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April 16, 2019

VIA E-APPS

Mr. Adam M. Drimer
Assistant Vice President
Federal Reserve Bank of Richmond
701 East Byrd Street
Richmond, VA 23219

Re: Response to Additional Information Requests on the Application of BB&T Corporation to Acquire by Merger SunTrust Banks, Inc., SunTrust Bank Holding Company and SunTrust Bank

Dear Mr. Drimer:

This relates to the application (the "Application") that BB&T Corporation ("BB&T") submitted to the Board of Governors of the Federal Reserve System (the "Board") and the Federal Reserve Bank of Richmond (together with the Board, the "Federal Reserve"), for prior approval to acquire by merger SunTrust Banks, Inc. ("SunTrust") and its subsidiary bank, SunTrust Bank, pursuant to section 3(a)(3) and (5) of the Bank Holding Company Act, as amended (the "Proposed Transaction"). In particular, this submission responds to the requests for additional information that staff of the Board emailed to me on March 29, 2019 (the "AI Request").

The items (and related text) in the AI Request are repeated in the Appendix in bold type with BB&T's and SunTrust's response following each item. Accompanying this letter and the Appendix are: the Public Exhibits Volume, the Confidential Exhibits Volume I, the Confidential Exhibits Volume II and the Confidential Exhibits Volume III.

Confidential Treatment Request. Confidential treatment is respectfully requested under the federal Freedom of Information Act, 5 U.S.C. § 552 ("FOIA"), and the Board's implementing regulations for the information contained in the Confidential Exhibits Volumes (the "Confidential Materials"). The Confidential Materials include, for example, nonpublic pro forma financial information and information regarding the business strategies and plans of (i) BB&T and its subsidiary bank, Branch Banking and Trust Company ("Branch Bank") and (ii) SunTrust and its subsidiary bank, SunTrust Bank, and other information regarding additional matters of a similar nature, the public disclosure of which would result in substantial competitive harm to these companies and institutions. None of this information is the type of information that would otherwise be made available to the public under any circumstances. All such information, if made public, could result in substantial and irreparable competitive harm to BB&T, Branch Bank, SunTrust and SunTrust Bank. Certain information in the Confidential Materials also includes private financial information of customers of BB&T, SunTrust or their affiliates or confidential supervisory information, both of which are statutorily protected from disclosure. Other exemptions from disclosure may also apply. In addition, potential investors could be influenced or misled by such information, which is not reported in any documents filed or to be filed in accordance with the disclosure requirements of applicable securities laws, as a result of which BB&T or SunTrust could be exposed to potential inadvertent violations of law or exposure to legal claims. Accordingly, confidential treatment is respectfully requested with respect to the Confidential Materials under 5 U.S.C. § 552(b) and the Board's implementing regulations.

Please contact me or Richard K. Kim (212-403-1354) before any public release of any of this information pursuant to a request under FOIA or a request or demand for disclosure by any governmental agency, congressional office or committee, court or grand jury. Such prior notice is necessary so that BB&T, Branch Bank, SunTrust and SunTrust Bank may take appropriate steps to protect such information from disclosure.

If you have any questions about this submission or confidential treatment request, please feel free to contact me.

Sincerely,

Patricia A. Robinson

Enclosures

cc:
Michael J. Dean, Federal Deposit Insurance Corporation
Ray Grace, North Carolina Office of the Commissioner of Banks
Kevin B. Hagler, Georgia Department of Banking and Finance

(by email)
Richard L. Packard, Federal Deposit Insurance Corporation
Patrick D. Brennan, North Carolina Office of the Commissioner of Banks
Oscar B. Fears, III, Georgia Department of Banking and Finance
Murali Ramachandran, Georgia Department of Banking and Finance
Daryl N. Bible, BB&T Corporation and Branch Banking and Trust Company
Robert J. Johnson, Jr., BB&T Corporation and Branch Banking and Trust Company
Lisa B. McDougald, BB&T Corporation and Branch Banking and Trust Company
L. Allison Dukes, SunTrust Banks, Inc. and SunTrust Bank
Ellen M. Fitzsimmons, SunTrust Banks, Inc. and SunTrust Bank
A. Michelle Willis, SunTrust Banks, Inc. and SunTrust Bank
Matthew M. Guest, Wachtell, Lipton, Rosen & Katz
Richard K. Kim, Wachtell, Lipton, Rosen & Katz
Eric M. Feinstein, Wachtell, Lipton, Rosen & Katz
Mitchell S. Eitel, Sullivan & Cromwell LLP
Michael T. Escue, Sullivan & Cromwell LLP
Yael R. Tzipori, Sullivan & Cromwell LLP

APPENDIX

Requests: To the extent the information requested below is not yet available, provide a date by which the requested information is expected to be made available to the [Board].[1]

1. **Provide a detailed workplan for integration planning activities. The workplan should identify workstreams, participants, inputs, milestones and decision points. Where appropriate, highlight the involvement of risk and compliance professionals in the integration planning process.**

   BB&T and SunTrust have established the Strategic Transformation Office (the "STO") for the integration planning and execution activities related to the Proposed Transaction. The BB&T and SunTrust integration team (the "Integration Team") is represented by leaders from both organizations who have successfully executed numerous integrations. As depicted in the document in Confidential Exhibit B, the integration activities are currently in the assessment phase. The STO has established 60 work streams and sub-work streams, all with defined roles and responsibilities and appropriate risk oversight support. Over the next several months, the Integration Team will develop the high-level milestones and detailed, integrated project plan for effective implementation of a successful merger of the two organizations.

