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Pillar 3 Regulatory Capital Disclosures

BB&T Corporation

March 31, 2019

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Glossary of Defined Terms – The following terms may be used throughout this Report:

Term	Definition
ACL	Allowance for credit losses
AFS	Available-for-sale
Agency MBS	Mortgage-backed securities issued by a U.S. government agency or GSE
ALLL	Allowance for loan and lease losses
AOCI	Accumulated other comprehensive income (loss)
BOLI	Bank-owned life insurance
Basel III	Global regulatory standards on bank capital adequacy and liquidity published by the BCBS
BB&T	BB&T Corporation and subsidiaries
BCBS	Basel Committee on Banking Supervision
BHC	Bank holding company
Branch Bank	Branch Banking and Trust Company
CAP	Capital Adequacy Process
CCAR	Comprehensive Capital Analysis and Review
CCP	Central clearing party
CET1	Common equity tier 1
Company	BB&T Corporation and subsidiaries (interchangeable with "BB&T" above)
CRA	Community Reinvestment Act of 1977
CRE	Commercial real estate
CSA	Credit support annex
Dodd-Frank Act	Dodd-Frank Wall Street Reform and Consumer Protection Act
FDIC	Federal Deposit Insurance Corporation
FFELP	Federal Family Education Loan Program
FHC	Financial Holding Company
FRB	Board of Governors of the Federal Reserve System
GAAP	Accounting principles generally accepted in the United States of America
GSE	U.S. government-sponsored enterprise
HTM	Held-to-maturity
HVCRE	High volatility commercial real estate
ISDA	International Swaps and Derivatives Association, Inc.
LHFI	Loans and leases held for investment
MBS	Mortgage-backed securities
MD&A	Management's Discussion and Analysis
MDB	Multilateral development bank
MSR	Mortgage servicing right
NIM	Net interest margin
OTC	Over-the-counter
Parent Company	BB&T Corporation, the parent company of Branch Bank and other subsidiaries
PCI	Purchased credit impaired loans
PSE	Public sector entity
Rule	Capital Adequacy - Basel III Final Rule
RWA	Risk-weighted assets
SFA	Supervisory Formula Approach
SIFMA	Securities Industry and Financial Markets Association
SunTrust	SunTrust Banks, Inc.
SSFA	Simplified Supervisory Formula Approach
U.S.	United States of America
U.S. Treasury	United States Department of the Treasury

Introduction

BB&T is one of the largest FHCs in the U.S., with $227.7 billion in assets and a market capitalization of $35.6 billion as of March 31, 2019. Branch Bank, BB&T's largest subsidiary, was chartered in 1872 and is the oldest bank headquartered in North Carolina. Branch Bank provides a wide range of banking and trust services for retail and commercial clients in its geographic markets, including small and mid-size businesses, corporations, public agencies, local governments and individuals, through more than 1,800 financial centers at March 31, 2019 and its digital platform.

Merger with SunTrust

On February 7, 2019, BB&T entered into an agreement and plan of merger, by and between BB&T and SunTrust Banks, pursuant to which SunTrust will merge with and into BB&T. The merger agreement has been unanimously approved by both companies' Boards of Directors. The merger is expected to close late in the third or fourth quarter of 2019, subject to satisfaction of closing conditions, including receipt of regulatory approvals and approval by the shareholders of each company.

Pillar 3 Report Overview

This report provides information about BB&T's capital structure, capital adequacy, risk exposures, RWA and risk management framework. The regulatory capital framework requires disclosures based on the third pillar of Basel III, which is referred to as Pillar 3, as described in the Rule. The purpose of the Pillar 3 disclosures is to provide information on banking institutions' risk management practices and regulatory capital ratios. This report should be read in conjunction with BB&T's Annual Report on Form 10-K for the year ended December 31, 2018, Quarterly Report on Form 10-Q for the period ended March 31, 2019 and the Consolidated Financial Statements for Bank Holding Companies – FR Y-9C for the period ended March 31, 2019. BB&T's SEC filings are located on its website at bbt.investorroom.com/sec-filings.

The Cross Reference Table located in the Appendix specifies where all disclosures required by the Rule are located.

The disclosures contained herein are on a consolidated basis, unless otherwise noted. These disclosures have not been audited by the Company's external auditors.

Basis of Consolidation

The basis of consolidation used for regulatory reporting is the same as that used under GAAP. There are no entities within BB&T that are deconsolidated for regulatory reporting, or whose capital is deducted.

See "Principles of Consolidation" in "Note 1. Basis of Presentation" in BB&T's Annual Report on Form 10-K for the year ended December 31, 2018 for more information on the basis of consolidation.

Basel III Overview

The Basel framework consists of a three "Pillar" approach:

- Pillar 1 establishes minimum capital requirements, defines eligible capital instruments and prescribes rules for calculating RWA.
- Pillar 2 requires banks to have an internal capital adequacy assessment process and requires that banking supervisors evaluate each bank's overall risk profile as well as its risk management and internal control processes.
- Pillar 3 encourages market discipline through disclosure requirements which allow market participants to assess the risk and capital profiles of banks.

The U.S. capital requirements follow the accord of the BCBS, as amended from time to time. The Company is subject to the capital requirements of Basel III and currently qualifies as a standardized approach banking organization under the FRB's Basel III capital framework rules. The rules stipulate the risk-based capital requirements applicable to BHCs and depository institutions, including BB&T and Branch Bank, and define the components of capital and address other areas affecting banking institutions' regulatory capital ratios. The rules also address risk weights and other items affecting the denominator in banking institutions' regulatory capital ratios.

Institutions with greater than $250 billion in total assets or $10 billion in foreign assets are considered advanced approaches banking organizations, which results in a more complex calculation of RWA that includes an assessment of the impact of operational risk, among other requirements. In addition, advanced approaches institutions have additional reporting requirements and must calculate capital under both the standardized approach and the advanced approaches and use the more conservative result.

In October 2017, the federal banking agencies proposed revisions that would simplify compliance with certain aspects of capital rules for primarily non-advanced approaches banking institutions. The proposed rules simplify application of regulatory capital treatment for mortgage servicing assets, certain deferred tax assets arising from temporary differences, investments in the capital of unconsolidated financial institutions, and capital issued by a consolidated subsidiary of a banking organization and held by third parties, and; revisions to the treatment of certain acquisition, development, or construction exposures. In addition, the federal banking agencies have deferred the final phase-in and increased risk-weighting associated with CET1 deductions indefinitely for non-advanced approaches banks.

In October 2018, the federal banking agencies proposed revisions that would tailor rules for large banking companies based on risk profile. The proposed rules would create five broad categories of firms, with each category having a specific set of tailored regulatory requirements. Based on the proposal, firms with between $250 billion and $700 billion in assets, and less than $75 billion in certain other risk related exposures, would no longer be subject to the advanced approaches calculation of risk-based capital and would also be permitted to opt-out of AOCI capital impact. Should the proposed rule not become final, BB&T would need to comply with the advanced approaches requirements after the pending merger with SunTrust. See "Regulatory Considerations" in BB&T's Annual Report on Form 10-K for the year ended December 31, 2018 for more information.

On December 21, 2018, the banking regulators issued a final rule that would revise the agencies' regulatory capital rules. The rule identifies which allowances under the new current expected credit losses accounting standard would be eligible for inclusion in regulatory capital, provides banking organizations the option to phase in the day-one effects on regulatory capital that may result from the adoption of the new accounting standard over a three year period, and amends certain regulatory disclosure requirements consistent with the new accounting standard. In addition, the FRB announced that covered banking organizations that have adopted the new accounting standard will not include the effect of it on their provisioning for purposes of supervisory stress testing through the 2021 cycle. In addition, BHCs required to perform company-run stress tests as part of CCAR will be required to incorporate CECL into those stress tests starting in the 2020 cycle. However, the FRB will not issue supervisory findings on those firms' allowance estimations in the CCAR exercise through 2021.

Regulatory Capital

Definition of Capital

CET1 capital includes common shareholders' equity less certain deductions for goodwill, intangible assets, MSRs and deferred tax assets that arise from net operating loss and tax credit carry-forwards. BB&T has elected to exclude AOCI, which is an option available to non-advanced approaches banking organizations. Tier 1 capital primarily consists of CET1 capital plus perpetual preferred stock. Tier 2 capital includes Tier 1 capital, qualifying long-term debt and qualifying ALLL.

