT LLC / EM CORP DTD 06/01/2016 8.35% 07/15/2046	3,139,873	3,302,510
	Unitedhealth Group Inc	UNITEDHEALTH GROUP INC DTD 11/10/2011 4.625% 11/15/2041	3,150,127	3,229,656
	Fedex Corp	FEDEX CORP DTD 01/09/2015 4.1% 02/01/2045	3,165,530	2,697,125
	CBS Corporation	CBS CORPORATION DTD 08/19/2014 4.9% 08/15/2044	3,170,760	2,737,980
	Jefferies Group	JEFFERIES GROUP LLC DTD 01/18/2013 6.5% 01/20/2043	3,174,073	3,057,599
	Ventas Realty	VENTAS REALTY LP/CAP CRP DTD 01/14/2015 4.375% 02/01/2045	3,210,970	3,178,175
	Citigroup Inc	CITIGROUP INC DTD 01/26/2012 5.875% 01/30/2042	3,223,248	3,108,050
	Burlington North Santa Fe	BURLINGTON NORTH SANTA FE DTD 05/17/2010 5.75% 05/01/2040	3,246,129	3,314,128
	Expedia Group	EXPEDIA GROUP INC DTD 12/28/2017 3.8% 02/15/2028	3,270,704	2,973,496
	Apple Inc	APPLE INC DTD 05/03/2013 3.85% 05/04/2043	3,290,967	3,248,141
	Brighthouse Dtd	BRIGHTHOUSE FINANCIAL INC DTD 04/25/2018 4.7% 06/22/2047	3,345,956	2,508,726
	Chubb Corp	CHUBB CORP DTD 05/06/2008 6.5% 05/15/2038	3,403,600	3,186,950
	Tyson Foods Inc	TYSON FOODS INC DTD 08/08/2014 4.875% 08/15/2034	3,449,701	3,161,402
	Westlake Chemical Corp	WESTLAKE CHEMICAL CORP DTD 04/24/2017 5% 08/15/2046	3,453,979	3,048,774
	Gilead Sciences	GILEAD SCIENCES INC. DTD 09/14/2015 4.75% 03/01/2046	3,460,260	2,976,270
	Simon Property Group	SIMON PROPERTY GROUP LP DTD 01/25/2010 CALLABLE 6.75% 02/01/2040	3,474,877	3,681,573
	New England Power Co	NEW ENGLAND POWER CO DTD 12/05/2017 3.8% 12/05/2047	3,476,410	3,224,410
	Wea Finance	WEA FINANCE LLC/WESTFIELD DTD 09/17/2014 4.75% 09/17/2044	3,488,905	3,496,220
	Verisk Analytics Inc	VERISK ANALYTICS INC DTD 05/15/2015 5.5% 06/15/2045	3,492,142	3,542,875
	CMS Energy Corp	CMS ENERGY CORP DTD 03/22/2013 4.7% 03/31/2043	3,541,063	3,569,433
	Alexandria Real Estate	ALEXANDRIA REAL ESTATE DTD 07/18/2014 4.5% 07/30/2029	3,545,968	3,536,283
	Kimco Realty Corp	KIMCO REALTY CORP DTD 03/30/2015 4.25% 04/01/2045	3,562,020	3,186,288
	Target Corp	TARGET CORP DTD 06/26/2012 4% 07/01/2042	3,584,980	3,300,675
	Williams Partners	WILLIAMS PARTNERS LP DTD 03/03/2015 5.1% 09/15/2045	3,606,551	3,916,497
	Erp Operating	ERP OPERATING LP DTD 06/19/2014 4.5% 07/01/2044	3,624,341	3,678,324
	Nisource Inc	NISOURCE INC DTD 04/12/2013 4.8% 02/15/2044	3,641,365	3,388,560
	Lowe's	LOWE'S COS INC DTD 04/23/2012 CALLABLE 4.65% 04/15/2042	3,674,278	3,210,246
	Hyundai Capital	HYUNDAI CAPITAL AMERICA DTD 06/08/2018 3.34806% 07/08/2021	3,750,000	3,739,050
	Securian Financial Group	SECURIAN FINANCIAL GROUP DTD 04/05/2018 4.8% 04/15/2048	3,754,654	3,682,159
	First Energy Corp	FIRST ENERGY CORP DTD 06/21/2017 4.85% 07/15/2047	3,768,516	3,644,197
	Altria Group	ALTRIA GROUP INC DTD 10/31/2013 5.375% 01/31/2044	3,838,578	3,594,672
	Health Care REIT Inc	HEALTH CARE REIT INC DTD 03/01/2011 6.5% 03/15/2041	3,932,858	4,210,099
	Ohio National Life Insurance	OHIO NATIONAL LIFE INS DTD 06/11/2012 6.875% 06/15/2042	3,960,827	4,078,259
	Prudential Financial	PRUDENTIAL FINANCIAL INC DTD 11/19/2012 5.625% 06/15/2043	3,962,400	3,760,627
	Berkshire Hathaway	BERKSHIRE HATHAWAY DTD 08/15/2018 4.2% 08/15/2048	3,979,720	3,966,160
	Snap-On Inc	SNAP-ON INC DTD 02/26/2018 4.1% 03/01/2048	3,989,000	3,839,200
	United Parcel Service	UNITED PARCEL SERVICE DTD 11/14/2017 3.75% 11/15/2047	3,989,960	3,611,920
	Connecticut Light & Power	CONNECTICUT LIGHT & PWR DTD 03/28/2018 4% 04/01/2048	3,990,280	3,948,600
	Comcast Corp	COMCAST CORP DTD 10/05/2018 4.95% 10/15/2058	3,996,480	4,066,600
	Dowdupont Inc	DOWDUPONT INC DTD 11/28/2018 5.419% 11/15/2048	4,000,000	4,155,760
	Polar Tankers Inc	POLAR TANKERS INC DTD 05/10/2007 5.951% 05/10/2037	4,001,200	4,069,345
	Union Pacific Corp	UNION PACIFIC CORP DTD 09/19/2017 3.6% 09/15/2037	4,005,000	3,574,920
	Watson Pharmaceuticals	WATSON PHARMACEUTICALS INC ACTAVIS INC DTD 10/02/2012 4.625% 10/01/2042	4,013,870	3,894,403
	Andeavor Logis LP	ANDEAVOR LOGIS LP/CORP DTD 11/28/2017 5.2% 12/01/2047	4,027,571	3,628,128
	Merck & Co Inc	MERCK & CO INC DTD 02/10/2015 3.7% 02/10/2045	4,031,023	3,748,558
	The Travelers Companies	THE TRAVELERS COMPANIES INC DTD 03/07/2018 4.05% 03/07/2048	4,038,153	3,939,113
	Liberty Mutual Group	LIBERTY MUTUAL GROUP INC INC DTD 05/04/2012 6.5% 05/01/2042	4,055,315	4,174,403
	Vulcan Materials	VULCAN MATERIALS CO DTD 06/15/2017 4.5% 06/15/2047	4,057,291	3,439,857
	Southern Copper Corp	SOUTHERN COPPER CORP DTD 04/23/2015 5.875% 04/23/2045	4,107,225	4,015,124
	Harris Corporation	HARRIS CORPORATION DTD 04/27/2015 5.054% 04/27/2045	4,110,095	3,857,513
	Discovery Communications	DISCOVERY COMMUNICATIONS DTD 03/19/2013 4.875% 04/01/2043	4,111,730	3,741,735
	Atmos Energy	ATMOS ENERGY CORP DTD 10/6/2014 4.125% 10/15/2044	4,156,280	3,858,600
	Public Serv Electric & Gas	PUBLIC SERV ELEC & GAS DTD 11/24/2009 5.375% 11/01/2039	4,179,812	3,960,712
	Kkr Group Finance Co	KKR GROUP FINANCE CO III DTD 05/29/2014 5.125% 06/01/2044	4,183,967	4,077,859

BB&T Corporation Pension Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2018

Name of Plan Sponsor: BB&T Corporation
Employer Identification Number: 56-0939887
Three-Digit Plan Number: 001