2. **On page 77 of the [Application], BB&T states that the combined institution does not intend to discontinue any products or services offered by either BB&T or SunTrust. Please indicate whether there will be any changes in the terms or provision of the products and services currently provided, including fees.**

   BB&T and SunTrust currently do not anticipate discontinuing any products or services offered by BB&T or SunTrust, or making changes in the terms or provisions of such products and services (including fees), as a result of the Proposed Transaction. An integration planning project currently underway involves the mapping and comparison of the two companies' products and services to identify similarities and differences in the scope and terms of their respective products and services. The parties, however, will not have access to certain information, such as nonpublic pricing, until after consummation of the Proposed Transaction. Immediately post-merger, work will focus on ensuring that product and service terms and offerings are equally available to legacy customers of BB&T and Branch Bank and legacy customers of SunTrust and SunTrust Bank. To the extent that changes to the terms of a product or service are required, the combined company will comply with all customer disclosure requirements under applicable law and regulation.

   BB&T and SunTrust, like all other banking organizations, regularly evaluate their product and service offerings, including selection, scope and terms, to ensure that they are meeting the needs of customers and the communities or broader markets in which they operate, and they make adjustments when appropriate. This practice will continue at

[1] **This is Board staff's first additional information request for this application. Board staff anticipates the need for additional information requests as it continues to review the application.**

the combined company after consummation of the Proposed Transaction. As noted in the Memorandum on Competitive Considerations that accompanied the Application, BB&T and SunTrust fully expect robust competition to continue in each market in which the combined company will operate. Such strong competitive forces will be among the many factors involved in evaluating product and service offerings and their terms, as currently is the case at BB&T and SunTrust, and their competitors.

3. On page 94 of the Application, BB&T states that it expects that the combined bank will consolidate or close some branches due to branch network overlap, but that neither bank anticipates being in a position to make decisions about consolidations or closures until after consummation. Understanding that no decisions have been made about closures or consolidations, provide the following information:

a. to the extent branches have been identified for possible closure or consolidation:[2]

i. the location of each such branch;

ii. in the case of consolidations, the distance between the associated receiving branch and the closed branch; and

iii. for each such branch located in low- and moderate-income ("LMI") or minority tracts, a description of efforts contemplated to mitigate the potential impact of these closures and/or consolidations;

b. explanations of the criteria being considered in branch closure/consolidation deliberations and the anticipated effects of the changes in branch structure on LMI and minority communities; and

c. a copy of the branch closure and consolidation policy that would govern any closures or consolidations for the combined bank.

Overview

To date, no definitive decisions have been made regarding the identification of specific branches to be closed or consolidated as a result of the Proposed Transaction. Unrelated to the Proposed Transaction, both BB&T and SunTrust, in the normal course of managing branch operations, had scheduled certain branch actions which were in progress when the companies signed the merger agreement. These planned actions are proceeding in accordance with applicable regulatory requirements and were disclosed in a confidential exhibit to the Application. It also should be noted that both institutions currently increase the number of branches where opportunities exist to expand service support, including new branches within LMI and/or minority geographies. This activity is expected to continue as the combined company seeks to serve more clients and geographies.

In connection with BB&T's due diligence preparation for the initial merger announcement, the investment firm RBC Capital Markets, LLC performed a high-

[2] When identifying any branch being considered for "closure" or "consolidation," please use these terms in accordance with the guidance provided in the revised joint policy statement by the banking agencies regarding branch closings. Joint Policy Statement on Branch Closings, 64 Fed. Reg. 34,844 (June 29, 1999).

level overlap analysis using publicly available information. This analysis identified 740 locations where branches of each bank are within a two-mile radius of branches of the other, for the purposes of highlighting areas of overlapping network coverage that could potentially be optimized for efficiency as a result of the Proposed Transaction. After the initial announcement, having to rely largely on publicly available information regarding overlapping branch locations, Branch Bank performed a slightly more refined analysis that applied a drive-time distance instead of a radial distance and determined that an approximately similar number of Branch Bank and SunTrust Bank branches within the combined branch network overlap are within an eight-minute drive-time distance (with an average of a 3.7-minute drive-time distance). However, the preliminary analyses are incomplete due to the limitations on the exchange of nonpublic branch distribution information. Therefore, the analyses did not incorporate critical factors, such as fair banking considerations, Community Reinvestment Act ("CRA") compliance, in-depth market analysis, branch performance records and other similar criteria in making specific branch action decisions.

Branch Bank and SunTrust Bank are considering engaging an experienced consulting firm to conduct an analysis of the banks' respective branch networks and make initial recommendations for branch consolidations and closures. If engaged, a legally appropriate, "clean room" process would be established to protect against the banks accessing each other's competitively sensitive material. The consulting firm would be engaged to perform extensive market, branch and customer analysis to help inform opportunities for the best optimization, efficiency and performance, including in meeting customers' needs, as a future combined bank. Upon receipt of the consultant's preliminary analysis and recommendations report, Branch Bank and SunTrust Bank would then validate the report using their respective systems, data and processes.