Components of Capital

A reconciliation of total shareholders' equity to CET1 capital, Tier 1 capital, Tier 2 capital and Total capital is presented in BB&T's March 31, 2019 Form FR Y-9C. Refer to the "Consolidated Balance Sheets" in BB&T's March 31, 2019 Form 10-Q for the components of total shareholders' equity.

Capital in Subsidiaries

At March 31, 2019, the amount of surplus capital of insurance subsidiaries included in regulatory capital was not material.

RWA

RWA represent an institution's assets and off-balance sheet exposures, weighted according to the risk associated with each exposure category. The RWA calculation is used in determining the institution's capital requirement.

Risk-Weight Approaches

Under the Basel III standardized approach, each credit exposure category is assigned to a predefined risk weight classification based upon the risk sensitivity of the position. The predefined risk weight classifications generally range from 0% for U.S. government securities to 600% for certain equity exposures, with a maximum risk weight classification of 1,250% for certain securitization exposures.

For equity exposures to investment funds, BB&T uses the Full Look-Through Approach. Under this approach, RWA are determined by calculating RWA on the underlying exposures held by the fund as if they were held directly by the Company and then multiplying that amount by the Company's proportional ownership share of the fund.

For all other equity exposures, BB&T uses the Simple Risk-Weight Approach, which applies the regulatory prescribed risk weights to the carrying value of each equity exposure.

Market risk

Basel II.5 requires BB&T to attribute market risk regulatory capital for "covered" trading positions. BB&T's covered trading positions are a subset of its overall trading assets and liabilities, as defined by the Market Risk Rule, and consist of portfolios that provide its customers access to derivatives (primarily interest rate swaps), foreign exchange (spot and forward transactions) and securities markets.

Market risk disclosures are available on BB&T's website at bbt.investorroom.com/reg-and-other-disclosures.

Components of RWA

The following table presents total RWA under the Basel III Standardized Transitional Approach at March 31, 2019:

Table 3-1
Basel III Standardized Transitional Approach RWA

(dollars in millions)		March 31, 2019
Credit risk (1):		
Corporate and consumer exposures (2)	$	135,047
Exposure to residential mortgage loans		27,414
Equity exposures		7,622
Exposure to GSEs		5,317
Exposure to PSEs		2,843
Exposure to HVCRE loans		1,728
Securitization exposures		1,009
Exposure to past due loans		542
Exposure to statutory multifamily mortgage		450
Exposure to OTC derivatives		388
Exposure to sovereign entities		186
Exposure to depository institutions, foreign banks and credit unions		160
Unsettled transactions		25
Cleared transactions		15
Total standardized credit risk		182,746
Total standardized market risk		314
Total standardized RWA	$	183,060

(1) BB&T does not have any exposures to supranational entities and MDBs or default fund contributions.
(2) Corporate and consumer exposures also includes other assets.

Capital Adequacy Process

The maintenance of appropriate levels of capital is a management priority and is monitored on a regular basis. The CAP details the internal practices and policies used to determine the amount and composition of capital required to safely and soundly maintain operations.

Refer to the Capital section of the MD&A in BB&T's Annual Report on Form 10-K for the year ended December 31, 2018 for more information regarding the CAP.

Risk Management

Risk management begins with the business units, and as such BB&T has established clear expectations for the business units in regards to the identification, assessing, controlling, reporting and response to current and emerging risks. Risk oversight is defined through a risk framework and managed at the corporate level through policies, risk limits, monitoring and reporting.

Standardized processes are maintained through which senior management reviews risk exposures. Reports provide a review of risk across the identified risk types enterprise-wide and contain the risk measures that enable senior management to identify and evaluate current risks as well as emerging risks.

Capital, liquidity and resolution and recovery planning are overseen by various oversight committees. Regular reporting is provided to the Board of Directors on the assessments of risk, stress test results and governance of the models and tools used for these processes. Various oversight committee working groups manage the execution of the frameworks, models and systems to ensure the risk is within the Company's risk appetite, which is overseen and approved by the Board of Directors.

Loss Aggregation

BB&T has processes for aggregating stress losses across the Company. The Company reports the factors behind qualitative assessments in the forecasts, which are quantified and included with the stress test results to enable effective challenge by oversight functions.

Assessing Capital Resources

BB&T leverages its monthly forecast process to generate semi-annual stress projections for the balance sheet and income statement. Line items are forecasted based on the same sets of macroeconomic data, interest rates, market conditions and/or Company-specific events that represent each scenario. Some forecasts rely on industry-level models with BB&T-specific market share assumptions, when appropriate, while others rely on internal data.

The stress forecasting process relies on a combination of econometric models and other quantitative methods that cover noninterest income, noninterest expense, loans and deposits. BB&T forecasts all significant components of the income statement and balance sheet using quantitative processes. The qualitative processes employed mitigate limitations and challenge assumptions associated with the quantitative models.

Capital Planning and Adequacy Assessment

Through capital planning, BB&T assesses capital actions and other strategic decisions against capital management objectives. The capital planning process is governed by BB&T's Capital Policy and related standards. The Board of Directors and executive management articulate risk values and risk appetite, which support company-wide decision-making. Senior management regularly evaluates the level of current risk against the established risk appetite, which is reported quarterly to various risk oversight committees. This evaluation provides the information required for evaluation of the Company's risk appetite by executive management and the Board of Directors.

Controls Framework

BB&T has established an internal control framework for maintaining the capital adequacy process. The control framework includes controls over all aspects of the CAP. These controls are monitored by management and the Capital Committee provides oversight of the key controls.

BB&T tracks and evaluates the control performance for capital adequacy groups. The reliability of CAP results is continually enhanced by evaluating and improving the internal control framework and governance structure.

Internal assurance functions are able to provide additional forms of effective challenge. Audit Services (BB&T's internal audit function), and the Risk Management Organization (which includes Enterprise Risk Management, Credit Risk Review and Model Risk Management review), enhance and update their assurance coverage regularly. The Risk Management Organization and Audit Services provide independent reviews of the CAP, which are provided to senior management and the Board of Directors.

Board of Directors and Senior Management Oversight

Management regularly provides senior management and the Board of Directors with information regarding different aspects of the CAP framework to provide transparency regarding the CAP processes and assessments of potential weaknesses and limitations in the CAP.

BB&T has developed various policies and standards that describe processes for capital management, and capital adequacy stress testing. The policies also include related standards that cover capital contingency planning, scenario design and stress testing.

The Board of Directors has established capital goals and targets for normal operations and stress capital targets for stress scenarios, and stress test results are compared to the targets. The Board of Directors receives reports on capital adequacy for an array of hypothetical scenarios driven by the stress testing process. The capital plan compares stress testing results against the organization's capital goals. Through review of this information and with consistent internal reporting, the Board of Directors, risk committees and executive management receive the information necessary to make informed decisions about the management of BB&T's capital adequacy.

The Board of Directors meets regularly to provide oversight regarding the management, objectives and goals of the organization with regard to capital adequacy. Stress testing methodologies ensure the information provided captures forecasted losses and capital resources of all material elements of the balance sheet and income statement. These results are provided for the baseline and stress scenarios, enabling the Board of Directors and risk committees to review expected performance against organizational goals and metrics.

CCAR and Stress Test Requirements

Current FRB rules require BB&T to submit an annual capital plan based on pre-defined stress scenarios. BB&T is also required to collect and report certain related data on a quarterly basis to allow the FRB to monitor progress against the annual capital plans. BB&T may pay dividends and repurchase stock only in accordance with a capital plan that has been reviewed by the FRB and as to which the FRB has not objected. A capital distribution can only occur if, after giving effect to the distribution, all minimum regulatory capital ratios will be maintained in a severe stress scenario, including a Basel III CET1 ratio of at least 4.5%. For additional information about Basel III requirements, see Table 19 in BB&T's March 31, 2019 Form 10-Q. On February 5, 2019, the FRB notified banks with less than $250 billion in assets that they will not need to participate in the 2019 supervisory stress test. However, as a result of the pending merger with SunTrust, BB&T is required to submit a joint supervisory stress test and capital plan in May 2019.