(a)	(b) Identity of Issue Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date Rate of Interest, Par or Maturity Value	(d)	(e)
			Cost	Current Value
	ADT Corp	ADT CORP DTD 05/02/2016 4.875% 07/15/2032	4,193,650	3,714,800
	Waste Management Inc	WASTE MANAGEMENT INC DTD 02/26/2015 4.1% 03/01/2045	4,241,060	4,092,914
	Carlyle Holdings	CARLYLE HOLDINGS II FIN DTD 03/28/2013 5.625% 03/30/2043	4,367,013	4,081,976
	Walt Disney Company	WALT DISNEY COMPANY/THE DTD 08/22/2011 4.375% 08/16/2041	4,376,970	4,192,999
	Enlink Midstream Partners	ENLINK MIDSTREAM PARTNERS LP DTD 11/12/2014 5.05% 04/01/2045	4,468,868	3,593,842
	AT&T Inc	AT&T INC DTD 09/07/2016 4.55% 03/09/2049	4,488,549	4,015,632
	Southern Cal Edison	SOUTHERN CAL EDISON CAL EDISON DTD 11/14/04 6% 01/15/2034	4,510,954	4,010,798
	Florida Power & Light	FLORIDA POWER & LIGHT DTD 04/17/2007 5.85% 05/01/2037	4,522,805	4,217,360
	Western Gas	WESTERN GAS PARTNERS DTD 03/20/2014 5.45% 04/01/2044	4,528,378	4,122,428
	Calif Instlt Technology	CALIF INSTITUTE OF TECHNOLOGY DTD 09/14/2016 4.283% 09/01/2116	4,551,065	4,391,356
	Metlife Inc	METLIFE INC DTD 11/13/2013 4.875% 11/13/2043	4,563,760	4,173,760
	Pepsico Inc	PEPSICO INC DTD 10/06/2016 3.45% 10/06/2046	4,567,515	4,087,030
	Biogen Inc	BIOGEN INC DTD 09/15/2015 5.2% 09/15/2045	4,567,524	4,749,592
	Celgene Corp	CELGENE CORP DTD 05/15/2014 4.625% 05/15/2044	4,583,716	4,040,824
	Visa Inc	VISA INC DTD 12/14/2015 4.3% 12/14/2045	4,592,318	4,754,008
	Noble Energy	NOBLE ENERGY INC DTD 02/18/2011 CALLABLE 6% 03/01/2041	4,601,748	4,070,337
	Energy Louisiana	ENERGY LOUISIANA LLC DTD 11/21/2014 4.95% 01/15/2045	4,625,470	4,599,180
	Puget Sound	PUGET SOUND ENERGY INC INC DTD 03/25/2011 CALLABLE 5.638% 04/15/2041	4,626,842	4,283,660
	Phillips 66	PHILLIPS 66 DTD 11/01/2012 5.875% 05/01/2042	4,645,108	4,721,646
	Amgen Inc	AMGEN INC DTD 11/10/2011 CALLABLE 5.15% 11/15/2041	4,646,580	4,635,675
	Pepsico Inc	PEPSICO INC DTD 10/14/2015 4.45% 04/14/2046	4,687,765	4,516,771
	Comcast Corp	COMCAST CORP DTD 05/27/2015 4.6% 08/15/2045	4,692,600	4,384,530
	Albemarle Corp	ALBEMARLE CORP DTD 11/24/2014 5.45% 12/01/2044	4,733,098	4,248,470
	National Rural Utilities	NATIONAL RURAL UTILITIES COOP DTD 03/06/2013 4.023% 11/01/2032	4,751,279	4,778,371
	Blackstone Holdings	BLACKSTONE HOLDINGS FIN DTD 08/17/2012 6.25% 08/15/2042	4,786,849	4,658,132
	Magellan Health	MAGELLAN HEALTH SERVICES INC DTD 09/22/2017 4.4% 09/22/2024	4,856,706	4,573,213
	Exxon Mobil	EXXON MOBIL CORP EXXON MOBIL CORP DTD 03/03/2016 4.114% 03/01/2046	4,904,595	4,568,175
	Walmart Inc	WALMART INC DTD 06/27/2018 4.05% 06/29/2048	4,934,950	4,975,100
	Merrill Lynch	MERRILL LYNCH & CO DTD 05/14/2008 7.75% 05/14/2038	4,959,377	4,798,069
	Interpublic Group	INTERPUBLIC GROUP COS DTD 09/21/2018 5.4% 10/01/2048	4,971,950	4,735,000
	Halfmoon Parent Inc	HALFMOON PARENT INC DTD 09/17/2018 4.8% 08/15/2038	4,991,950	4,910,600
	George Washington Univ	GEORGE WASHINGTON UNIVERSITY DTD 02/26/2013 4.363% 09/15/2043	5,000,000	5,158,000
	Rwj Barnabas Health	RWJ BARNABAS HEALTH DTD 11/02/2016 3.949% 07/01/2046	5,000,000	4,698,550
	Home Depot Inc	HOME DEPOT INC DTD 09/10/2013 4.875% 02/15/2044	5,005,716	4,589,476
	Wells Fargo & Co	WELLS FARGO & CO DTD 12/08/2016 4.75% 12/07/2046	5,093,800	4,814,250
	21St Century Fox America	21ST CENTURY FOX AMERICA DTD 01/21/2015 4.75% 09/15/2044	5,131,008	5,049,803
	Oracle Corp	ORACLE CORP DTD 05/05/2015 4.125% 05/15/2045	5,176,250	4,849,326
	Dominion Gas	DOMINION GAS HLDGS LLC DTD 5/1/2014 4.8% 11/01/2043	5,192,704	4,953,614
	Kraft Heinz Foods Co	KRAFT HEINZ FOODS CO DTD 7/15/2016 5% 07/15/2035	5,223,158	4,622,014
	Abbvie Inc	ABBVIE INC DTD 05/06/2013 4.4% 11/06/2042	5,253,756	4,832,358
	Walgreens Boots	WALGREENS BOOTS ALLIANCE DTD 11/18/2014 4.8% 11/18/2044	5,266,743	4,495,901
	Exelon Generation	EXELON GENERATION CO LLC DTD 09/30/2010 5.75% 10/01/2041	5,272,070	4,975,150
	Anadarko Petroleum	ANADARKO PETROLEUM CORP DTD 09/19/06 6.45% 09/15/2036	5,358,126	4,968,000
	Norfolk Southern Corp	NORFOLK SOUTHERN CORP DTD 09/07/2012 3.95% 10/01/2042	5,459,358	5,435,383
	Martin Marietta	MARTIN MARIETTA MATERIALS DTD 12/20/2017 4.25% 12/15/2047	5,466,075	4,501,805
	Mass Mutual Life Ins	MASS MUTUAL LIFE INS CO DTD 06/01/09 8.875% 06/01/2039	5,483,976	5,256,783
	Dow Chemical	DOW CHEMICAL CO/THE DTD 11/14/2012 4.375% 11/15/2042	5,574,147	4,909,892
	Guardian Life Insurance	GUARDIAN LIFE INSURANCE DTD 06/19/2014 4.875% 06/19/2064	5,581,240	5,621,224
	Weyerhaeuser Co	WEYERHAEUSER CO DTD 09/15/2002 7.375% 03/15/2032	5,598,642	5,025,872
	Consolidated Edison	CONSOLIDATED EDISON CO OF NY DTD 11/16/2017 4% 11/15/2057	5,632,385	4,856,005
	Morgan Stanley	MORGAN STANLEY DTD 01/27/2015 4.3% 01/27/2045	5,648,834	5,168,744
	Apple Inc	APPLE INC DTD 08/04/2016 3.85% 08/04/2046	5,728,694	5,328,785
	Energy Transfer Partners	ENERGY TRANSFER PARTNERS DTD 03/28/2008 7.5% 07/01/2038	6,084,994	5,696,173
	Erac Usa Finance	ERAC USA FINANCE LLC DTD 03/15/2012 5.625% 03/15/2042	6,389,697	6,516,008
	Nucor Corp	NUCOR CORP DTD 07/29/2013 5.2% 08/01/2043	6,461,380	5,832,860
	Appalachian Power Co	APPALACHIAN POWER CO DTD 09/29/2005 5.8% 10/01/2035	6,776,871	6,656,742
	Citigroup Inc	CITIGROUP INC DTD 05/06/2014 5.3% 05/06/2044	6,783,415	6,677,153
	Midamerican Energy	MIDAMERICAN ENERGY CO DTD 09/19/2013 CALLABLE 4.8% 09/15/2043	6,824,916	6,918,504
	Southern Power Co	SOUTHERN POWER CO DTD 11/16/2016 4.95% 12/15/2046	6,984,390	6,527,360
	Morgan Stanley	MORGAN STANLEY ST DEAN WITTER DTD 04/03/2002 CALL @ MAKE WHOLE 7.25% 04/01/2032	7,034,801	6,830,997
	Oracle Corp	ORACLE CORP DTD 07/07/2016 4% 07/15/2046	7,362,726	6,741,575
	Bank Of America	BANK OF AMERICA CORP DTD 02/07/2012 5.875% 02/07/2042	7,451,429	7,550,288
	Enterprise Products	ENTERPRISE PRODUCTS OPER DTD 05/20/2010 6.45% 09/01/2040	8,221,117	8,074,574
	Kinder Morgan	KINDER MORGAN ENER PART DTD 08/17/2011 5.625% 09/01/2041	8,981,823	8,529,850
	CVS Health	CVS HEALTH CORP DTD 03/09/2018 5.05% 03/25/2048	9,329,579	8,862,422
	AT&T Inc	AT&T INC DTD 05/04/2015 4.75% 05/15/2046	9,495,323	8,542,390
	Comcast Corp	COMCAST CORP DTD 08/12/2014 4.2% 08/15/2034	9,863,982	9,707,566
	JPMorgan Chase	JPMORGAN CHASE & CO DTD 02/22/2017 4.26% 02/22/2048	9,965,828	9,282,198
	Verizon Communications	VERIZON COMMUNICATIONS DTD 03/11/2015 5.012% 08/21/2054	10,633,919	10,986,604
	Duke Energy	DUKE ENERGY CAROLINAS DTD 06/05/2007 6.1% 06/01/2037	10,742,514	10,311,934
	Charter Comm	CHARTER COMM OPT LLC DTD 12/01/2016 6.484% 10/23/2045	11,564,336	10,793,370
	Anheuser-Busch	ANHEUSER-BUSCH CO DTD 11/13/2018 4.9% 02/01/2046	11,606,727	10,164,194
	AT&T Inc	AT&T INC DTD 12/15/2016 4.55% 03/09/2049	11,623,030	11,190,400
	Goldman Sachs	GOLDMAN SACHS GROUP INC INC DTD 10/03/2007 6.75% 10/01/2037	12,343,729	12,207,517
	Verizon Communications	VERIZON COMMUNICATIONS DTD 07/06/2017 5.012% 04/15/2049	12,818,473	13,607,835
	Microsoft Corp	MICROSOFT CORP DTD 11/03/2015 4.75% 11/03/2055	15,085,545	15,562,852
			814,811,796	778,334,223
Foreign Bonds				
	Aegon	AEGON NV DTD 04/11/2018 5.5% 04/11/2048	3,000,000	2,730,000
	Alibaba Group	ALIBABA GROUP HOLDING DTD 12/06/2017 4.2% 12/06/2047	4,991,550	4,433,250
	America Movil	AMERICA MOVIL SAB DE CV DTD 02/25/05 6.375% 03/01/2035	1,951,668	1,997,347
	Arch Capital	ARCH CAPITAL GROUP LTD DTD 05/04/2004 7.35% 05/01/2034	3,456,065	3,206,902
	Barclays Plc	BARCLAYS PLC DTD 01/10/2017 4.95% 01/10/2047	2,997,210	2,651,100
	Cnoco Finance	CNOOC FINANCE 2013 LTD DTD 05/09/2013 4.25% 05/09/2043	2,403,709	2,442,159
	Cenovus Energy	CENOVUS ENERGY INC DTD 12/11/2017 5.25% 06/15/2037	3,837,468	3,347,762
	Republic Of Chile	REPUBLIC OF CHILE DTD 10/30/2012 3.625% 10/30/2042	1,784,000	1,831,520
	Credit Suisse	CRED SUIS GP FUN LTD DTD 05/21/2015 4.875% 05/15/2045	3,486,805	3,454,185
	Dai-ichi Mutual Life	DAI-ICHI MUTUAL LIFE DTD 10/28/2014 5.1% 10/28/2024	2,911,750	2,835,750
	Electricite De France	ELECTRICITE DE FRANCE DTD 01/22/2014 4.875% 01/22/2044	3,604,343	3,214,926
	Grupo Televisa	GRUPO TELEvisa SA DE CV DTD 5/13/2014 5% 05/13/2045	3,017,790	2,619,780
	HSBC Holdings	HSBC HOLDINGS PLC HOLDINGS PLC DTD 05/27/2008 6.8% 06/01/2038	2,921,975	2,857,875
	Lloyds Banking Group	LLOYDS BANKING GROUP PLC DTD 01/09/2018 4.344% 01/09/2048	3,846,120	3,156,440
	Manulife Financial	MANULIFE FINL CORP DTD 02/24/2017 4.061% 02/24/2032	3,010,528	2,909,186
	Meiji Yasuda Life Insurance	MEIJI YASUDA LIFE INSURANCE DTD 10/20/2015 5.2% 10/20/2045	4,530,000	4,530,000
	Petroleos Mexicanos	PETROLEOS MEXICANOS DTD 01/27/2017 6.75% 09/21/2047	5,230,000	4,134,450
	Shell International	SHELL INTERNATIONAL FIN DTD 08/12/2013 4.55% 08/12/2043	9,659,015	9,146,984