Among the most critical aspects of this analytic work will be consideration of fair banking- and CRA-related impacts (discussed in more detail below), potential capacity of nearby branches, lease terms and use restrictions, market factors, condition of facilities, branch performance, accessibility to financial services and financial modeling for safety and soundness. Ultimately, executive management of the combined company will need to review and approve any proposals for branch consolidations and closures of the combined company.

Robust Fair Banking Assessment Process by BB&T and SunTrust

Both Branch Bank and SunTrust Bank apply rigorous and extensive processes for fair banking and CRA analysis with respect to any potential branch consolidation or closure. Both banks have demonstrated records of incorporating rigorous and comprehensive analysis in considering potential branch consolidations and closures.

As noted, before a decision is made to consolidate or close branches at either Branch Bank or SunTrust Bank, each bank conducts a thorough analysis of a variety of factors and data points. Both banks have established processes to carefully consider the impacts of branch closings on communities and customers, and ensure that decisions are made considering all the relevant factors, including the interests of both the local community and bank. For example, both banks utilize multi-phased approaches that involve reviews and considerations by key stakeholders and compliance officials, and is subject to risk management oversight. The comprehensive reviews performed by both Branch Bank and SunTrust Bank (i) assess the potential impact from a fair banking perspective, (ii) identify potential redlining concerns and CRA performance risks related to services or distribution, (iii) monitor and identify potential gaps in continued access to financial services for potentially impacted communities, and (iv) evaluate the business justification, such as branch performance, branch redundancy, branch capacity, facility conditions and any other key factors identified by the business segment.

In their respective CRA and fair banking review processes, both Branch Bank and SunTrust Bank conduct in-depth analyses of all potential branch consolidation and closure actions that could potentially impact LMI and/or minority communities. Both banks utilize data analytics and mapping technology to create full pictures of the potential community impact. Using this information, both banks engage in review processes to assess the following considerations:

- Credit needs of the community – Evaluation of the community's credit needs with particular emphasis on potentially underserved markets, LMI and/or minority populations in proximity to the location proposed to be consolidated or closed.

- Distribution analysis – Detailed comparison of the distribution of branches within LMI and minority tracts in the identified assessment area as compared to the distribution of the bank's peers or with regard to market coverage both before and after the proposed consolidations or closures.

- Availability of banking services – Evaluation of the proximity of nearby branches of the bank and how effectively the remaining branches could serve the impacted community should the proposed branch consolidation or closure occur. Evaluation of the availability of banking services offered by all financial institutions in the area, such as the number of depository institutions operating in the area, the market share of those institutions and the proximity of their branches to the potentially impacted community.

- Accessibility of branches and banking services – Consideration of any other factors that might affect the ability of members of the LMI, minority and/or rural community to actually access available banking services in the area. This part of the assessment reviews the economic status of the area, availability of public transportation and whether any geographic barriers could inhibit access.

- Redlining or fair lending risk – Determination as to whether the assessment areas of any proposed branch closures have been identified as an elevated risk for potential redlining concerns or other CRA performance factors, such as lending performance.

- Access to alternative delivery systems – Assessment of the impacted community's access to and/or use of alternative delivery systems, such as traditional ATMs, interactive ATMs (ITMs), toll-free phone services or mobile banking. Both banks offer digital and mobile banking platforms that allow customers to conduct a wide variety of banking services using their computer or mobile phone. Via the mobile applications, customers can check balances, transfer funds, pay bills and make mobile deposits by taking a photo of the check.

- Community development team feedback – Consultation with the bank's in-market community development team for the potentially impacted area to gather feedback informed by knowledge of the specific community at issue and interactions with community leaders. Information gathered is wide-ranging and includes the historical context around community concerns.

After giving careful consideration to all of the above factors in accordance with their respective review processes, Branch Bank or SunTrust Bank may determine that it is preferable to explore alternative ways to achieve efficiency while still meeting the needs of the community, such as optimization of services offered and hours of operation of branches.

4. As provided in BB&T's Form of Divestiture Commitments in Public Exhibit 16 to the Application ("Divestiture Commitments"), BB&T has indicated that it will seek to exclude from the proposed divestitures certain items that will be listed in Appendix B. When available, provide a copy of Appendix B. In addition, provide a detailed rationale explaining why BB&T is seeking to exclude these items.

The reference to Appendix B in the Form of Divestiture Commitments in the Application was intended to note that a minimal amount of exceptions for certain categories of accounts could be warranted, such as in the divestiture commitments provided in connection with the acquisition of FirstMerit Corporation by Huntington Bancshares Incorporated in 2016, which the Federal Reserve approved (the "Huntington Divestiture Commitments"). In that transaction as in other transactions involving branches to be divested ("Divestiture Branches"), the U.S. Department of Justice (the "DOJ") requires the divesting party to conduct a "householding" exercise whereby the relevant bank's deposit accounts and loans of retail, small business and core business customers are allocated to the Divestiture Branches (the "Householding Methodology").[3] Applying the

[3] As noted in the Huntington Divestiture Commitments, the Householding Methodology allocated FirstMerit Bank, N.A.'s retail, small business and core business customers to the Divestiture Branches but excluded private wealth, government and commercial customers (as those terms were defined in the Huntington Divestiture Commitments). The initial allocation generally is based on the zip code of the accountholder.