The FRB conducts an annual supervisory stress test and previously required that BB&T conduct a separate mid-cycle stress test. The FDIC requires Branch Bank to conduct annual company-run stress tests. BB&T's mid-cycle stress test through 2018 and annual stress test results are available on its website at bbt.investorroom.com/reg-and-other-disclosures.

Capital Ratios

The Rule establishes certain ratio levels for well-capitalized status. In addition to the minimum risk-based capital requirements, all BHCs must hold additional capital, referenced as the capital conservation buffer, to avoid being subject to limits on capital distributions, such as dividend payments, share buybacks, discretionary payments on Tier 1 instruments and certain discretionary bonus payments to executive officers. For additional information about the minimum capital requirements, refer to the Capital section of the MD&A in the March 31, 2019 Form 10-Q.

The following table presents regulatory capital, RWA and risk-based capital ratios under the Basel III Standardized Transitional Approach at March 31, 2019:

Table 3-2
Capital Ratios
March 31, 2019

(dollars in millions)	Branch Bank	BB&T
Regulatory capital:		
CET1 capital	$ 19,977	$ 18,848
Tier 1 capital	19,977	21,899
Total capital	23,462	26,078
RWA	177,225	183,060
Capital ratios:		
CET1	11.3%	10.3%
Tier 1	11.3	12.0
Total	13.2	14.2
Capital conservation buffer	5.2	5.8

As of March 31, 2019, BB&T and Branch Bank qualified as well capitalized, with capital levels in excess of the minimum regulatory capital requirements and company targets.

Capital Conservation Buffer

BB&T and Branch Bank are subject to the capital conservation buffer, which imposes limitations on distributions and discretionary bonuses should capital levels decrease below the required buffer. The required minimum capital conservation buffer is 2.5%.

Credit Risk

Credit risk is the risk to current or anticipated earnings or capital arising from the default, inability, or unwillingness of a borrower, obligor or counterparty to meet the terms of any financial obligation with BB&T or otherwise perform as agreed. Credit risk exists in activities where success depends on the performance of a borrower, obligor, or counterparty. Concentrations of credit risk arise when a number of borrowers, obligors, or counterparties are engaged in similar business activities or activities in the same geographic region, or when they have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic conditions.

BB&T regularly monitors various segments of its credit portfolios to assess potential concentration risks. Senior management is actively involved in the credit approval and review process, and risk acceptance criteria are adjusted as needed to reflect the Company's risk appetite.

The Company categorizes its loan portfolio in four segments: commercial lending, retail lending, revolving credit and PCI. Except with respect to revolving credit and PCI loans, the Company further disaggregates its loans into various classes based on their underlying risk characteristics.

In the commercial portfolio, risk concentrations are evaluated regularly on both an aggregate portfolio level and on an individual customer basis. Management of the commercial exposure is accomplished through portfolio targets, limits and transactional risk acceptance criteria as well as other techniques, including but not limited to, loan syndications/participations, loan sales, collateral, structure, covenants, and other risk-reduction techniques. The accompanying disclosures are presented net of participations sold.

In the retail portfolio, concentrations are evaluated based on purpose, geographic location, and risk characteristics such as credit rating, loan to value ratio, and term, with a focus on trends and concentrations at the portfolio level, where potential risk concentrations can be remedied through changes in underwriting policies and portfolio guidelines.

Maturities

The following tables provide the remaining maturity distribution by category for loans and leases and contractual commitments to extend credit. The contractual amounts of commitments to extend credit represent the maximum exposure to credit loss in the event of default by the borrower if the borrower were to fully draw against the commitment. The Company manages this credit risk using the same credit policies it applies to loans. Management assesses the borrower's credit worthiness to determine the necessary collateral, which may include marketable securities, receivables, inventory, equipment and real estate. Refer to the Lending Activities section of the MD&A in the Company's Annual Report on Form 10-K for the year ended December 31, 2018 for further details.

Table 5-1
Carrying Amount of Loans and Leases by Maturity and Exposure Type
March 31, 2019

(Dollars in millions)	One Year and Less	1 to 5 Years	After 5 Years	Total
Commercial:				
Commercial and industrial	$ 13,069	$ 29,190	$ 19,719	$ 61,978
CRE	2,760	11,494	6,575	20,829
Lease financing	95	1,408	595	2,098
Retail:				
Residential mortgage	19	657	30,896	31,572
Direct	879	3,484	7,101	11,464
Indirect	344	10,607	6,572	17,523
Revolving credit	3,152	—	—	3,152
PCI	45	62	334	441
Total	$ 20,363	$ 56,902	$ 71,792	$ 149,057

The ending and average contract (notional) amounts of unfunded commitments to extend credit and letters of credit, excluding those commitments considered derivatives, are shown below. Average amounts are based upon the simple average of the current and prior quarter ending balances. Since many of the commitments are expected to expire without being drawn, total commitment amounts do not necessarily represent future liquidity requirements. The maturities of residential mortgage loan commitments are based upon the expected maturities of the loans upon funding.

Table 5-2
Unfunded Commitments Maturity by Exposure Type
March 31, 2019

(Dollars in millions)	One Year and Less	1 to 5 Years	After 5 Years	Total (1)	Average Balance
Commercial:					
Commercial and industrial	$ 10,258	$ 26,213	$ 1,331	$ 37,802	$ 37,882
CRE	1,283	4,230	990	6,503	6,212
Lease financing	224	79	—	303	276
Retail:					
Residential mortgage	—	—	1,209	1,209	970
Direct	1,017	4,255	8,919	14,191	14,054
Indirect	—	—	—	—	—
Revolving credit	13,863	—	—	13,863	13,734
PCI	10	24	13	47	48
Total	$ 26,655	$ 34,801	$ 12,462	$ 73,918	$ 73,176
Letters of credit:					
Standby	$ 847	$ 1,375	$ 37	$ 2,259	$ 2,318
Commercial	8	—	—	8	10

(1) Approximately $27.8 billion of the total commitments are unconditionally cancellable for the purposes of calculating regulatory capital.

Geographic Disclosures

For the geographic disclosures contained herein, amounts are assigned to a state based on the physical billing address of the client.

The following tables provide the geographical distribution of commercial and retail credit exposures. The credit exposure includes loans and contractual commitments to extend credit. PCI loans and client derivatives associated with commercial credit exposures have been excluded from these tables. PCI loans amounted to $441 million. Client derivatives associated with commercial credit exposures have a fair value of $175 million.

Table 5-3
Commercial Credit Exposure by Geography
March 31, 2019

				Individually Evaluated for Impairment			
(Dollars in millions)	LHFI	30-89 Days Past Due	Nonperforming	Amount W/O an ALLL	Amount With an ALLL	Related ALLL	Unfunded Commitments
Commercial and industrial:							
North Carolina	$ 10,196	$ 4	$ 66	$ 31	$ 71	$ 10	$ 4,612
Texas	6,018	3	15	5	14	2	4,405
Florida	5,892	3	21	14	8	1	2,951
Virginia	5,208	1	18	4	38	4	3,465
Georgia	4,840	1	12	7	10	1	2,107
Pennsylvania	4,779	3	14	11	13	1	2,233
Maryland	3,088	1	13	5	12	2	1,493
South Carolina	2,626	2	3	—	5	1	1,081
California	1,838	1	1	—	1	—	1,384
Kentucky	1,466	1	2	2	2	1	888
Tennessee	1,359	1	—	—	1	—	880
New York	1,267	2	1	1	1	—	1,168
Ohio	1,178	—	1	—	1	—	1,043
Alabama	1,135	1	1	—	2	—	469
New Jersey	1,128	2	2	1	1	—	897
Other (jurisdictions with LHFI less than $1 billion)	9,960	10	26	9	25	3	8,726
Total commercial and industrial	$ 61,978	$ 36	$ 196	$ 90	$ 205	$ 26	$ 37,802
CRE:							
North Carolina	$ 4,064	$ 1	$ 12	$ 9	$ 16	$ 1	$ 1,517
Florida	2,829	—	1	1	1	—	1,211
Georgia	2,080	—	14	1	25	4	890
Pennsylvania	1,932	1	1	1	2	—	283
Virginia	1,571	—	1	—	3	1	361
Maryland	1,501	—	1	1	—	—	433
Texas	1,010	—	10	—	10	2	475
South Carolina	847	—	—	—	1	—	286
New York	530	—	—	—	—	—	143
Kentucky	510	1	1	—	1	—	49
Other (jurisdictions with LHFI less than $500 million)	3,955	—	34	5	31	13	855
Total CRE	$ 20,829	$ 3	$ 75	$ 18	$ 90	$ 21	$ 6,503
Lease financing	$ 2,098	$ 3	$ 1	$ —	$ 1	$ —	$ 303
Total commercial	$ 84,905	$ 42	$ 272	$ 108	$ 296	$ 47	$ 44,608

Note: Commercial loans that are 90 days or more past due and accruing interest are immaterial.