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			Cost	Current Value
	Statoil Asa	STATOIL ASA DTD 08/17/2010 5.1% 08/17/2040	2,831,078	2,718,927
	Telefonica	TELEFONICA EMISIONES SAU DTD 03/08/2017 5.213% 03/08/2047	3,313,020	2,746,200
	United Mexican States	UNITED MEXICAN STATES DTD 03/08/2012 4.75% 03/08/2044	8,544,493	8,540,964
	Wpp Finance	WPP FINANCE 2010 DTD 09/07/2012 CALLABLE 5.125% 09/07/2042	4,707,090	4,356,592
	Westpac Banking Corp	WESTPAC BANKING CORP DTD 11/23/2016 4.322% 11/23/2031	2,800,000	2,657,704
	Glencore Finance Canada	GLENCORE FINANCE CANADA DTD 10/25/2012 5.3% 10/25/2042	4,700,036	4,302,574
	XLit Tld	XLIT TLD DTD 03/30/2015 5.5% 03/31/2045	4,660,073	4,859,986
			<u>98,195,786</u>	<u>91,682,563</u>
Preferred Stock				
	US Bancorp	US BANCORP PREFERRED 6.5%	<u>992,753</u>	<u>931,275</u>
Mutual Funds				
	Fidelity	FIDELITY MID CAP INDEX FUND	123,764,937	111,182,967
	* Sterling Capital	STERLING CAPITAL ULTRA SHORT BOND FUND	10,816,214	10,537,911
	* Sterling Capital	STERLING CAPITAL BEHAVIORAL INTL-R6	57,428,427	53,925,256
	* Sterling Capital	STERLING CAPITAL BEHAVIORAL S/C VAL-R6	<u>38,944,320</u>	<u>34,331,915</u>
			<u>230,953,898</u>	<u>209,978,049</u>
Common Stock				
	Abbot	ABBOTT LABORATORIES COMMON	3,449,829	6,549,482
	Abbvie	ABBVIE INC COMMON	4,677,222	7,190,820
	Activision	ACTIVISION BLIZZARD INC COMMON	2,989,025	3,113,391
	Addus	ADDUS HOMECARE CORP COMMON	1,015,895	2,543,464
	ADT	ADT INC COMMON	339,885	304,106
	AES	AES CORP COMMON	1,201,545	1,320,198
	Affiliated Managers	AFFILIATED MANAGERS GROUP INC COM	14,514,208	10,520,110
	AFLAC	AFLAC INC COMMON	4,260,904	4,437,544
	Air Lease	AIR LEASE CORP COMMON	9,283,785	8,092,957
	AKAMAI	AKAMAI TECHNOLOGIES COMMON	2,962,394	3,542,640
	Alaska Air	ALASKA AIR GROUP INC COMMON	3,165,504	3,115,520
	Alexandria Real Estate	ALEXANDRIA REAL ESTATE	4,803,412	4,464,398
	Allison Transmission	ALLISON TRANSMISSION HOLDINGS INC COMMON	1,239,261	1,312,909
	ALLY Financial	ALLY FINANCIAL INC COMMON	1,108,599	1,086,547
	Alphabet Inc	ALPHABET INC -CL C COMMON	4,129,454	6,161,880
	Altair	ALTAIR ENGINEERING INC-A COMMON	1,814,121	1,427,899
	AMC	AMC NETWORKS INC-A COMMON	1,369,125	1,303,400
	Amedisys	AMEDISYS INC COMMON	1,008,566	2,112,313
	American Express	AMERICAN EXPRESS CO COMMON	1,135,119	1,068,052
	Amerisafe	AMERISAFE INC COMMON	603,856	756,925
	Ametek	AMETEK INC COMMON	5,566,071	5,236,595
	Amgen	AMGEN INC COMMON	3,354,371	3,873,933
	Analog Devices	ANALOG DEVICES INC. COMMON	4,522,543	4,358,877
	Annaly Capital	ANNALY CAPITAL MANAGEMENT COMMON	1,180,421	1,168,580
	Anthem	ANTHEM INC COMMON	2,354,233	4,596,025
	Applian	APIAN CORP COMMON	1,190,156	1,258,869
	Archer-Daniels	ARCHER - DANIELS - MIDLAND CO. COMMON	4,353,360	3,605,360
	Arcosa	ARCOSA INC COMMON	2,348,411	2,398,508
	AT&T	AT&T INC COMMON	5,364,794	4,725,025
	Autodesk	AUTODESK INC COMMON	4,765,895	4,332,871
	Autozone	AUTOZONE INCORPORATED COMMON	2,114,577	2,053,933
	Avalara	AVALARA INC COMMON	1,359,039	1,372,376
	Avery Dennison	AVERY DENNISON CORP COMMON	4,805,712	4,628,042
	Azz	AZZ INCORPORATED COMMON	1,972,122	1,824,272
	Balchem	BALCHEM CORP COMMON	535,906	527,296
	Bancorpsouth	BANCORPSOUTH BANK COMMON	1,819,380	1,905,135
	Beacon Roofing	BEACON ROOFING SUPPLY INC COMMON	1,931,210	1,344,040
	Biogen	BIOGEN INC COMMON	3,859,192	3,415,442
	Bristol-Myers	BRISTOL-MYERS SQUIBB CO COMMON	3,361,521	3,155,186
	Broadcom	BROADCOM INC COMMON	4,400,268	4,513,470
	Brookdale	BROOKDALE SENIOR LIVING INC COMMON	2,745,754	1,528,558
	Burlington Stores	BURLINGTON STORES INC COMMON	497,942	1,660,373
	Caci	CACI INTL INC CL A	727,556	823,852
	Catavo Growers	CALAVO GROWERS INC COMMON	2,833,016	2,226,666
	Camping World	CAMPING WORLD HOLDINGS INC-A COMMON	2,413,680	959,569
	Cannae Holdings	CANNAE HOLDINGS INC COMMON	1,240,849	2,017,986
	Capital One	CAPITAL ONE FINANCIAL CORP COMMON	8,799,758	7,983,589
	Cardiovascular Systems	CARDIOVASCULAR SYSTEMS INC COMMON	1,835,294	1,890,084
	Carmax Inc	CARMAX INC. COMMON	9,828,397	9,224,447
	CBRE Group	CBRE GROUP INC COMMON	7,264,066	11,778,967
	CBS Corporation	CBS CORPORATION CL B COMMON	10,561,346	9,675,236
	CDK Global	CDK GLOBAL INC COMMON	1,775,198	1,709,316
	Celanese Corporation	CELANESE CORPORATION COMMON	1,161,022	1,030,157
	Centene Corp	CENTENE CORP	3,414,174	3,268,755
	Centennial Resource	CENTENNIAL RESOURCE DEVELOPMENT - A COMMON	1,616,449	1,092,302
	Centurylink Inc	CENTURYLINK INC	4,831,421	4,243,515
	Cerner Corp	CERNER CORP COMMON	3,989,721	3,757,483
	CF Industries	CF INDUSTRIES HOLDINGS INC COMMON	1,180,787	1,094,277
	Chart Industries	CHART INDUSTRIES INC COMMON	3,865,075	3,606,759
	Chemical Financial	CHEMICAL FINANCIAL CORP COMMON	1,919,772	1,588,252
	Chevron Corp	CHEVRON CORP COMMON	4,461,165	4,101,383
	Chimera Investment	CHIMERA INVESTMENT CORP COMMON	1,112,874	1,069,200
	Church & Dwight	CHURCH & DWIGHT CO INC COMMON	1,044,731	1,042,296
	Cigna Corp	CIGNA CORP COMMON	4,238,024	3,788,904
	Cisco Systems	CISCO SYSTEMS INC COMMON	9,604,220	11,831,257
	Citigroup Inc	CITIGROUP INC COMMON	6,925,504	5,864,559
	Citizens Financial	CITIZENS FINANCIAL GROUP COMMON	1,073,977	770,007
	Collectors Universe	COLLECTORS UNIVERSE COMMON	2,635,933	1,916,432
	Columbia Banking	COLUMBIA BANKING SYSTEM INC COMMON	1,468,500	1,839,105
	Columbia Sportswear	COLUMBIA SPORTSWEAR CO COM	678,753	1,002,521
	Columbus Mckinnon	COLUMBUS MCKINNON CORP N Y COM	3,684,394	2,661,874
	Comcast Corp	COMCAST CORP CLASS A	9,209,938	11,108,813
	Comerica Inc	COMERICA INC COMMON	1,260,375	920,446
	Conagra Foods	CONAGRA FOODS INC COMMON	5,490,305	3,641,880
	Conocophillips	CONOCOPHILLIPS	5,224,160	4,897,593
	Cooper Companies	COOPER COMPANIES INC COMMON	5,981,473	5,568,460
	Cooper-Standard	COOPER-STANDARD HOLDING INC COMMON	1,973,017	1,160,091
	Cray Inc	CRAY INC COMMON	1,052,107	1,033,621