Householding Methodology revealed that certain types of accounts were not appropriate for such allocation because they were (i) specialized accounts that were not branch-based and, instead, were handled and administered by a centralized or regionalized business line group (such as government accounts with public deposits, private wealth accounts and corporate accounts[4]), (ii) accounts that were subject to legal transfer restrictions or (iii) accounts of the bank's employees who worked at other locations. For example, the exceptions in the Appendix B to the Huntington Divestiture Commitments included: (1) IRA or Keogh deposit accounts that the purchaser was unable to retain on the closing date; (2) deposit or loan accounts that were not transferable pursuant to a contract or applicable law or regulation; (3) accounts of employees of FirstMerit Bank or its subsidiaries who were employed at any location other than the Divestiture Branch, or accounts of FirstMerit or its subsidiaries; (4) accounts of customers in overdraft status for more than 30 consecutive calendar days prior to the closing to the divestiture transaction; and (5) any loans associated with the foregoing. In BB&T's commitments to divest certain branches of Susquehanna Bank that it acquired when it merged with Susquehanna Bancshares, Inc. in 2015, the relevant excluded accounts included accounts in categories (2) and (3) in the foregoing, as well as any loans in a securitization vehicle.

Therefore, the appropriate exclusions in a given divestiture transaction depends on the Householding Methodology approved by the DOJ and the resulting accounts that are initially allocated to the Divestiture Branches. In any event, BB&T and SunTrust expect that the exclusions to be proposed in the divestiture commitments to the Board would represent a small amount and percentage of the total number and amount of accounts initially allocated to any Divestiture Branch under the Householding Methodology that is approved by the DOJ. Accordingly, BB&T and SunTrust plan to review with Federal Reserve staff the categories of accounts to be proposed for exclusion in Appendix B once the Householding Methodology is applied and the categories of relevant accounts for exclusion can be identified based on the actual account relationships of the customers who are initially allocated to the Divestiture Branches.

5. **BB&T's draft Divestiture Commitments do not require BB&T to consult with the Federal Reserve System prior to divestiture of the branches if the aggregate amount of the deposits at the branches it is seeking to divest has decreased or is reasonably likely to decrease by more than 10 percent at the time of divestiture from the amount set forth in Appendix A. Explain why BB&T has not included this consultation requirement in its proposed draft Divestiture Commitments, or provide a revised copy of the Divestiture Commitments that includes such a consultation requirement.**

The draft Divestiture Commitments were intended to share with the public the major provisions of a standard form of divestiture commitments. In reviewing divestiture commitments that the Board has required in various prior transactions, the consultation provision for any decreases in the amount of deposits by 10% did not appear to be uniformly included in such commitments. BB&T and SunTrust have no objection to including such a provision in the final Divestiture Commitments and will include such a

[4] Corporate accounts generally are accounts of businesses with annual revenues of $10 million or more.

provision. As noted in the Application, BB&T will submit executed Divestiture Commitments “in the form acceptable to the Federal Reserve.”

6. **Provide an update on BB&T’s community meetings, as discussed on page 6 of the Application. Discuss any specific requests made by members of the community or community organizations, as well as any commitments made by BB&T. Describe how BB&T will consider information gathered in these meetings when developing community development goals.**

Branch Bank and SunTrust Bank are working in partnership with various community groups to host a series of listening sessions in select markets across their combined footprint. Listening sessions have already been held in Winston-Salem (March 4), Philadelphia (March 25), Baltimore (April 3) and Richmond (April 9); additional listening sessions are scheduled for Ft. Lauderdale (April 17) and Atlanta (April 18). Senior executive management team members from BB&T and SunTrust have attended each of these listening sessions.

The purpose of the listening sessions is to enable BB&T and SunTrust to best understand communities’ needs and concerns, including about how the Proposed Transaction will affect the strong community reinvestment track records of both BB&T and SunTrust. Attendees have included senior executive leaders of BB&T and SunTrust and leaders of non-profit community organizations focused on affordable housing, community development and revitalization, and racial equity. Themes presented by community groups at the listening sessions include suggestions on ways to increase mortgage lending and small business lending in LMI and majority-minority communities; suggestions for areas for the combined institution’s community development programs and focus (for example, greater focus on challenges facing rural areas); and discussions of branch locations and the need to maintain services to LMI communities while managing the redundancies of branches across the combined institution’s footprint.

The information and feedback received during these listening sessions will assist the banks in drafting a community benefits plan that will be shared and discussed with representatives of these key constituencies and that will inform the combined company’s philanthropic and community investment programs and actions during a multi-year period following consummation of the Proposed Transaction. Testimony at the upcoming joint public meetings on the Proposed Transaction that the Federal Reserve and the FDIC are holding in Charlotte (April 25) and Atlanta (May 3) will also provide valuable input in creating the community benefits plan. It is currently expected that a final community benefits plan will be made public following the conclusion of the listening sessions and the joint public meetings hosted by the Federal Reserve and the FDIC, so that the teams working on the plan can consider all community feedback and public comments in finalizing the plan. The institutions have committed to continue seeking ongoing input from a wide range of community organizations, including through a Community Advisory Board, to assist in developing strategies that best meet community needs.