Table 5-4
Retail Credit Exposure by Geography
March 31, 2019

(Dollars in millions)	LHFI	Accruing: 30-89 Days Past Due	Accruing: 90 or More Days Past Due	Nonperforming	Individually Evaluated for Impairment: Amount W/O an ALLL	Individually Evaluated for Impairment: Amount With an ALLL	Individually Evaluated for Impairment: Related ALLL	Unfunded Commitments
Residential mortgage:								
North Carolina	$ 5,148	$ 81	$ 70	$ 28	$ 18	$ 135	$ 12	$ 217
Florida	4,061	50	51	11	15	108	9	223
Virginia	3,876	58	34	14	15	104	10	69
California	2,672	22	4	1	—	1	—	122
Maryland	2,437	46	39	12	18	83	7	37
Georgia	1,816	35	15	8	12	63	6	91
South Carolina	1,755	25	15	8	7	41	4	61
Texas	1,609	16	16	2	—	19	1	46
Pennsylvania	1,256	31	13	12	25	10	1	16
Other (jurisdictions with LHFI less than $1 billion)	6,942	114	120	25	16	185	16	327
Total residential mortgage	$ 31,572	$ 478	$ 377	$ 121	$ 126	$ 749	$ 66	$ 1,209
Direct:								
North Carolina	$ 2,380	$ 10	$ 1	$ 10	$ 4	$ 9	$ 1	$ 3,925
Pennsylvania	1,716	12	1	14	6	1	—	1,694
Virginia	1,667	7	1	5	3	5	1	2,466
Florida	1,508	8	1	7	6	5	1	1,508
Maryland	801	6	1	4	2	4	1	917
Georgia	731	6	1	3	1	4	1	690
South Carolina	718	3	—	2	1	4	—	1,099
Other (jurisdictions with LHFI less than $500 million)	1,943	15	1	8	3	8	—	1,892
Total direct	$ 11,464	$ 67	$ 7	$ 53	$ 26	$ 40	$ 5	$ 14,191
Indirect:								
North Carolina	$ 4,142	$ 34	$ 2	$ 6	$ 1	$ 21	$ 3	$ —
Texas	1,587	48	—	9	1	65	10	—
Florida	1,319	34	—	9	—	40	6	—
Georgia	841	16	1	6	1	11	3	—
Pennsylvania	835	16	—	3	1	13	2	—
California	705	12	—	3	—	9	2	—
Virginia	675	12	—	3	—	12	2	—
Maryland	519	12	—	2	—	14	2	—
Tennessee	500	6	—	1	—	3	1	—
Other (jurisdictions with LHFI less than $500 million)	6,400	126	2	38	1	136	28	—
Total indirect	$ 17,523	$ 316	$ 5	$ 80	$ 5	$ 324	$ 59	$ —
Total retail	$ 60,559	$ 861	$ 389	$ 254	$ 157	$ 1,113	$ 130	$ 15,400

Table 5-5
Revolving Credit Exposure by Geography
March 31, 2019

		Accruing		Individually Evaluated for Impairment		
March 31, 2019 (Dollars in millions)	LHFI	30-89 Days Past Due	90 or More Days Past Due	Amount With an ALLL	Related ALLL	Unfunded Commitments
North Carolina	$ 914	$ 6	$ 3	$ 8	$ 3	$ 4,044
Virginia	577	5	2	6	2	2,656
Florida	300	3	2	2	1	1,386
South Carolina	259	2	1	2	1	1,134
Georgia	234	3	1	2	1	923
Other (jurisdictions with LHFI less than $200 million)	868	8	5	9	3	3,720
Total revolving credit	$ 3,152	$ 27	$ 14	$ 29	$ 11	$ 13,863

There are no nonperforming revolving credit loans as they are charged-off rather than being reclassified as nonperforming and there are no impaired revolving credit loans without an ALLL.

US Treasury, Agency MBS, and Municipal Securities

The Company's investment securities portfolio includes U.S. Treasury securities, GSE securities, Agency MBS, state and political subdivisions securities, non-agency MBS and other securities. The most important feature management relies on when assessing credit risk for U.S. Treasury securities and Agency MBS is the guarantee of the Federal government or its agencies.

State and political subdivisions securities with issuers located in California totaled $163 million, or 25.8%, of BB&T's state and political subdivisions securities portfolio as of March 31, 2019. No other individual state accounted for more than $100 million of the state and political subdivisions securities portfolio.

Industry Disclosures

The following tables provide industry distribution by major types of commercial credit exposure. The credit exposure includes loans and contractual commitments to extend credit. Industry classification for commercial and industrial loans is based on the North American Industry Classification System. Credit exposures for commercial and industrial loans include dealer-based financing of equipment for small businesses and consumers, commercial equipment finance, insurance premium finance, and full-service commercial mortgage banking. Commercial real estate loans are based on type of property. Credit exposures for lease financing primarily consist of commercial equipment leasing. Client derivatives associated with commercial credit exposures having a fair value of $175 million have been excluded from these tables. Retail credit exposures, revolving credit exposures, and PCI exposures have also been excluded from these tables.

Table 5-6
Commercial Credit Exposure by Industry
March 31, 2019

				Individually Evaluated for Impairment			
(Dollars in millions)	LHFI	30-89 Days Past Due	Nonperforming	Amount W/O an ALLL	Amount With an ALLL	Related ALLL	Unfunded Commitments
Commercial and industrial:							
Manufacturing	$ 6,655	$ 1	$ 16	$ 15	$ 23	$ 3	$ 6,382
Finance and insurance	5,326	—	—	—	—	—	6,858
Retail trade	5,045	1	4	1	7	1	3,276
Health care and social assistance	4,871	2	12	11	8	—	1,332
Public administration	4,024	1	—	—	—	—	183
Wholesale trade	3,002	—	4	1	5	—	3,186
Transportation and warehousing	2,193	3	4	—	4	1	2,045
Educational services	2,128	—	19	19	—	—	502
Real estate and rental and leasing	1,925	2	6	1	5	1	1,197
Professional, scientific, and technical services	1,545	—	3	1	3	1	1,779
Construction	1,453	3	7	3	10	1	2,036
Mining, quarrying, and oil and gas extraction	1,273	—	—	—	—	—	2,408
Utilities	1,212	—	—	—	—	—	1,750
Administrative and support and waste management and remediation services	1,091	3	1	2	1	—	829
Other (industries with LHFI less than $1 billion)	5,650	18	41	16	37	5	2,125
Subtotal	47,393	34	117	70	103	13	35,888
Business owner occupied	14,585	2	79	20	102	13	1,914
Total commercial and industrial	$ 61,978	$ 36	$ 196	$ 90	$ 205	$ 26	$ 37,802
CRE:							
Retail	5,200	1	35	2	38	16	687
Office	4,161	—	13	2	13	3	530
Multi-family	3,537	—	16	7	11	—	2,326
Hotel/motel	3,005	—	—	—	17	—	403
Industrial	2,601	—	6	5	3	—	546
Single family residential - construction	1,418	—	2	1	4	1	1,919
Other (industries with LHFI less than $1 billion)	907	2	3	1	4	1	92
Total CRE	$ 20,829	$ 3	$ 75	$ 18	$ 90	$ 21	$ 6,503
Lease financing	2,098	3	1	—	1	—	303
Total commercial	$ 84,905	$ 42	$ 272	$ 108	$ 296	$ 47	$ 44,608

Counterparty Credit Risk-Related Exposures

Counterparty exposure arises from OTC derivatives, repurchase agreements, extended settlement of securities, securities lending and borrowing and other similar products and activities. The amount of this exposure depends on the value of underlying market factors (e.g. interest rates and foreign exchange rates). The Company reduces its counterparty exposure related to bilateral derivative contracts by centrally clearing eligible derivatives with CCPs as required by Dodd-Frank Act. Certain central clearing counterparties apply payments made or received for changes in exposure as legal settlements, effectively eliminating the market value of cleared derivatives. The derivative clearing houses also create credit risk for BB&T related to initial margin requirements; however, it is mitigated by the use of securities as collateral, capital held by the CCP and mutualization rules that allocate risk among participants in the event of a failure of an exchange member firm.