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(a)	(b) Identity of Issue Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date Rate of Interest, Par or Maturity Value	(d)	(e)
			Cost	Current Value
	Crown Castle	CROWN CASTLE INTL CORP COMMON	3,467,110	4,140,650
	Crown Holdings	CROWN HOLDINGS INC COMMON	10,120,746	9,756,479
	Cubic Corporation	CUBIC CORPORATION COMMON	1,544,602	1,743,863
	Cummins Inc	CUMMINS INC INC COMMON	1,498,799	1,356,446
	Cvs Common	CVS COMMON	9,241,607	8,760,876
	Danaher Corp	DANAHER CORP COMMON	3,037,579	3,779,348
	Darden Restaurants	DARDEN RESTAURANTS INC COMMON	388,806	349,510
	Delta Airlines	DELTA AIR LINES INC COMMON	980,169	920,655
	Dexcom Inc	DEXCOM INC COMMON	3,947,019	3,743,750
	DHI Group	DHI GROUP INC COMMON DHI GROUP INC	3,280,410	609,325
	Discover Financial	DISCOVER FINANCIAL SERVICES COMMON	4,460,356	4,364,520
	Discovery Inc	DISCOVERY INC A COMMON	1,140,475	1,115,774
	Discovery Inc	DISCOVERY INC C COMMON	5,584,163	4,826,028
	Dollar General	DOLLAR GENERAL CORP. COMMON	4,776,441	7,010,069
	Domtar Corporation	DOMTAR CORPORATION COMMON	1,210,896	920,406
	Duke Energy	DUKE ENERGY CORP COMMON	4,888,482	4,880,265
	Duluth Holdings	DULUTH HOLDINGS INC - CL B COMMON	937,125	912,468
	Dycom Industries	DYCOM INDUSTRIES COMMON	2,802,342	2,057,951
	E Trade	E TRADE FINANCIAL CORP COMMON	3,566,877	10,222,943
	Ebay Inc	EBAY INC COMMON	7,223,306	7,976,933
	Ecolab Inc	ECOLAB INC COMMON	4,043,502	4,567,850
	Emerald Expositions	EMERALD EXPOSITIONS EVENTS INC COMMON	1,555,512	1,571,363
	Emergent Biosolutions	EMERGENT BIOSOLUTIONS INC COMMON	889,983	761,452
	Energizer Holdings	ENERGIZER HOLDINGS INC COMMON	1,104,496	1,029,420
	Entergy Corp	ENTERGY CORP COMMON	1,157,047	1,260,926
	Epr Properties	EPR PROPERTIES COMMON	1,199,655	1,277,399
	Evolent Health	EVOLVENT HEALTH INC - A COMMON	1,964,448	2,386,519
	Exelon Corp	EXELON CORP	4,568,125	4,487,450
	Extended Stay	EXTENDED STAY AMERICA INC COMMON	2,325,715	1,858,838
	Fedex Corp	FEDEX CORP CORPORATION COMMON	2,099,550	2,059,861
	Fidelity National	FIDELITY NATIONAL INFORMATION SERVICES INC COMMON	9,558,091	15,272,669
	First Data	FIRST DATA CORP -CLASS A COMMON	7,736,460	7,145,067
	First Energy	FIRST ENERGY CORP	600,335	615,820
	Five9 Inc	FIVE9 INC COMMON	1,219,116	1,283,794
	Fleetcor Technologies	FLEETCOR TECHNOLOGIES INC. COMMON	7,141,342	7,041,574
	Floor & Décor	FLOOR & DECOR HOLDINGS INC - A COMMON	898,461	641,854
	Fortinet Inc	FORTINET INC. COMMON	4,310,661	4,118,746
	Gallagher Arthur	GALLAGHER ARTHUR J COMMON	5,063,069	4,936,426
	GCI Liberty	GCI LIBERTY INC COMMON CLASS A	1,859,825	1,497,195
	General Motors	GENERAL MOTORS CO. COMMON	3,504,485	3,742,219
	Gentex Corp	GENTEX CORP COMMON	8,410,197	10,760,047
	Gilead Sciences	GILEAD SCIENCES INC.	4,932,268	3,831,188
	Granite Construction	GRANITE CONSTRUCTION COMMON	1,416,832	1,277,480
	Great Western Bancorp	GREAT WESTERN BANCORP INC COMMON	1,390,245	1,736,719
	Hallador Energy	HALLADOR ENERGY CO COMMON	983,834	836,515
	Hanger Orthopedic	HANGER ORTHOPEDIC GROUP	1,461,966	1,382,289
	Hawkins Inc	HAWKINS INC COMMON	319,258	370,761
	HCA Holdings	HCA HOLDINGS INC COMMON	5,186,260	8,363,040
	HD Supply	HD SUPPLY HOLDINGS INC COMMON COMMOM	1,199,538	1,161,244
	Hershey Foods	HERSHEY FOODS COMMON	1,461,663	1,495,161
	Hilton Worldwide	HILTON WORLDWIDE HOLDINGS INC - W/I COMMON	6,395,189	6,077,870
	Hollyfrontier Corp	HOLLYFRONTIER CORP COMMON	618,102	1,091,412
	Hologic Inc	HOLOGIC INC COMMON	3,577,699	3,415,410
	Home Bancshares	HOME BANCSHARES INC COMMON	1,295,442	1,413,671
	Honeywell International	HONEYWELL INTERNATIONAL INC	2,897,216	3,922,643
	Hospitality Pptys	HOSPITALITY PPTYS TR COMMON	1,174,783	1,054,302
	Hp Inc	HP INC COMMON	3,317,531	3,985,608
	Huntington Bancshares	HUNTINGTON BANCSHARES INC COMMON	412,361	310,516
	Idexx Laboratories	IDEXX LABORATORIES INC COMMON	4,281,219	4,088,720
	Independence Contract	INDEPENDENCE CONTRACT DRILLING COMMON	1,538,151	1,104,402
	Ingevity Corp	INGEVITY CORP COMMON	1,937,586	3,752,409
	Inogen Inc	INOGEN INC COMMON	874,853	2,195,946
	Intel Corp	INTEL CORP COMMON	6,868,580	6,647,635
	Inter Parfums	INTER PARFUMS INC COMMON	3,139,543	4,276,082
	Intuit Inc	INTUIT INC COMMON	612,989	3,346,450
	Istar Financial	ISTAR FINANCIAL INC COMMON	766,784	657,498
	Itt Inc	ITT INC COMMON	678,217	815,763
	J.B. Hunt	J. B. HUNT	5,850,832	5,369,338
	J2 Global	J2 GLOBAL INC. COMMON	1,831,647	2,410,608
	Jacobs Engr	JACOBS ENGR GROUP INC COMMON	3,702,819	5,166,403
	Jefferies Finl	JEFFERIES FINL GROUP INC COMMON	13,844,108	11,099,099
	Johnson & Johnson	JOHNSON & JOHNSON COMMON	3,036,545	3,825,042
	JPMorgan Chase	JPMORGAN CHASE & CO	8,993,536	9,957,240
	Kadant Inc	KADANT INC. COM COMMON	1,410,741	1,313,787
	Kinsale Capital	KINSALE CAPITAL GROUP INC COMMON	1,016,184	1,547,124
	KLX Energy	KLX ENERGY SERVICES HOLDING COMMON	2,515,455	2,038,251
	Knowles Corp	KNOWLES CORP COMMON	9,461,156	5,125,681
	Korn/Ferry	KORN/FERRY INTERNATIONAL COMMON	2,300,016	1,920,221
	Kroger Co	KROGER CO COMPANY COMMON	2,285,126	2,179,375
	Laboratory Corp	LABORATORY CORP OF AMERICAN HOLDINGS COMMON	5,767,119	7,709,224
	Lam Research	LAM RESEARCH CORP COMMON	5,965,880	4,491,704
	Lennar Corp	LENNAR CORP COMMON	2,493,521	2,188,485
	Lennox International	LENNOX INTERNATIONAL INC COMMON	5,155,280	5,237,320
	Lhc Group	LHC GROUP INC COMMON	975,431	1,905,201
	Life Storage	LIFE STORAGE INC COMMON	376,196	362,661
	Lincoln National	LINCOLN NATIONAL CORP. COMMON	5,012,488	6,012,249
	Live Nation	LIVE NATION COMMON	112,767	216,946
	Lowe's	LOWE'S COS INC COMMON	3,148,661	3,767,087
	LPL Financial	LPL FINANCIAL HOLDINGS INC COMMON	1,211,511	1,145,250
	Lululemon Athletica	LULULEMON ATHLETICA INC COMMON	3,620,103	3,582,874
	M&T Bank	M&T BANK CORP	1,542,813	1,302,483
	Marathon Petroleum	MARATHON PETROLEUM CORP COMMON	9,194,537	9,338,333
	Markel Corporation	MARKEL CORPORATION COMMON	4,245,199	8,128,970
	Mastec Inc	MASTEC INC COMMON	2,440,932	2,172,718
	Mastercraft Boat	MASTERCRAFT BOAT HOLDINGS INC COMMON	1,286,310	1,315,190
	Maxim Integrated	MAXIM INTEGRATED PRODUCT COMMON	3,051,154	3,980,487