7. **Please explain BB&T's anticipated actions in relation to section 6.13 of the Agreement and Plan of Merger in Public Exhibit 2 to the Application (the "Merger Agreement"). To the extent potential actions have not yet been identified, please explain the considerations that will inform BB&T's additional philanthropic and community investment activity in Atlanta, Georgia, and Winston-Salem, North Carolina.**

BB&T and SunTrust are committed to making impactful investments in their markets. Both companies have strong track records of philanthropic giving, as well as community development lending and investing, in their respective markets.

To execute the commitment in the Merger Agreement to increase their already significant levels of philanthropic grants and community development investments in the Winston-Salem and Atlanta Metropolitan Statistical Areas ("MSAs"), both companies have convened teams of employees to draft a plan spanning 2019-2021, which will focus on supporting affordable housing, education, human health services, revitalization, economic development and financial sustainability through tax credits, bonds and philanthropic giving. BB&T and SunTrust anticipate making an announcement about such plan soon.

In 2017 and 2018, BB&T and SunTrust provided, in the aggregate, more than $4.8 million in philanthropic giving and nearly $17 million in affordable housing tax credit investments within the Winston-Salem MSA. Similarly, in 2018 the companies' aggregate philanthropic giving in the Atlanta MSA totaled $4.9 million, while affordable housing tax credit investments totaled more than $59 million.

8. **On March 6, 2019, the Georgia Court of Appeals affirmed the decision by the Superior Court of Fulton County to certify a class action challenging SunTrust Bank's overdraft fee policy. See SunTrust Bank v. Bickerstaff, 2019 BL 76596, Ga. Ct. App., No. A18A1519, Mar. 6, 2019. With respect to this legal action, provide the following additional information:**

a. **the number of consumers alleged to have been harmed; and**

b. **the relief sought.**

Please see Exhibit 1 and Confidential Exhibit C for responsive information.

9. **Other than those matters discussed in Note 21 to Item 8 of SunTrust's 2018 10-K, describe any additional class action litigation matters that are currently pending or were resolved within the last two years involving BB&T, SunTrust, or subsidiaries of either of the foregoing.**

Please see Exhibit 1 and Confidential Exhibit C for responsive information.

10. **Public Exhibits 8 and 9 to the Application include a brief overview of BB&T's and SunTrust's enterprise-wide risk management programs. Provide an overview of the enterprise-wide risk management program at the combined institution reflecting key integration decisions. Include details regarding:**

a. **the structure of independent risk management, including key positions, committees, and reporting lines;**

b. **the responsibilities of the first and second lines of defense with respect to risk management;**

c. **coverage of all material risks facing the combined institution; and**

d. **other significant aspects of the risk management framework, including programs and frameworks relating to risk tolerance, risk identification, and escalation.**

Management and the board of directors of the combined organization will be strongly committed to maintaining a sound enterprise risk management ("ERM") system and framework that complies with the enhanced prudential standards set forth in applicable regulatory requirements and published supervisory guidance, and is commensurate with the combined company's structure, risk profile, complexity, activities and size following consummation of the Proposed Transaction.

Each of BB&T and SunTrust has ERM functions in place and will continue to operate these functions through the closing of the Proposed Transaction. The existing risk functions for both companies will provide the risk oversight of the integration planning. Management is currently developing the ERM blueprint of the combined company and expects to have the blueprint released by the end of April. The new risk framework will have a phased implementation plan that will begin once the Proposed Transaction is consummated. It is expected that the new risk framework will be implemented as the integration activities occur over the next several years.

The current risk framework of both companies includes first and second line risk managers who provide risk management and oversight for businesses and corporate-wide activities. The risk managers from the first and second lines will be incorporated into the appropriate work streams of the integration to provide risk management and oversight of the integration activities.

Each company will continue to run its risk management routines until the activities are integrated post-close. The integration planning process will identify how these processes will be combined to ensure that activities related to risk tolerance, risk identification and escalation operate effectively post-closing of the Proposed Transaction. The companies are working together on risk identification for the capital plan submission for the combined company. This process is leveraging the existing risk infrastructure of each company and utilizes a collaborative review process to review and discuss the risks related to the proposed merger of equals that each company has identified.

Management is developing an assessment of each company's current risk appetite program for a training session that is planned in June between the boards of directors of BB&T and SunTrust. This training will highlight the current risk appetite processes of the two companies and serve as a discussion point for the boards of directors to review potential risk appetite statements with executive management of the combined company to apply on consummation of the Proposed Transaction.

a. Structure of Independent Risk Management

Executive management of each of BB&T and SunTrust continues to engage in close coordination, subject to applicable pre-merger legal restrictions, to design the appropriate risk management framework, and to delineate governance and management reporting lines. Although work is ongoing and will not be finalized until management determines the future organizational structure, the following design element decisions and management appointments have been completed:

- With respect to corporate governance, all members of the board of directors and senior management will be accountable for establishing a culture of "risk awareness," setting the tone at the top of the enterprise that encourages early risk identification and escalation across the firm. The board of directors of the combined company, immediately upon consummation of the Proposed Transaction, will establish a Risk Committee ("BRC") that:

    - Has a formal, written charter that is approved by the combined company's board of directors;

    - Is an independent committee of the board of directors that has, as its sole and exclusive function, responsibility for the risk-management policies of the bank holding company's operations and oversight of the operation of the bank's and bank holding company's consolidated risk-management framework;

    - Reports directly to the combined company's board of directors;

    - Appoints and otherwise supervises the Chief Risk Officer (the "CRO") of the combined company, as discussed below, and receives and reviews regular reports on not less than a quarterly basis from the CRO; and

    - Meets at least quarterly, or more frequently as needed, and fully documents and maintains records of its proceedings, including risk-management decisions.