All other credit exposure is approved either on a transaction level basis, or under credit limits supporting bilateral trades governed by appropriate master trading agreements. The primary element of the credit approval process is a detailed risk assessment of every credit exposure associated with the counterparty. The Company's risk assessment procedures consider both the creditworthiness of the counterparty and the risks related to the specific type of credit facility, product or exposure. BB&T manages the credit risk of its derivative positions by diversifying its positions among various counterparties, entering into master netting arrangements and requiring collateral on a daily basis. Credit exposures are monitored daily for counterparties to assure collateral levels are appropriately sized to cover risk. Credit exposures are also reviewed prior to execution of a trade for any counterparty to ensure it does not exceed the approved credit limit.

For further information on counterparty credit risk, refer to "Note 1. Basis of Presentation" in the Company's Annual Report on Form 10-K for the year ended December 31, 2018 and "Note 16. Derivative Financial Instruments" in the March 31, 2019 Form 10-Q.

Wrong-Way Risk

Wrong-way risk occurs when exposure to a counterparty is adversely correlated with the credit quality of that counterparty. The Company seeks to minimize general wrong-way risk and avoid specific wrong-way risk by policy, counterparty selection and credit risk mitigation.

Collateral

To calculate a counterparty's net risk position for counterparty credit risk, the Company revalues all financial instruments and associated collateral positions on a daily basis. Collateral positions are monitored by dedicated associates to ensure that calls for collateral and exposure reductions are made promptly. Processes exist for the resolution of trades where the level of collateral is disputed or the collateral sought is not received.

Eligible collateral types are documented by a CSA to the ISDA Master Agreement, a SIFMA Master Securities Forward Transaction Agreement or a repurchase agreement and are controlled under the Company's general credit policies. In practice, substantially all of the Company's collateral held as credit risk mitigation under these agreements is either cash or U.S. government securities.

Risk Mitigation

BB&T has certain loans and other assets, totaling approximately $937 million, which have conditional guarantees by the U.S. government. These exposures receive a 20% risk-weight.

The following table summarizes OTC derivative contracts covered by eligible collateral:

Table 7-1
Total Exposure of OTC Derivative Contracts Covered by Eligible Collateral
March 31, 2019

(dollars in millions)	Gross Current Credit Exposure	Potential Future Exposure	Margin Impact	Total Exposure
Interest rate	$ 92	$ 107	$ 8	$ 207
Foreign exchange	3	4	—	7
Total derivative gross credit exposure	95	111	8	214
Amounts subject to master netting arrangements	(44)	—	—	(44)
Collateral held	(50)	—	—	(50)
Net exposure for derivatives covered by eligible collateral	$ 1	$ 111	$ 8	$ 120

Securitizations

The disclosures in this section refer to securitizations held and the regulatory capital on these exposures calculated according to the Rule. A participant in the securitization market is typically an originator, investor or sponsor. The Company's primary securitization-related activity is investing in products created by third parties. Securitization exposures held include agency and non-agency asset-backed securitizations. The majority of the asset-backed securities balance is collateralized by student loans originated under the FFELP with guarantees covering 97%-98% of the underlying loans. The Company is not applying any credit risk mitigation to its securitization exposures and doesn't have exposure as a securitization guarantor. The Company does not have any synthetic securitization exposure and does not currently retain credit risk as a sponsor; therefore, the following tables relate to the Company as an investor.

The Company calculates the regulatory capital requirement for securitization exposures in accordance with the hierarchy of approaches. The Company utilizes the SSFA to determine RWA for its securitization exposures which considers the Company's seniority in the securitization structure and risk factors inherent in the underlying assets.

The following tables present information related to securitization exposures at March 31, 2019:

Table 8-1
Securitizations by Exposure Type
March 31, 2019

(dollars in millions)	On Balance Sheet Exposure (1)	Off Balance Sheet Exposure	Total Exposure
Non-agency MBS	$ 497	$ —	$ 497
Asset-backed securities	34	—	34
Other (2)	3	9	12
Total securitization exposure	$ 534	$ 9	$ 543

(1) Includes AFS securities at fair value and HTM securities at amortized cost.
(2) Includes securitized loans sold with recourse and accrued interest on securitizations.

Table 8-2
Securitizations by Capital Treatment and Underlying Exposure Type
March 31, 2019

(dollars in millions)	Notional/Par Amount	SFA RWA	SSFA RWA
Non-agency MBS			
Securitizations	$ 138	$ —	$ 354
Resecuritizations	560	—	526
Asset-backed securities	33	—	7
Other (1)	12	113	9
Total securitization exposures	$ 743	$ 113	$ 896

(1) Includes securitized loans sold with recourse and accrued interest on securitizations.

Table 8-3
Securitizations by Risk Weight Bands
March 31, 2019

(dollars in millions)	Notional/Par Amount	RWA	Capital impact of RWA (1)
Securitizations:			
Zero to 250% risk weighting	$ 71	$ 69	$ 6
251% to 500% risk weighting	85	222	18
501% to 1250% risk weighting	26	186	15
Resecuritizations:			
Zero to 250% risk weighting	379	176	14
251% to 500% risk weighting	91	183	15
501% to 1250% risk weighting	91	173	14
Total securitization exposures	$ 743	$ 1,009	$ 82

(1) Calculated by multiplying RWA by the minimum total risk-based capital ratio of 8%.

Equity Securities Not Subject to Market Risk Rule

The Company has total equity exposures of approximately $8.3 billion, with $2.4 billion in individual equities and $5.9 billion in equity funds at March 31, 2019. The majority of the individual investments are related to the Company's CRA activities, including tax-advantaged investments. The Company uses the simple risk-weight approach for its individual equity securities. The equity funds consist of BOLI, private equity, pension fund assets, money market and other equity funds. The Company uses the full look-through approach for BOLI assets in separate and hybrid accounts. Investment guidelines specify objectives and constraints for separate and hybrid account BOLI investment funds, including permitted and non-permitted investments, concentration and diversification requirements, credit quality requirements and duration parameters. There were no unrealized gains not recognized through earnings included in Tier 2 capital for the three months ended March 31, 2019.

Non-marketable equity securities are generally recorded either at historical cost or using the equity method. Refer to "Note 1. Basis of Presentation" in the Company's Annual Report on Form 10-K for the year ended December 31, 2018 for accounting policies related to equity investments and the valuation of financial instruments.

At March 31, 2019, the Company held approximately $369 million of exposures in equity funds that relate to the Company's nonqualified defined contribution plan. Because there is an offsetting liability for these investments, there is no impact to earnings or equity from these investments as changes in the fair value of the investments are recorded in income with an offsetting change in personnel expense.

The Company holds equity securities for various purposes. The Company's investments in private equity funds are generally held to realize a potential profit, equity securities in pension plans are held to reduce future pension expense, investments in affordable housing are made to generate tax credits and investments in certain trade organizations are required to realize the benefits of being a member.

Latent revaluation gains/losses are unrealized gains/losses on non-public equity securities which are not recognized in the Company's Consolidated Balance Sheet or Consolidated Statement of Income as the equity securities are carried at cost. At March 31, 2019, latent valuation gains or losses for equity exposures were immaterial.