BB&T Corporation Pension Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2018

Name of Plan Sponsor: BB&T Corporation
Employer Identification Number: 56-0939887
Three-Digit Plan Number: 001

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			Cost	Current Value
	Mckesson Corp	MCKESSON CORP CORPORATION	8,367,782	6,459,733
	Mednax Inc	MEDNAX INC COMMON	1,756,849	1,170,048
	Merck &	MERCK & CO INC COMMON	8,940,565	10,557,952
	Mercury Gen	MERCURY GEN CORP NEW COMMON	445,773	390,411
	Mercury Systems	MERCURY SYSTEMS INC COMMON	2,343,851	3,627,190
	Mettlife Inc	METLIFE INC COMMON	4,712,987	4,077,258
	Mettler-Toledo	METTLER-TOLEDO INTL COMMON	6,517,608	5,966,869
	Microsoft Corp	MICROSOFT CORP COMMON	3,193,015	5,659,988
	Midwestone Financial	MIDWESTONE FINANCIAL GROUP INC COMMON	1,639,730	1,157,699
	Mistras Group	MISTRAS GROUP INC COMMON	2,427,196	1,592,226
	Mks Instruments	MKS INSTRUMENTS INC	1,485,900	1,372,123
	Morgan Stanley	MORGAN STANLEY COMMON	2,472,503	2,172,820
	Msci Inc	MSCI INC A COMMON	4,876,172	4,680,903
	Murphy Oil	MURPHY OIL CORPORATION COMMON	1,094,597	946,126
	Nasdaq Inc	NASDAQ INC COMMON	1,257,277	1,488,653
	National Vision	NATIONAL VISION HOLDINGS INC COMMON	2,406,290	1,909,081
	Navient Corp	NAVIENT CORP COMMON	1,257,226	791,579
	Ncr Corp	NCR CORP COMMON	19,917,373	15,893,765
	Netapp Inc	NETAPP INC COMMON	3,913,097	3,434,009
	New Residential	NEW RESIDENTIAL INVESTMENT CORP COMMON	1,116,295	1,035,199
	Newmark Group	NEWMARK GROUP INC COMMON	9	8
	News Corp	NEWS CORP COMMON NEW CL B	6,972,059	5,459,685
	Nine Energy	NINE ENERGY SERVICE INC COMMON	2,017,052	1,427,796
	Nucor Corp	NUCOR CORP COMMON	1,187,268	999,933
	Occidental Petroleum	OCCIDENTAL PETROLEUM CO. COMMON	2,782,422	2,775,911
	Oceaneering Intl	OCEANEERING INTL INC	1,531,130	876,512
	Ollie's Bargain	OLLIE'S BARGAIN OUTLET HOLDINGS INC COMMON	871,342	2,279,231
	Omega Healthcare	OMEGA HEALTHCARE SERVICES COMMON	1,238,163	1,351,518
	Omnicom Group	OMNICON GROUP COMMON	4,909,390	7,077,914
	Oxford Inds	OXFORD INDS INC COMMON	2,219,166	1,761,224
	Pacific Premier	PACIFIC PREMIER BANCORP INC COMMON	1,712,846	1,753,377
	Palo Alto	PALO ALTO NETWORKS INC COMMON	3,656,954	3,887,544
	Patterson Uti	PATTERSON UTI ENERGY INC	1,218,897	751,648
	Paylocity Holding	PAYLOCITY HOLDING CORP COMMON	1,194,956	1,258,208
	Pbf Energy	PBF ENERGY INC. COMMON	895,627	1,038,906
	Pepsico Inc	PEPSICO INC COMMON	2,978,998	4,391,580
	Performant Financial	PERFORMANT FINANCIAL CORP COMMON	1,454,498	756,914
	Pfizer Inc	PFIZER INC COMMON	8,565,966	11,128,568
	Phillips 66	PHILLIPS 66 COMMON	7,395,413	6,999,688
	Pinnacle Financial	PINNACLE FINANCIAL PARTNERS COMMON	2,614,180	1,934,863
	Pioneer National	PIONEER NATIONAL RESOURCE COMMON	6,060,546	5,430,461
	Playags Inc	PLAYAGS INC COMMON	2,708,867	2,093,805
	Ppl Corporation	PPL CORPORATION	3,742,309	3,599,327
	Pra Group	PRA GROUP INC COMMON	2,327,847	1,669,248
	Premier Inc	PREMIER INC CLASS A COMMON	2,610,465	3,213,221
	Propetro Holding	PROPETRO HOLDING CORP COMMON	2,241,822	1,645,816
	Quaker Chemical	QUAKER CHEMICAL CORPORATION COMMON	739,439	823,508
	Qualcomm Inc	QUALCOMM INC COMMON	1,924,611	1,813,437
	Radian Group	RADIAN GROUP INC COMMON	1,425,243	1,711,665
	Ralph Lauren	RALPH LAUREN CORP COMMON	1,130,482	1,169,098
	Rayonier Advanced	RAYONIER ADVANCED MATERIALS COMMON	7,706,714	3,909,998
	Rbc Bearings	RBC BEARINGS INC COMMON	1,834,817	1,828,190
	Realogy Holdings	REALOGY HOLDINGS CORP COMMON	12,155,170	6,646,957
	Realpage Inc	REALPAGE INC. COMMON	1,364,571	2,632,620
	Red Hat	RED HAT INC COMMON	7,690,606	9,070,050
	Regions Financial	REGIONS FINANCIAL CORP COMMON	1,233,237	872,376
	Resideo Technologies	RESIDEO TECHNOLOGIES INC COMMON	88,943	101,681
	Rexnord Corp	REXNORD CORP COMMON REXNORD CORP	3,140,588	2,506,737
	Rockwell Automation	ROCKWELL AUTOMATION INC.	4,116,050	3,635,597
	Rogers Corp	ROGERS CORP COMMON	1,460,479	1,200,706
	Rpc Inc	RPC INC COMMON	1,793,015	1,089,599
	Rpm Inc	RPM INC COMMON	4,341,845	4,041,713
	Ryman Hospitality	RYMAN HOSPITALITY PROPERTIES INC COMMON	683,371	1,140,399
	Sabre Corp	SABRE CORP COMMON	1,267,543	1,067,934
	Sailpoint Technologies	SAILPOINT TECHNOLOGIES HOLDINGS INC COMMON	985,082	1,611,062
	Sanderson Farms	SANDERSON FARMS INC COMMON	1,642,807	1,609,094
	Santander Consumer	SANTANDER CONSUMER USA HOLDINGS COMMON	1,233,339	1,086,183
	Sba Communications	SBA COMMUNICATIONS CORP COMMON	5,951,540	5,687,196
	Semtech Corp	SEMTECH CORP COMMON	546,034	690,206
	Servicenow Inc	SERVICENOW INC COMMON	6,561,104	6,440,069
	Silicon Laboratories	SILICON LABORATORIES COMMON	395,497	543,237
	Simon Ppty	SIMON PPTY GROUP INC NEW COMMON	3,797,354	3,586,587
	Simply Good	SIMPLY GOOD FOODS CO/THE COMMON	1,144,931	1,053,108
	Six Flags	SIX FLAGS ENTERTAINMENT CORP COMMON	3,300,344	3,173,692
	Skyworks Solutions	SKYWORKS SOLUTIONS INC. COMMON	2,602,855	2,430,815
	Slm Corporation	SLM CORPORATION COMMON	8,901,230	6,556,715
	Sotheby's Holdings	SOTHEBY'S HOLDINGS -CL A	2,495,618	2,223,532
	South State	SOUTH STATE CORP COMMON	3,306,639	2,730,723
	Southwestern Energy	SOUTHWESTERN ENERGY CO COMMON	10,221,166	4,953,366
	Spectrum Brands	SPECTRUM BRANDS HOLDINGS INC COMMON	13,420,140	6,831,276
	Spirit Realty	SPIRIT REALTY CAPITAL INC COMMON	1,175,872	1,061,025
	Splunk Inc	SPLUNK INC. COMMON	3,425,758	3,318,503
	Square Inc	SQUARE INC - A COMMON	2,953,691	2,634,547
	Ss&C Technologies	SS&C TECHNOLOGIES HOLDINGS INC COMMON	2,089,128	2,159,867
	Starbucks Corp	STARBUCKS CORP COMMON	5,522,508	6,087,410
	Starwood Property	STARWOOD PROPERTY TRUST INC COMMON	1,255,191	1,133,325
	Stericycle Inc	STERICYCLE INC COMMON	3,103,985	1,708,837
	Steven Madden	STEVEN MADDEN LTD COMMON	2,826,729	3,081,830
	Store Capital	STORE CAPITAL CORP COMMON	1,070,583	1,269,704
	Svb Financial	SVB FINANCIAL GROUP COMMON	2,446,516	3,058,662
	Synchrony Financial	SYNCHRONY FINANCIAL COMMON	7,703,445	6,544,284
	T Rowe	T ROWE PRICE GROUP INC	5,808,584	7,080,944
	Tabula Rasa	TABULA RASA HEALTHCARE INC COMMON	896,482	755,556
	Tactile Systems	TACTILE SYSTEMS TECHNOLOGY INC COMMON	1,220,333	1,642,351
	Target Corp	TARGET CORP COMMON	3,269,376	3,991,836
	Tcf Financial	TCF FINANCIAL CORP COMMON	1,084,351	1,023,225