- Clarke Starnes has been named as CRO-designate for the combined company and will be responsible for execution of the ERM framework. Mr. Starnes has the requisite experience and is expected to be appointed by and directly accountable to the combined company's BRC. Mr. Starnes' compensation will be reviewed and approved by the BRC, and he will have direct and independent access to the BRC. He will provide regular and independent reporting to the BRC on all aspects of the combined company's risk profile, including capital management, liquidity management, and governance and controls of financial and nonfinancial risks.

- Ellen Koebler has been named as Deputy CRO-designate for the combined company, reporting to Mr. Starnes. She will be responsible for supporting all aspects of the execution of the ERM framework under Mr. Starnes' direction and will be a "ready now" successor in the event Mr. Starnes is no longer willing or able to serve as CRO. Ms. Koebler has the requisite experience to serve as CRO of the combined company.

- The CRO will chair an Enterprise Risk Committee ("ERC") composed of executive management as well as the senior leaders of the ERM team. The ERC will meet on a monthly basis and receive regular reporting on top risks and mitigation activities for each risk discipline, as well as standard reports from each of the risk program and segment risk organization leaders. The ERC will establish a hierarchy of subsidiary governance committees to cover the risk categories of the independent risk management framework, with membership of sufficient seniority, expertise and influence to provide independent and effective challenge to front-line business and support units.

- The CRO and Deputy CRO are working with the designated executive management team of the combined company and supporting integration teams within appropriate pre-merger legal guidelines to identify the precise organizational structure of the independent risk management framework on consummation of the Proposed Transaction, which will be comprehensive and enterprise-wide, covering the bank holding company, the bank and all operating subsidiaries and affiliates of the combined company.

b. Roles and Responsibilities of First and Second Lines of Defense

In accordance with applicable regulatory requirements and in consideration of published supervisory guidance, the board of directors and executive management of the combined company will ensure that the "First and Second Lines of Defense" of the resulting institution effectively discharge the roles assigned to them in the enterprise risk management framework. The risk governance framework will include well-defined risk management roles and responsibilities for front line units, independent risk management and internal audit (the "Third Line of Defense"). The roles and responsibilities for each of these organizational units will be as follows:

- Front line business units and critical support units ("First Line") will take responsibility and be held accountable by their respective Executive Manager for appropriately assessing and effectively managing all of the risks associated with their activities. In fulfilling this responsibility, each First Line unit will:

    - Assess, on an ongoing basis, the material risks associated with its activities and use such risk assessments as the basis for fulfilling its responsibilities under the risk management framework and for determining if actions need to be taken to strengthen risk management or reduce risk given changes in the unit's risk profile or other conditions;

- Evaluate the design adequacy and continually monitor the operational effectiveness of controls to ensure a strong internal control environment;

- Establish and adhere to a set of written policies that include risk limits that effectively identify, measure, monitor and control, consistent with the combined company's risk appetite statement, concentration risk limits, and all policies established within the risk governance framework;

- Establish and adhere to procedures and processes, as necessary, to maintain compliance with policies published by the independent risk management team ("Second Line") and adhere to all applicable policies, procedures and processes established by the Second Line;

- Develop, attract and retain talent and maintain staffing levels required to carry out the unit's role and responsibilities effectively;

- Establish and adhere to talent management processes that comply with guidelines established by the board of directors and independent risk management;

- Establish and adhere to compensation and performance management programs that comply with board of directors and risk management requirements; and

- Execute business strategies that are aligned to the combined company's risk appetite, as established by the board of directors.

* Second Line will oversee the combined company's risk-taking activities and assess risks and issues independent of the First Line businesses and critical support units. Mr. Starnes and Ms. Koebler, together with senior risk professionals, will fulfill these responsibilities as follows:

  - Take primary responsibility and be held accountable by the Chief Executive Officer and the board of directors for designing a comprehensive ERM framework that meets applicable regulatory requirements, is consistent with published supervisory guidance and is commensurate with the size, complexity and risk profile of the combined company as a whole;

  - Identify and assess, on an ongoing basis, the combined company's material aggregate risks and use such risk assessments as the basis for fulfilling its responsibilities for independent, critical challenge, escalation and identification to the board of directors and appropriate directive action, and for determining if actions need to be taken to strengthen risk management or reduce risk, given changes in the combined company's risk profile or other conditions;

- Establish and adhere to enterprise policies that include risk limits. Such policies will state how aggregate risks within the combined company are effectively identified, measured, monitored and controlled, consistent with the combined company's published risk appetite statement and all policies and processes established within the risk governance framework;

- Establish and adhere to procedures and processes, as necessary, to ensure compliance with all board of directors-approved and secondary policies;

- Identify and communicate to the Chief Executive Officer and the board of directors or the BRC: (i) material risks and significant instances where independent risk management's assessment of risk differs from that of the First Line; and (ii) significant instances where a First Line unit is not adhering to the risk governance framework, including instances when First Line units do not meet the standards set forth in policies, risk limits or other required Second Line procedures or directives;

- Identify and communicate to the board of directors or the BRC (i) material risks and significant instances where independent risk management's assessment of risk differs from the Chief Executive Officer; and (ii) significant instances where the Chief Executive Officer is not adhering to, or holding First Line units accountable for adhering to, the risk governance framework;

- Develop, attract and retain talent, maintain staffing levels and establish and adhere to talent management and compensation and performance management programs that are required and effective to carry out its role and responsibilities.