The following table summarizes the Company's equity securities not subject to the market risk rule:

Table 9-1
Equity Securities Not Subject to Market Risk Rule
March 31, 2019

(dollars in millions)	Exposure (1)	RWA	Capital impact of RWA (2)
20% risk weight	$ 205	$ 41	$ 3
100% risk weight	3,615	3,615	289
Full look-through approach	4,450	3,966	317
Total	$ 8,270	$ 7,622	$ 609
Public	$ 3,533		
Nonpublic	4,737		
Total	$ 8,270		

(1) The difference between the book value and the fair value for equity exposures is less than $1 million.
(2) Calculated by multiplying RWA by the minimum total risk-based capital ratio of 8%.

Forward-Looking Statements

This document contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, regarding the financial condition, results of operations, business plans and the future performance of BB&T that are based on the beliefs and assumptions of the management of BB&T and the information available to management at the time that these disclosures were prepared. Words such as "anticipates," "believes," "estimates," "expects," "forecasts," "intends," "plans," "projects," "may," "will," "should," "could," and other similar expressions are intended to identify these forward-looking statements. Such statements are subject to factors that could cause actual results to differ materially from anticipated results. Such factors include, but are not limited to, the following:

- risks, uncertainties and other factors relating to the merger of SunTrust with and into BB&T, including the ability to obtain regulatory approvals and meet other closing conditions to the merger, including approval of the merger by BB&T shareholders and SunTrust shareholders and delay in closing the merger;
- general economic or business conditions, either nationally or regionally, may be less favorable than expected, resulting in, among other things, slower deposit and/or asset growth, and a deterioration in credit quality and/or a reduced demand for credit, insurance or other services;
- disruptions to the national or global financial markets, including the impact of a downgrade of U.S. government obligations by one of the credit ratings agencies, the economic instability and recessionary conditions in Europe;
- changes in the interest rate environment, including interest rate changes made by the Federal Reserve, the discontinuation of LIBOR as an interest rate benchmark, as well as cash flow reassessments may reduce net interest margin and/or the volumes and values of loans and deposits as well as the value of other financial assets and liabilities;
- competitive pressures among depository and other financial institutions may increase significantly;
- legislative, regulatory or accounting changes, including changes resulting from the adoption and implementation of the Dodd-Frank Act may adversely affect the businesses in which BB&T is engaged;
- local, state or federal taxing authorities may take tax positions that are adverse to BB&T;
- a reduction may occur in BB&T's credit ratings;
- adverse changes may occur in the securities markets;
- competitors of BB&T may have greater financial resources or develop products that enable them to compete more successfully than BB&T and may be subject to different regulatory standards than BB&T;
- cyber security risks could adversely affect BB&T's business and financial performance or reputation, and BB&T could be liable for financial losses incurred by third parties due to breaches of data shared between financial institutions;
- higher-than-expected costs related to information technology infrastructure or a failure to successfully implement future system enhancements could adversely impact BB&T's financial condition and results of operations and could result in significant additional costs to BB&T;
- natural or other disasters, including acts of terrorism, could have an adverse effect on BB&T, materially disrupting BB&T's operations or the ability or willingness of customers to access BB&T's products and services;
- costs related to the integration of the businesses of BB&T and its merger partners may be greater than expected;
- failure to execute on strategic or operational plans, including the ability to successfully complete and/or integrate mergers and acquisitions or fully achieve expected cost savings or revenue growth associated with mergers and acquisitions within the expected time frames could adversely impact financial condition and results of operations;
- significant litigation and regulatory proceedings could have a material adverse effect on BB&T;
- unfavorable resolution of legal proceedings or other claims and regulatory and other governmental investigations or other inquiries could result in negative publicity, protests, fines, penalties, restrictions on BB&T's operations or ability to expand its business and other negative consequences, all of which could cause reputational damage and adversely impact BB&T's financial conditions and results of operations;
- risks resulting from the extensive use of models;
- risk management measures may not be fully effective;
- deposit attrition, customer loss and/or revenue loss following completed mergers/acquisitions may exceed expectations; and
- widespread system outages, caused by the failure of critical internal systems or critical services provided by third parties, could adversely impact BB&T's financial condition and results of operations.

These and other risk factors are more fully described in this report and in BB&T's Annual Report on Form 10-K for the year ended December 31, 2018 under the sections entitled "Item 1A. Risk Factors" and from time to time, in other filings with the SEC. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. Actual results may differ materially from those expressed in or implied by any forward-looking statements. Except to the extent required by applicable law or regulation, BB&T undertakes no obligation to revise or update publicly any forward-looking statements for any reason. Readers should, however, consult any further disclosures of a forward-looking nature BB&T may make in any subsequent Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q or Current Reports on Form 8-K.

Cross Reference Table

Note: References in the following table to Form 10-Q or Form FR Y-9C are to the respective Form for the period ended March 31, 2019. References to Form 10-K are to the Form 10-K for the year ended December 31, 2018.

Disclosure Requirement	Disclosure Location
Table 1 - Scope of Application	
Qualitative:	
(a) The name of the top corporate entity in the group to which subpart D of this part applies.	***Basel Pillar 3 Disclosures:*** Introduction
(b) A brief description of the differences in the basis for consolidating entities for accounting and regulatory purposes, with a description of those entities: (1) That are fully consolidated; (2) That are deconsolidated and deducted from total capital; (3) For which the total capital requirement is deducted; and (4) That are neither consolidated nor deducted (for example, where the investment in the entity is assigned a risk weight in accordance with this subpart).	***Basel Pillar 3 Disclosures:*** Basis of Consolidation The Company does not have a difference in the basis of consolidation for accounting and regulatory purposes.
(c) Any restrictions, or other major impediments, on transfer of funds or total capital within the group.	***Form 10-K:*** Note 14. Regulatory Requirements and Other Restrictions Note 15. Parent Company Financial Information Item 7 - MD&A - Liquidity Item 7 - MD&A - Capital ***Form 10-Q:*** Item 2 - MD&A - Capital ***Basel Pillar 3 Disclosures:*** CCAR and Stress Test Requirements
Quantitative:	
(d) The aggregate amount of surplus capital of insurance subsidiaries included in the total capital of the consolidated group.	***Basel Pillar 3 Disclosures:*** Capital in Subsidiaries
(e) The aggregate amount by which actual total capital is less than the minimum total capital requirement in all subsidiaries, with total capital requirements and the name(s) of the subsidiaries with such deficiencies.	Not applicable. Actual total capital is greater than the minimum total capital requirement.
Table 2 - Capital Structure	
Qualitative:	
(a) Summary information on the terms and conditions of the main features of all regulatory capital instruments.	***Form 10-K:*** Note 9. Shareholders' Equity ***Form 10-Q:*** Note 9. Long-Term Debt
Quantitative:	
(b) The amount of common equity tier 1 capital, with separate disclosure of: (1) Common stock and related surplus; (2) Retained earnings; (3) Common equity minority interest; (4) AOCI; and (5) Regulatory adjustments and deductions made to common equity tier 1 capital.	***Form FR Y-9C:*** Schedule HC-R ***Form 10-Q:*** Consolidated Balance Sheet
(c) The amount of tier 1 capital, with separate disclosure of: (1) Additional tier 1 capital elements, including additional tier 1 capital instruments and tier 1 minority interest not included in common equity tier 1 capital; and (2) Regulatory adjustments and deductions made to tier 1 capital.	***Form FR Y-9C:*** Schedule HC-R