BB&T Corporation Pension Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2018

Name of Plan Sponsor: BB&T Corporation
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			Cost	Current Value
	Team Inc	TEAM INC COMMON	1,919,429	2,098,613
	Teledyne Technologies	TELEDYNE TECHNOLOGIES INC COM	6,668,703	6,501,998
	Tempur-Pedic	TEMPUR-PEDIC INTERNATIONAL INC COMMON	2,331,675	1,749,688
	The Boeing	THE BOEING COMPANY CAPITAL	1,638,134	3,644,250
	The Brink's	THE BRINK'S CO COMMON	1,438,705	1,373,489
	The Medicines	THE MEDICINES COMPANY COMMON	3,026,755	2,684,385
	The Mosaic	THE MOSAIC COMPANY COMMON	1,179,321	947,865
	Thermon Group	THERMON GROUP HOLDINGS INC. COMMON	1,618,820	1,776,528
	Tiffany And	TIFFANY AND COMPANY COMMON	4,338,108	3,345,513
	Tractor Supply	TRACTOR SUPPLY COMPANY COMMON	4,010,769	3,606,277
	Transdigm Group	TRANSDIGM GROUP INC COMMON	6,747,997	6,539,354
	Transunion Common	TRANSUNION COMMON	2,703,776	3,024,486
	Treehouse Foods	TREEHOUSE FOODS INC COMMON	1,239,195	1,267,750
	Trinity Industries	TRINITY INDUSTRIES COMMON	5,700,119	5,288,747
	Tristate Capital	TRISTATE CAPITAL HLDGS INC COMMON	2,540,483	1,798,123
	Two Harbors	TWO HARBORS INVESTMENT-IV	1,174,572	1,054,806
	Ulta Salon	ULTA SALON ULTA BEAUTY INC COMMON	7,010,774	6,067,625
	Ultimate Software	ULTIMATE SOFTWARE GRP COMMON	3,657,214	3,484,500
	Umpqua Holdings	UMPQUA HOLDINGS CORP COMMON	1,106,051	1,023,960
	Union Pacific	UNION PACIFIC CORP COMMON	1,390,650	1,361,566
	United Continental	UNITED CONTINENTAL HOLDINGS INC COMMON	3,920,616	3,721,799
	United Parcel	UNITED PARCEL SERVICES B	2,876,392	3,266,962
	Unitedhealth Group	UNITEDHEALTH GROUP INC COMMON	563,959	3,562,416
	Vail Resorts	VAIL RESORTS COMMON	4,559,765	3,564,966
	Vereit Inc	VEREIT INC COMMON	1,181,860	1,098,598
	Verisk Analytics	VERISK ANALYTICS INC COMMON	2,992,541	4,377,956
	Verizon Communications	VERIZON COMMUNICATIONS INC	12,083,277	13,844,175
	Viewray Inc	VIEWRAY INC COMMON	1,164,945	924,303
	Vmware Inc	VMWARE INC CLASS A COMMON	2,000,593	2,132,372
	Walgreens Boots	WALGREENS BOOTS ALLIANCE COMMON INC	6,417,236	6,084,787
	Webster Financial	WEBSTER FINANCIAL CORP COMMON	1,575,331	1,712,729
	Wells Fargo	WELLS FARGO & CO COMMON	3,208,607	2,893,824
	Welltower Inc	WELLTOWER INC COMMON	2,888,560	2,814,576
	Western Alliance	WESTERN ALLIANCE BANCORP COMMON	2,906,701	2,687,689
	Winstop Inc	WINSTOP INC COMMON	556,262	1,246,185
	Worldpay Inc	WORLDPAY INC COMMON	5,851,432	6,760,692
	Wyndham Worldwide	WYNDHAM WORLDWIDE COMMON	1,166,788	1,003,520
	Xilinx Inc	XILINX INC COMMON	1,983,178	1,829,452
	Zebra Technologies	ZEBRA TECHNOLOGIES CORP CL A	73,218	79,615
	Zendesk Inc	ZENDESK INC COMMON	6,104,522	6,061,725
	Zimmer Biomet	ZIMMER BIOMET HOLDINGS INC COMMON	7,600,276	9,008,051
			1,036,567,502	1,037,555,293
Foreign Stock				
	Carnival	CARNIVAL CORP CORP COMMON	2,278,554	1,919,150
	Nice	NICE SYSTEMS LTD SPONS ADR	4,151,232	3,921,530
	OPPULAR	POPULAR INC	1,962,409	2,641,203
	ICVEO	CIVEO CORP COMMON	4,236,921	812,772
	NEBRIDGE	ENBRIDGE INC	3,981,184	3,972,801
	ONVANTA	NOVANTA INC	1,445,733	1,723,743
	LALERGAN	ALLERGAN PLC COMMON	150,664	106,928
	Agro	AGRO GROUP INTERNATIONAL HOLDINGS LTD	1,329,522	1,447,355
	SASURED	ASSURED GUARANTY LTD	795,702	1,465,167
	Axalta	AXALTA COATING SYSTEMS LTD	10,941,095	9,752,556
	Accenture	ACCENTURE PLC IRELAND PLC CL A COMMON	2,948,775	4,667,431
	RBIGHTSPHERE	BRIGHTSPHERE INVESTMENT GROUP	2,960,361	2,182,191
	EDLPHI	DELPHI TECHNOLOGIES PLC	2,622,172	1,168,097
	Eaton	EATON CORP PLC COMMON	4,389,949	3,680,176
	NESTAR	ENSTAR GROUP LTD	5,609,645	7,579,024
	EHRBALIFE	HERBALIFE NUTRITION LTD	929,921	1,261,530
	CION	ICON PLC	5,263,781	4,780,770
	HIS	IHS MARKIT LTD	3,773,957	5,438,119
	Ingersoll	INGERSOLL-RAND PLC PLC. COMMON	3,196,232	2,890,166
	James	JAMES RIVER GROUP HOLDINGS LTD	2,136,383	2,029,359
	Jazz	JAZZ PHARMACEUTICALS PLC COMMON	4,843,471	4,155,139
	EMDTRONIC	MEDTRONIC PLC COMMON	3,205,647	3,724,812
	Aptiv	APTIV PLC APTIV PLC	2,745,304	2,573,626
	Norwegian	NORWEGIAN CRUISE LINE HLDGS LT LTD COMMON	4,014,854	3,745,157
	SENSATA	SENSATA TECHNOLOGIES HOLDING	8,389,670	9,634,098
	STERIS	STERIS PLC COMMON	4,151,068	3,765,394
	CHUBB	CHUBB LIMITED COMMON	1,975,216	2,054,995
	Checkpoint	CHECKPOINT SOFTWARE TECHNOLOGY COMMON	1,078,424	2,672,595
	Mellanox	MELLANOX TECHNOLOGIES LTD	1,208,051	2,031,067
	Lyondellbasell	LYONDELLBASELL INDUSTRIES NV CL A	2,228,383	2,041,578
	Nxp	NXP SEMICONDUCTORS N V COMMON	8,203,929	7,187,303
			107,148,209	107,025,832
Equity Exchange Traded Funds				
	Vanguard	VANGUARD S&P 500 ETF	21,051,947	20,756,669
Collective Trusts				
	Legal & General	LEGAL & GENERAL S&P 500 COLLECTIVE INVT TR FD CL NL	1,122,806,463	1,118,739,188
	Legal & General	LEGAL & GENERAL MSCI EAFE COLLECTIVE INVT TR FD CL NL	392,240,444	424,841,759
	Genesis	GENESIS EMERGING MARKETS FUND	7,757,907	75,285,263
	TS&W	TS&W INTERNATIONAL LARGE CAP EQUITY TRUST CLASS J	135,200,799	133,843,590
			1,658,005,613	1,752,709,800
Hedge Funds				
	Collins Capital	COLLINS CAPITAL LOW VOLATILITY INSTITUTIONAL FUND LTD	30,493	158,681
	Blackstone	BLACKSTONE MARKET OPPORTUNITIES FUND	604,356	1
	Collins Capital	COLLINS CAPITAL LOW VOLATILITY II OFFSHORE LTD	1	354,484
	City Of London	CITY OF LONDON EMERGING (FREE) MARKETS COUNTRY FUND	75,000,000	63,459,939
	DRZ	DRZ EMERGING MARKETS LP	50,000,000	45,918,773
			125,634,850	109,891,878
Private Equity Funds				
	Neuberger	NB CROSSROADS FUND XVIII	1	2,720,044