- Management is working to develop comparative analyses of First Line and Second Line organizations, personnel and responsibilities at both companies and will finalize the next level organizational plans during the months leading up to the closing of the Proposed Transaction, whereupon final organizational leadership integration will be completed.

c. Coverage of All Material Risks Facing the Combined Company

The designated executive management of the combined company, under the direction of the Chief Executive Officer, will ensure coverage of all material risks facing the combined company through:

- Incorporation of Risk Management within Strategic Planning Process. The Chief Executive Officer of the combined company will present a written strategic plan to the board of directors that incorporates risk management principles by:

  - Including a comprehensive assessment of risks that have an impact on the combined company or that could have an impact on the combined institutions during the period covered by the plan and incorporating specific risks associated with bank integration;

    - Articulating an overall mission statement and strategic objectives for the combined institution, and including an explanation of how it will achieve those objectives;

    - Including an explanation of how the combined institution will update, as necessary, the risk governance framework to account for changes in the covered bank's risk profile projected under the strategic plan;

    - Reviewing, updating and approving the newly adopted plan, as necessary, due to changes in the combined institution's risk profile or operating environment that were not contemplated when the strategic plan was developed; and

    - The board of directors will also receive an independent assessment from the CRO of the strategic plan relative to the risk appetite approved by the board of directors.

- <u>Aspects of Risk to be Covered</u>. The strategic planning process and risk governance framework will cover the following risk categories that apply to the combined institutions: credit risk, interest rate risk, liquidity risk, market risk, operational risk (including, whether as a separately constituted oversight program or as part of operational risk, technology risk and model risk), compliance risk, strategic risk and reputational risk.

    - In connection with compliance risk, management is currently considering whether to recommend to the combined company's board of directors that, following consummation of the Proposed Transaction, specific components of the overall compliance program, namely, compliance with Bank Secrecy Act and Anti-Money Laundering legal requirements, including management of all matters relating to financial crimes, should be managed as a stand-alone risk program with direct reporting and accountability to the CRO and the BRC.

    - Additionally, management expects to create an expanded corporate compliance function that incorporates safety and soundness regulations as well as consumer compliance regulations. This will promote a strong culture of compliance in the combined company.

d. <u>Other Aspects of the Risk Management Framework</u>

- <u>Risk Appetite Statement, Associated Limits and Escalation Protocols</u>. Each firm currently maintains a robust risk appetite statement, with associated limits and escalation protocols. The combined company, immediately upon consummation of the Proposed Transaction, will adopt a comprehensive written statement that articulates its risk appetite and serves as the basis for the risk governance framework. The risk appetite statement will include both (i) qualitative components, delineating attributes of its safe and sound risk culture and approach to assessing and accepting risks, and (ii) quantitative limits and metrics, incorporating stress testing processes and addressing earnings, capital and liquidity, with breach escalation processes to ensure that senior management and governance committees, as well as the BRC, are alerted before there are any risks to earnings, liquidity or capital. As appropriate, First Line business units may adopt prudential risk limits to serve as "early warning flags" for independent risk challenge and potential escalation. All of these will be subject to explicit written monitoring, review and communication processes that will be subject to periodic governance review and action.

- Concentration Limits. In addition, the combined company will adopt policies and supporting processes appropriate for the combined company's size, complexity and risk profile to effectively identify, measure, monitor and control the bank's concentrations of risk, as well as other limits as applicable. Management will focus on the appropriate interrelation of risk appetite, First Line business unit prudential limits and concentration limits.

- Risk Data Aggregation and Reporting. The combined company will implement risk data aggregation and reporting that will provide management and the board of directors with appropriate information spanning the enterprise-wide framework. This will require specific data architecture investment to assure information is captured comprehensively and accurately, validated and reported, including in connection with supervisory filings.

- Talent Management, Incentive Compensation and Performance Management. The combined company will implement policies and procedures for talent development, recruitment and succession planning to ensure that management and employees who are responsible for or influence material risk decisions have the knowledge, skills and abilities to effectively identify, measure, monitor and control relevant risks. Together with the enterprise policies relating to the board of directors' obligations regarding appointment and review of the CRO and performance, this will drive the highest quality implementation of the combined enterprise-wide risk management framework.

11. Public Exhibits 12 and 13 to the Application include a brief overview of BB&T's and SunTrust's compliance risk management programs. Provide an overview of the compliance risk management program at the combined institution reflecting key integration decisions. Include details regarding:

a. the structure of the compliance function, including key positions, committees, and reporting lines;

b. the responsibilities of the first and second lines of defense with respect to compliance; and

c. **other significant aspects of the compliance risk management framework, including compliance monitoring, compliance testing, training, risk assessments, regulatory change processes, reporting compliance results, and staffing.**

Each of BB&T and SunTrust has effective compliance risk management programs in place and those will continue to operate through the closing of the Proposed Transaction. The existing compliance risk management functions for both companies will provide the compliance risk oversight of the integration planning. Management is currently developing the compliance risk management blueprint of the combined company and expects to have the high level blueprint released by the end of April. This will include the high level key positions, reporting lines for those positions and, through the ongoing risk framework initiative, the committee structures.