Disclosure Requirement	Disclosure Location
(d) The amount of total capital, with separate disclosure of: (1) Tier 2 capital elements, including tier 2 capital instruments and total capital minority interest not included in tier 1 capital; and (2) Regulatory adjustments and deductions made to total capital.	***Form FR Y-9C:*** Schedule HC-R
Table 3 - Capital Adequacy	
Qualitative:	
(a) A summary discussion of the FDIC-supervised institution's approach to assessing the adequacy of its capital to support current and future activities.	***Form 10-K:*** Item 7 - MD&A - Capital ***Form 10-Q:*** Item 2 - MD&A - Capital
Quantitative:	
(b) Risk-weighted assets for: (1) Exposures to sovereign entities; (2) Exposures to certain supranational entities and MDBs; (3) Exposures to depository institutions, foreign banks, and credit unions; (4) Exposures to PSEs; (5) Corporate exposures; (6) Residential mortgage exposures; (7) Statutory multifamily mortgages and pre-sold construction loans; (8) HVCRE loans; (9) Past due loans; (10) Other assets; (11) Cleared transactions; (12) Default fund contributions; (13) Unsettled transactions; (14) Securitization exposures; and (15) Equity exposures.	***Basel Pillar 3 Disclosures:*** Table 3-1
(c) Standardized market risk-weighted assets as calculated under subpart F of this part.	***Basel Pillar 3 Disclosures:*** Table 3-1
(d) Common equity tier 1, tier 1 and total risk-based capital ratios: (1) For the top consolidated group; and (2) For each depository institution subsidiary.	***Basel Pillar 3 Disclosures:*** Table 3-2
(e) Total standardized risk-weighted assets.	***Basel Pillar 3 Disclosures:*** Table 3-1
Table 4 - Capital Conservation Buffer	
Qualitative:	
(a) At least quarterly, the FDIC-supervised institution must calculate and publicly disclose the capital conservation buffer as described under § 324.11.	***Form FR Y-9C:*** Schedule HC-R
(b) At least quarterly, the FDIC-supervised institution must calculate and publicly disclose the eligible retained income of the FDIC-supervised institution, as described under § 324.11.	***Form FR Y-9C:*** Schedule HC-R
(c) At least quarterly, the FDIC-supervised institution must calculate and publicly disclose any limitations it has on distributions and discretionary bonus payments resulting from the capital conservation buffer framework described under § 324.11, including the maximum payout amount for the quarter.	***Form FR Y-9C:*** Schedule HC-R

Disclosure Requirement	Disclosure Location
General Qualitative Disclosure	
For each separate risk area described in Tables 5 through 10, the FDIC-supervised institution must describe its risk management objectives and policies, including: strategies and processes; the structure and organization of the relevant risk management function; the scope and nature of risk reporting and/or measurement systems; policies for hedging and/or mitigating risk and strategies and processes for monitoring the continuing effectiveness of hedges/mitigants.	See the references to the qualitative disclosures below for each respective Pillar 3 table for the location of these disclosures for each risk area. In addition, see the Corporate Governance section at bbt.com.
Table 5 - Credit Risk: General Disclosures	
Qualitative:	
(a) The general qualitative disclosure requirement with respect to credit risk (excluding counterparty credit risk disclosed in accordance with Table 6 to § 324.63), including: (1) Policy for determining past due or delinquency status; (2) Policy for placing loans on nonaccrual; (3) Policy for returning loans to accrual status; (4) Definition of and policy for identifying impaired loans (for financial accounting purposes); (5) Description of the methodology that the entity uses to estimate its allowance for loan and lease losses, including statistical methods used where applicable; (6) Policy for charging-off uncollectible amounts; and (7) Discussion of the FDIC-supervised institution's credit risk management policy.	***Form 10-K:*** Note 1. Summary of Significant Accounting Policies - Originated loans and leases - NPAs - ACL Item 7 - MD&A - Lending activities - Risk Management ***Basel Pillar 3 Disclosures:*** Credit Risk
Quantitative:	
(b) Total credit risk exposures and average credit risk exposures, after accounting offsets in accordance with GAAP, without taking into account the effects of credit risk mitigation techniques (for example, collateral and netting not permitted under GAAP), over the period categorized by major types of credit exposure. For example, FDIC-supervised institutions could use categories similar to that used for financial statement purposes. Such categories might include, for instance: (1) Loans, off-balance sheet commitments, and other non-derivative off-balance sheet exposures; (2) Debt securities; and (3) OTC derivatives.	***Form 10-Q:*** Consolidated Balance Sheet Note 3. Securities Note 4. Loans and ACL Note 14. Commitments and Contingencies Note 15. Fair Value Disclosures Note 16. Derivative Financial Instruments Item 2 - MD&A - Table 1 Item 2 - MD&A - Table 7 ***Basel Pillar 3 Disclosures:*** Table 5-1 Table 5-2
(c) Geographic distribution of exposures, categorized in significant areas by major types of credit exposure.	***Basel Pillar 3 Disclosures:*** Geographic Disclosures Table 5-3 Table 5-4 Table 5-5 US Treasury, Agency, and Municipal Securities Counterparty Credit Risk Related Disclosures
(d) Industry or counterparty type distribution of exposures, categorized by major types of credit exposure.	***Basel Pillar 3 Disclosures:*** Table 5-12 Counterparty Credit Risk Related Disclosures

Disclosure Requirement	Disclosure Location
(e) By major industry or counterparty type: (1) Amount of impaired loans for which there was a related allowance under GAAP; (2) Amount of impaired loans for which there was no related allowance under GAAP; (3) Amount of loans past due 90 days and on nonaccrual; (4) Amount of loans past due 90 days and still accruing; (5) The balance in the allowance for loan and lease losses at the end of each period, disaggregated on the basis of the entity's impairment method. To disaggregate the information required on the basis of impairment methodology, an entity shall separately disclose the amounts based on the requirements in GAAP; and (6) Charge-offs during the period.	***Form 10-Q:*** Note 4. Loans and ACL ***Basel Pillar 3 Disclosures:*** Industry Disclosures Table 5-13 Table 5-14
(f) Amount of impaired loans and, if available, the amount of past due loans categorized by significant geographic areas including, if practical, the amounts of allowances related to each geographical area, further categorized as required by GAAP.	***Basel Pillar 3 Disclosures:*** Table 5-6 Table 5-7 Table 5-8 Table 5-9 Table 5-10 Table 5-11
(g) Reconciliation of changes in ALLL.	***Form 10-Q;*** Note 4. Loans and ACL
(h) Remaining contractual maturity breakdown (for example, one year or less) of the whole portfolio, categorized by credit exposure.	***Basel Pillar 3 Disclosures:*** Table 5-1 Table 5-2
Table 6 - Credit Risk: General Disclosure for Counterparty Credit Risk-Related Exposures	
Qualitative:	
(a) The general qualitative disclosure requirement with respect to OTC derivatives, eligible margin loans, and repo-style transactions, including a discussion of: (1) The methodology used to assign credit limits for counterparty credit exposures; (2) Policies for securing collateral, valuing and managing collateral, and establishing credit reserves; (3) The primary types of collateral taken; and (4) The impact of the amount of collateral the FDIC-supervised institution would have to provide given a deterioration in the FDIC-supervised institution's own creditworthiness.	***Form 10-K:*** Note 17. Derivative Financial Instruments Item 7 - MD&A - Risk Management ***Form 10-Q:*** Note 16. Derivative Financial Instruments ***Basel Pillar 3 Disclosures:*** Counterparty Credit Risk-Related Exposures BB&T's exposure to repo-style transactions is not material.
Quantitative:	
(b) Gross positive fair value of contracts, collateral held (including type, for example, cash, government securities), and net unsecured credit exposure. An FDIC-supervised institution also must disclose the notional value of credit derivative hedges purchased for counterparty credit risk protection and the distribution of current credit exposure by exposure type.	***Form 10-Q:*** Note 16. Derivative Financial Instruments BB&T does not currently have material credit derivatives.
(c) Notional amount of purchased and sold credit derivatives, segregated between use for the FDIC-supervised institution's own credit portfolio and in its intermediation activities, including the distribution of the credit derivative products used, categorized further by protection bought and sold within each product group.	BB&T did not have material purchases or sales of credit derivatives.