BB&T Corporation Pension Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2018

Name of Plan Sponsor: BB&T Corporation
Employer Identification Number: 56-0939887
Three-Digit Plan Number: 001

(a)	(b) Identity of Issue Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date <u>Rate of Interest, Par or Maturity Value</u>	(d)	(e)
			Cost	Current Value
	Carlyle	CARLYLE US GROWTH FUND	123,796	119,588
	Carlyle	CARLYLE PARTNERS V LP	1,056,861	1,677,511
	Neuberger	NB SECONDARY OPPORTUNITIES OFFSHORE FUND	1	74,328
	ADAMS	ADAMS STREET 2015	5,226,797	7,129,555
	PATHWAY	PATHWAY PRIVATE EQUITY FUND	5,687,175	7,664,687
	Five Points	FIVE POINTS SMALL BUYOUT STRATEGIES III LP	4,777,936	5,085,807
	GRE US Property	GRE U.S. PROPERTY FUND L.P.	22,953,870	26,009,581
	VENTURE	VENTURE INVESTMENT ASSOCIATES VIII LP	6,021,253	6,728,076
	PRIVATE	PRIVATE MARKETS VII OFFSHORE INVESTORS LP	2,285,737	2,466,283
	ADAMS	ADAMS STREET 2017 GLOBAL FUND LP	3,093,396	3,199,646
	HIPEP	HIPEP VIII ASSOCIATES L.P.	2,166,597	2,504,626
	Five Points	FIVE POINTS SMALL BUYOUT STRATEGIES IV (A) LP	502,384	326,409
			<u>53,895,804</u>	<u>65,706,141</u>
	<u>Managed Real Estate Funds</u>			
	Blackstone	BLACKSTONE REAL ESTATE PARTNERS VI	136,810	986,434
	Invesco	INVESCO VALUE-ADD	5,766,871	7,658,849
	Invesco	INVESCO CORE REAL ESTATE	20,680,928	25,045,826
	American Core	AMERICAN CORE REALTY FUND	21,358,207	23,890,219
	American Strategic	AMERICAN STRATEGIC VALUE FUND	9,807,935	11,040,949
	Carlyle	CARLYLE PROPERTY INVESTORS	14,595,663	15,269,416
	Clarion	CLARION LION INDUSTRIAL TRUST	14,771,953	16,579,223
			<u>87,118,367</u>	<u>100,470,916</u>
		Total	<u>5,929,029,374</u>	<u>5,942,247,278</u>

* Denotes party-in-interest

BB&T Corporation
Pension Plan

Schedule H, Line 4j – Schedule of Reportable Transactions for the year ended December 31, 2018

(a) and (b) Description of Asset (Include Interest Rate and Maturity in Case of a Loan)	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Series of transactions: **							
BB&T Insured Deposit							
Program for ERISA Accounts	\$ 1,172,169,843	\$ -	\$ -	\$ -	\$ 1,172,169,843	\$ 1,172,169,843	\$ -
BB&T Insured Deposit							
Program for ERISA Accounts	-	1,217,581,412	-	-	1,217,581,412	1,217,581,412	-

** Transaction or series of transactions in excess of 5% of the current value of the Plan's assets as of January 1, 2018 as defined in Section 2520.103-6 in the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2018

Number of Participants and Average Compensation

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	2	701 \$34,772	12							
25-29	4	1,872 \$43,471	553 \$59,244	26 \$49,227						
30-34	6	1,625 \$53,940	1,018 \$65,719	566 \$77,574	15					
35-39	12	1,389 \$65,405	952 \$83,493	935 \$91,588	346 \$94,411	15				
40-44	4	1,174 \$74,973	835 \$88,733	760 \$89,696	546 \$91,467	160 \$84,198	4			
45-49	6	1,141 \$76,301	837 \$87,998	761 \$88,211	633 \$93,046	237 \$94,821	68 \$120,471	2		
50-54	5	993 \$77,407	770 \$92,084	748 \$88,873	611 \$91,184	263 \$97,833	125 \$111,094	79 \$107,767	7	
55-59	6	932 \$77,817	673 \$91,509	710 \$88,904	689 \$86,399	262 \$88,573	108 \$109,467	111 \$106,434	62 \$120,460	8
60-64	4	615 \$73,880	465 \$93,146	500 \$82,997	486 \$83,149	170 \$75,750	70 \$110,800	58 \$97,922	43 \$98,145	34 \$85,248
65-69	2	154 \$78,369	178 \$79,804	157 \$84,735	136 \$95,643	50 \$75,281	19	19	4	13
70+		31 \$39,461	38 \$56,699	55 \$70,520	50 \$74,757	18	6	1		

N-27,755

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

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

Interest Rates for Minimum Funding Purposes	Based on segment rates with a one-month lookback (as of December 2017), each adjusted as needed to fall within the 25-year average interest rate stabilization corridor
1st Segment Rate	3.92%
2nd Segment Rate	5.52%
3rd Segment Rate	6.29%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a one-month lookback (as of December 2017), without regard to interest rate stabilization
1st Segment Rate	1.79%
2nd Segment Rate	3.70%
3rd Segment Rate	4.56%
Salary Increases	
Minimum Funding Target Normal Cost	4.50%
Maximum Tax Expected Benefit Increase	4.50%
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 4.00% per year.
Social Security COLA Increases	3.00%
Optional Payment Form Election Percentage	60% Single Life Annuity 10% Joint and 50% Survivor annuity 20% Joint and 100% Survivor annuity 10% 10-year Certain and Life annuity
Optional Payment Form Conversion Interest Rate	Same as funding interest rates above.
Optional Payment Form Conversion Mortality	Current IRC section 417(e) mortality table.
Retirement Age	
Active Participants	See Table 1a
Terminated Vested Participants	See Table 1b
Mortality Rates	
Healthy and Disabled	2018 static mortality table for annuitants and non- annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Table 2
Disability Rates	See Table 3

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Decrement Timing	Beginning of year decrements
Surviving Spouse Benefit	It is assumed that 70% of males and 70% of females have an eligible spouse, and that males are two years older than their spouses.
Valuation Compensation	Pensionable Earnings
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$220,000 and the IRC section 401(a)(17) compensation limit of \$275,000.
Valuation of Plan Assets	Fair market value
Trust Expenses Included in Target Normal Cost	\$6,070,000. The current year's expenses are assumed to be equal to the prior year's expenses rounded to the nearest \$10,000.
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2018

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 1a

Retirement Rates—Actives

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 1b

Retirement Rates—Terminated Vested

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 2—Page 1 of 4

Withdrawal Rates

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 2—Page 2 of 4
Withdrawal Rates

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 2—Page 3 of 4

Withdrawal Rates

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 2—Page 4 of 4

Withdrawal Rates

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 3

Disability Rates

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

Plan Name	BB&T Corporation Pension Plan
Plan Sponsor EIN	56-0939887
ERISA Plan No.	001
Plan Year End	12/31/2018

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

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

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

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

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

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

Part I Basic Information			
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2018</u>			
2 Assets:			
a Market value.....	2a	6,308,959,234	
b Actuarial value.....	2b	6,308,959,234	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	13,799	1,043,065,812	1,043,065,812
b For terminated vested participants.....	15,138	528,884,016	528,884,016
c For active participants.....	27,755	1,283,808,333	1,393,171,628
d Total.....	56,692	2,855,758,161	2,965,121,456
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions.....	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate.....	5	5.86%	
6 Target normal cost.....	6	121,166,660	

Statement by Enrolled Actuary

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

SIGN HERE	<div style="text-align: center;"> Signature of actuary Eric E. Malacane, EA, ASA Type or print name of actuary Aon Consulting, Inc. Firm name 1100 Reynolds Boulevard Winston - Salem NC 27105 Address of the firm </div>	<div style="text-align: center;"> Date 1707105 Most recent enrollment number 336-728-2233 Telephone number (including area code) </div>
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2018
v. 171027

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

21 Discount rate:				
a Segment rates:	1st segment: 3.92 %	2nd segment: 5.52 %	3rd segment: 6.29 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 1
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) Prior regulation: ☐ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				
Current regulation: ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	121,166,660	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	121,166,660	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	121,166,660	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	167,971,740	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	46,805,080	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

41 If an election was made to use PRA 2010 funding relief for this plan:	
a Schedule elected	☐ 2 plus 7 years ☐ 15 years
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Schedule SB, line 19—Discounted Employer Contributions
Year applied for contributions: 2018

Date	Amount	Days to Discount to 1/1/2018 at 5.86%	Interest Adjusted Contribution
January 9, 2018	\$ 144,000,000	8	\$ 143,820,377
July 18, 2018	<u>24,909,089</u>	198	<u>24,151,363</u>
Total Contribution	\$ 168,909,089		\$ 167,971,740

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

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

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

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

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

Interest Rates for Minimum Funding Purposes	Based on segment rates with a one-month lookback (as of December 2017), each adjusted as needed to fall within the 25-year average interest rate stabilization corridor
1st Segment Rate	3.92%
2nd Segment Rate	5.52%
3rd Segment Rate	6.29%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a one-month lookback (as of December 2017), without regard to interest rate stabilization
1st Segment Rate	1.79%
2nd Segment Rate	3.70%
3rd Segment Rate	4.56%
Salary Increases	
Minimum Funding Target Normal Cost	4.50%
Maximum Tax Expected Benefit Increase	4.50%
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 4.00% per year.
Social Security COLA Increases	3.00%
Optional Payment Form Election Percentage	60% Single Life Annuity 10% Joint and 50% Survivor annuity 20% Joint and 100% Survivor annuity 10% 10-year Certain and Life annuity
Optional Payment Form Conversion Interest Rate	Same as funding interest rates above.
Optional Payment Form Conversion Mortality	Current IRC section 417(e) mortality table.
Retirement Age	
Active Participants	See Table 1a
Terminated Vested Participants	See Table 1b
Mortality Rates	
Healthy and Disabled	2018 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Table 2
Disability Rates	See Table 3

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Decrement Timing	Beginning of year decrements
Surviving Spouse Benefit	It is assumed that 70% of males and 70% of females have an eligible spouse, and that males are two years older than their spouses.
Valuation Compensation	Pensionable Earnings
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$220,000 and the IRC section 401(a)(17) compensation limit of \$275,000.
Valuation of Plan Assets	Fair market value
Trust Expenses Included in Target Normal Cost	\$6,070,000. The current year's expenses are assumed to be equal to the prior year's expenses rounded to the nearest \$10,000.
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2018

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 1a

Retirement Rates—Actives

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 1b

Retirement Rates—Terminated Vested

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 2—Page 1 of 4

Withdrawal Rates

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 2—Page 2 of 4
Withdrawal Rates

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 2—Page 3 of 4

Withdrawal Rates

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 2—Page 4 of 4

Withdrawal Rates

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Table 3
Disability Rates

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Schedule SB, Part V—Summary of Plan Provisions

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

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

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

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

Normal Retirement Date

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

Normal Retirement Benefit

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

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

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

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

Delayed Retirement

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Final Average Compensation

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

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

2018 Covered Compensation

The covered compensation amounts listed below should be used for employees who terminate, die or retire in 2018.

Year of Birth	Covered Compensation Amount	Year of Birth	Covered Compensation Amount
1946	\$64,560	1966	\$112,920
1947	\$67,308	1967	\$114,516
1948	\$69,996	1968	\$116,004
1949	\$72,636	1969	\$117,384
1950	\$75,180	1970	\$118,620
1951	\$77,880	1971	\$119,808
1952	\$80,532	1972	\$120,960
1953	\$83,124	1973	\$122,064
1954	\$85,656	1974	\$123,036
1955	\$90,540	1975	\$123,924
1956	\$92,928	1976	\$124,680
1957	\$95,220	1977	\$125,292
1958	\$97,428	1978	\$125,904
1959	\$99,564	1979	\$126,528
1960	\$101,652	1980	\$127,044
1961	\$103,680	1981	\$127,464
1962	\$105,612	1982	\$127,800
1963	\$107,532	1983	\$128,076
1964	\$109,404	1984	\$128,364
1965	\$111,204	1985	\$128,400

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Accrued Benefit

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

Early Retirement Benefit

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

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

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

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

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Disability Retirement Benefit

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

Death Benefit

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

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

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

Severance Benefit

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

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

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

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

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

Cash Balance Account
Initial Account

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

Pay Credits

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

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

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

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

Interest Credits

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

Annuity Conversion Factor

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

Optional Methods of Settlement

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

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

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

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

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

Plan Minimum Benefit

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

Additional Accrual for Select Employees

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

Amendment or Termination of Plan

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

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

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Plan Changes Since the Prior Year

The funding valuation does not reflect any plan changes.

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

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2018

Number of Participants and Average Compensation

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	2	701 \$34,772	12							
25-29	4	1,872 \$43,471	553 \$59,244	26 \$49,227						
30-34	6	1,625 \$53,940	1,018 \$65,719	566 \$77,574	15					
35-39	12	1,389 \$65,405	952 \$83,493	935 \$91,588	346 \$94,411	15				
40-44	4	1,174 \$74,973	835 \$88,733	760 \$89,696	546 \$91,467	160 \$84,198	4			
45-49	6	1,141 \$76,301	837 \$87,998	761 \$88,211	633 \$93,046	237 \$94,821	68 \$120,471	2		
50-54	5	993 \$77,407	770 \$92,084	748 \$88,873	611 \$91,184	263 \$97,833	125 \$111,094	79 \$107,767	7	
55-59	6	932 \$77,817	673 \$91,509	710 \$88,904	689 \$86,399	262 \$88,573	108 \$109,467	111 \$106,434	62 \$120,460	8
60-64	4	615 \$73,880	465 \$93,146	500 \$82,997	486 \$83,149	170 \$75,750	70 \$110,800	58 \$97,922	43 \$98,145	34 \$85,248
65-69	2	154 \$78,369	178 \$79,804	157 \$84,735	136 \$95,643	50 \$75,281	19	19	4	13
70+		31 \$39,461	38 \$56,699	55 \$70,520	50 \$74,757	18	6	1		

N-27,755

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Schedule SB, line 19—Discounted Employer Contributions
Year applied for contributions: 2018

Date	Amount	Days to Discount to 1/1/2018 at 5.86%	Interest Adjusted Contribution
January 9, 2018	\$ 144,000,000	8	\$ 143,820,377
July 18, 2018	24,909,089	198	24,151,363
Total Contribution	\$ 168,909,089		\$ 167,971,740

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

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

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

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Schedule SB, Part V—Summary of Plan Provisions

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

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

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

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

Normal Retirement Date

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

Normal Retirement Benefit

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

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

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

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

Delayed Retirement

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Final Average Compensation

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

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

2018 Covered Compensation

The covered compensation amounts listed below should be used for employees who terminate, die or retire in 2018.

Year of Birth	Covered Compensation Amount	Year of Birth	Covered Compensation Amount
1946	\$64,560	1966	\$112,920
1947	\$67,308	1967	\$114,516
1948	\$69,996	1968	\$116,004
1949	\$72,636	1969	\$117,384
1950	\$75,180	1970	\$118,620
1951	\$77,880	1971	\$119,808
1952	\$80,532	1972	\$120,960
1953	\$83,124	1973	\$122,064
1954	\$85,656	1974	\$123,036
1955	\$90,540	1975	\$123,924
1956	\$92,928	1976	\$124,680
1957	\$95,220	1977	\$125,292
1958	\$97,428	1978	\$125,904
1959	\$99,564	1979	\$126,528
1960	\$101,652	1980	\$127,044
1961	\$103,680	1981	\$127,464
1962	\$105,612	1982	\$127,800
1963	\$107,532	1983	\$128,076
1964	\$109,404	1984	\$128,364
1965	\$111,204	1985	\$128,400

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Accrued Benefit

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

Early Retirement Benefit

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

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

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

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

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

Disability Retirement Benefit

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

Death Benefit

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

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

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

Severance Benefit

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

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

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

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

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

Cash Balance Account
Initial Account

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

Pay Credits

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

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

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
BB&T Corporation Pension Plan
EIN: 56-0939887 PN: 001

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

Interest Credits

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

Annuity Conversion Factor

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

Optional Methods of Settlement

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

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
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- (6) For employees whose benefits commence prior to age 65, an increased benefit payable to age 65 and a reduced benefit payable after age 65 such that the combined monthly benefit from the Plan and from primary Social Security benefits shall be as level as possible.
- (7) If the present value of a terminated or rehired participant's vested accrued benefit is \$5,000 or less, such present value shall be distributed in a lump sum. Former employees of certain merging companies may be eligible for a lump sum in excess of \$5,000.

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Plan Name	BB&T Corporation Pension Plan
Plan Sponsor EIN	56-0939887
ERISA Plan No.	001
Plan Year End	12/31/2018

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

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