Disclosure Requirement	Disclosure Location
Table 7 - Credit Risk Mitigation	
Qualitative:	
(a) The general qualitative disclosure requirement with respect to credit risk mitigation, including: (1) Policies and processes for collateral valuation and management; (2) A description of the main types of collateral taken by the FDIC-supervised institution; (3) The main types of guarantors/credit derivative counterparties and their creditworthiness; and (4) Information about (market or credit) risk concentrations with respect to credit risk mitigation.	***Form 10-K:*** Note 1. Summary of Significant Accounting Policies - Originated loans and leases - TDRs - NPAs - ACL - Commercial Note 13. Commitments and Contingencies Note 16. Fair Value Disclosures - Contractual commitments Note 17. Derivative Financial Instruments - Dealer Counterparties Item 7 - MD&A - Risk Management - Risk Management - Credit risk - Risk Management - Market risk - Lending Activities - Critical Accounting Policies - Derivative Assets and Liabilities Item 1A - Risk Factors - Credit Risk Item 1A - Risk Factors - Market Risk
Quantitative:	
(b) For each separately disclosed credit risk portfolio, the total exposure that is covered by eligible financial collateral, and after the application of haircuts.	***Basel Pillar 3 Disclosures:*** Table 7-1
(c) For each separately disclosed portfolio, the total exposure that is covered by guarantees/credit derivatives and the risk-weighted asset amount associated with that exposure.	***Basel Pillar 3 Disclosures:*** Risk Mitigation
Table 8 - Securitization	
Qualitative:	
(a) The general qualitative disclosure requirement with respect to a securitization (including synthetic securitizations), including a discussion of: (1) The FDIC-supervised institution's objectives for securitizing assets, including the extent to which these activities transfer credit risk of the underlying exposures away from the FDIC-supervised institution to other entities and including the type of risks assumed and retained with resecuritization activity; (2) The nature of the risks (e.g. liquidity risk) inherent in the securitized assets; (3) The roles played by the FDIC-supervised institution in the securitization process and an indication of the extent of the FDIC-supervised institution's involvement in each of them; (4) The processes in place to monitor changes in the credit and market risk of securitization exposures including how those processes differ for resecuritization exposures; (5) The FDIC-supervised institution's policy for mitigating the credit risk retained through securitization and resecuritization exposures; and (6) The risk-based capital approaches that the FDIC-supervised institution follows for its securitization exposures including the type of securitization exposure to which each approach applies.	***Basel Pillar 3 Disclosures:*** Securitizations ***Form 10-K:*** Note 1. Summary of Significant Accounting Policies Item 7 - MD&A - Risk Management

Disclosure Requirement	Disclosure Location
(b) A list of: (1) The type of securitization SPEs that the FDIC-supervised institution, as sponsor, uses to securitize third-party exposures. The FDIC-supervised institution must indicate whether it has exposure to these SPEs, either on- or off-balance sheet; and (2) Affiliated entities: (i) That the FDIC-supervised institution manages or advises; and (ii) That invest either in the securitization exposures that the FDIC-supervised institution has securitized or in securitization SPEs that the FDIC-supervised institution sponsors.	Not applicable, BB&T does not currently securitize assets.
(c) Summary of the FDIC-supervised institution's accounting policies for securitization activities, including: (1) Whether the transactions are treated as sales or financings; (2) Recognition of gain-on-sale; (3) Methods and key assumptions applied in valuing retained or purchased interests; (4) Changes in methods and key assumptions from the previous period for valuing retained interests and impact of the changes; (5) Treatment of synthetic securitizations; (6) How exposures intended to be securitized are valued and whether they are recorded under subpart D of this part; and (7) Policies for recognizing liabilities on the balance sheet for arrangements that could require the FDIC-supervised institution to provide financial support for securitized assets.	Not applicable, BB&T does not currently securitize assets.
(d) An explanation of significant changes to any quantitative information since the last reporting period.	***Basel Pillar 3 Disclosures:*** Securitizations
Quantitative:	
(e) The total outstanding exposures securitized by the FDIC-supervised institution in securitizations that meet the operational criteria provided in § 324.41 (categorized into traditional and synthetic securitizations), by exposure type, separately for securitizations of third-party exposures for which the FDIC-supervised institution acts only as sponsor.	Not applicable, BB&T does not currently securitize assets.
(f) For exposures securitized by the FDIC-supervised institution in securitizations that meet the operational criteria in § 324.41: (1) Amount of securitized assets that are impaired/past due categorized by exposure type; and (2) Losses recognized by the FDIC-supervised institution during the current period categorized by exposure type.	Not applicable, BB&T does not currently securitize assets.
(g) The total amount of outstanding exposures intended to be securitized categorized by exposure type.	Not applicable, BB&T does not currently securitize assets.
(h) Aggregate amount of: (1) On-balance sheet securitization exposures retained or purchased categorized by exposure type; and (2) Off-balance sheet securitization exposures categorized by exposure type.	***Basel Pillar 3 Disclosures:*** Table 8-1
(i) (1) Aggregate amount of securitization exposures retained or purchased and the associated capital requirements for these exposures, categorized between securitization and resecuritization exposures, further categorized into a meaningful number of risk weight bands and by risk-based capital approach (e.g., SSFA); and (2) Exposures that have been deducted entirely from tier 1 capital, CEIOs deducted from total capital (as described in § 324.42(a)(1)), and other exposures deducted from total capital should be disclosed separately by exposure type.	***Basel Pillar 3 Disclosures:*** Table 8-2 Table 8-3 BB&T does not have any securitization exposures that have been deducted from capital.
(j) Summary of current year's securitization activity, including the amount of exposures securitized (by exposure type), and recognized gain or loss on sale by exposure type.	Not applicable, BB&T does not currently securitize assets and has not sold any securitizations during the most recent quarter.

Disclosure Requirement	Disclosure Location
(k) Aggregate amount of resecuritization exposures retained or purchased categorized according to: (1) Exposures to which credit risk mitigation is applied and those not applied; and (2) Exposures to guarantors categorized according to guarantor creditworthiness categories or guarantor name.	Not applicable, BB&T does not currently securitize assets.
Table 9 - Equities Not Subject to Subpart F of This Part	
Qualitative:	
(a) The general qualitative disclosure requirement with respect to equity risk for equities not subject to subpart F of this part, including: (1) Differentiation between holdings on which capital gains are expected and those taken under other objectives including for relationship and strategic reasons; and (2) Discussion of important policies covering the valuation of and accounting for equity holdings not subject to subpart F of this part. This includes the accounting techniques and valuation methodologies used, including key assumptions and practices affecting valuation as well as significant changes in these practices.	***Basel Pillar 3 Disclosures:*** Equity Securities Not Subject to Market Risk Rule ***Form 10-K:*** Note 1. Basis of Presentation Note 16. Fair Value Disclosures Item 7 - MD&A - Risk Management
Quantitative:	
(b) Value disclosed on the balance sheet of investments, as well as the fair value of those investments; for securities that are publicly traded, a comparison to publicly-quoted share values where the share price is materially different from fair value.	***Basel Pillar 3 Disclosures:*** Table 9-1
(c) The types and nature of investments, including the amount that is: (1) Publicly traded; and (2) Non publicly traded.	***Basel Pillar 3 Disclosures:*** Table 9-1
(d) The cumulative realized gains (losses) arising from sales and liquidations in the reporting period.	***Basel Pillar 3 Disclosures:*** Equity Securities Not Subject to Market Risk Rule
(e) (1) Total unrealized gains (losses). (2) Total latent revaluation gains (losses). (3) Any amounts of the above included in tier 1 or tier 2 capital.	***Basel Pillar 3 Disclosures:*** Equity Securities Not Subject to Market Risk Rule
(f) Capital requirements categorized by appropriate equity groupings, consistent with the FDIC-supervised institution's methodology, as well as the aggregate amounts and the type of equity investments subject to any supervisory transition regarding regulatory capital requirements.	***Basel Pillar 3 Disclosures:*** Table 9-1
Table 10 - Interest Rate Risk For Non-Trading Activities	
Qualitative:	
(a) The general qualitative disclosure requirement, including the nature of interest rate risk for non-trading activities and key assumptions, including assumptions regarding loan prepayments and behavior of non-maturity deposits, and frequency of measurement of interest rate risk for non-trading activities.	***Form 10-K:*** Item 7 - MD&A - Interest Rate Market Risk (Other than Trading) Item 7 - MD&A - Risk Management ***Form 10-Q:*** Item 2 - MD&A - Interest Rate Market Risk (Other than Trading)
Quantitative:	
(b) The increase (decline) in earnings or economic value (or relevant measure used by management) for upward and downward rate shocks according to management's method for measuring interest rate risk for non-trading activities, categorized by currency (as appropriate).	***Form 10-Q:*** Item 2 - MD&A - Table 16 Item 2 - MD&A - Table 17 Item 2 - MD&A - Table 18