Although more granular level roles and responsibilities of the First Line and Second Line will be decided in the coming months, a decision was reached to implement a first line and second line of defense model. Compliance policy that includes the roles of the First Line and Second Line will be formally developed as the integration planning progresses and will be implemented on consummation of the Proposed Transaction. Formal First Line and Second Line roles exist within both companies today and will continue through the closing of the Proposed Transaction. The compliance risk managers from the companies' First Lines and Second Lines are being incorporated into the appropriate work streams of the integration planning process to provide compliance risk management oversight of the integration activities.

As noted in the Application, designated executive management for the combined company has committed to have a strong compliance risk management program, and the framework will be structured to meet the expectations of the Federal Reserve's SR 08-8, as well as the expectations of the FDIC, the Consumer Financial Protection Bureau (the "CFPB") and the North Carolina Commissioner of Banks. A process is underway between the Compliance Risk teams at both institutions to evaluate current structures in place for compliance testing, monitoring, training, policies and procedures, complaint response and analysis, reporting, regulatory change, compliance risk assessments and staffing. This process will be used to further define or supplement the framework decision, noted above, that will be made by the end of April.

12. **Indicate to what extent BB&T's [CRA] and consumer compliance (including fair lending) programs would be implemented at the combined bank. In addition, indicate the key individuals who would be responsible for these programs, as well as their qualifications and experience.**

At this stage of the integration planning process, it is too early to know the extent of Branch Bank's CRA framework that will be implemented at the combined bank, but at a high level BB&T and SunTrust can advise that the combined bank will adopt various elements of Branch Bank's CRA framework. Branch Bank's CRA governance and framework supports the bank in meeting the financial needs of the communities it serves, including LMI areas. The bank is dedicated to meeting the spirit and intent of the CRA, as evidenced by its rating history. This commitment to an "Outstanding" CRA performance rating begins with Branch Bank's senior executive leadership. The board of directors' Risk Committee receives regular updates on the bank's CRA progress, and several members of executive management serve on the bank's internal CRA Oversight Committee. The direction from these two committees ensures that Branch Bank's senior leadership commits the resources to deliver financial services and products, including community development efforts, to LMI communities across the bank's footprint. Each of Branch Bank's and SunTrust Bank's current CRA program reports to the General Counsel of the respective bank.

Branch Bank's CRA/Community Development Department is responsible for identifying community development needs, developing strategies and initiatives to address those needs, monitoring ongoing progress related to CRA exam cycles and supporting impacted business units in the delivery of products and services. The department sets aggressive community development goals and takes a proactive approach in addressing gaps to achieve goals. Performance in all markets is monitored monthly; key markets not meeting set goals are provided with additional oversight and resources (*e.g.*, special lending programs, marketing leads, etc.).

The combined bank's commitment to and compliance with fair lending law will include all aspects of the credit application process and also cover the granting, withholding, extending, refinancing of loans and the setting of interest rates and fees. Access to credit and financial services for the communities served by the combined bank will be monitored and managed with the goal of providing all creditworthy applicants an avenue to financing and enhancing lending programs, increasing outreach and targeted marketing in communities where the combined entity is performing under peer levels. At the combined bank, as now at Branch Bank, all applicable lending channels and lines of business having direct or indirect influence on the lending process or in providing access to the bank's credit, banking services and physical branch locations will be subject to fair lending monitoring and required to uphold the bank's policies regarding nondiscrimination and equitable lending practices.

Branch Bank's fair and responsible banking compliance program engages in ongoing risk evaluation, line of business consultation and robust data analysis to ensure compliance with fair lending law and to ascertain the correct level of scrutiny and scope for the bank's lending and operational lines of business. This will continue at the combined bank.

Similar to the selection of the CRA program elements for the combined bank, it is too early to know the extent to which Branch Bank's consumer compliance programs will be implemented, but at a high level BB&T and SunTrust can advise that various elements of such programs will be selected. There also will be elements of SunTrust's consumer compliance programs adopted by the combined bank. During the ongoing integration planning process, Branch Bank and SunTrust Bank will identify the best elements of each bank's programs to become part of the combined bank's consumer compliance programs. The consumer compliance programs of the combined bank will be designed to meet the supervisory expectations within the Federal Reserve's SR 08-8, guidance from the FDIC and the CFPB, and the FFIEC Compliance Management System framework. The high-level framework, as well as the key individuals who will be responsible for the programs, are expected to be announced by around April 30, 2019. The new compliance programs will be phased in at the combined bank after consummation of the Proposed Transaction.

Key Individuals

As noted above, key individuals are expected to be named near the end of April along with the framework for the CRA, fair lending and consumer compliance programs for the combined company and bank. Even though the key individuals are yet to be named, there is a strong talent pool that will be available to the combined company and bank. Both Branch Bank's and SunTrust's teams have exceptional talent and experience and elements of both groups will help ensure that exemplary programs continue at the combined bank after consummation of the Proposed Transaction and in the coming years. Included below are qualifications and experience for the top couple of positions within Branch Bank's and SunTrust's CRA and fair lending teams. It is anticipated that senior members of these teams will remain in senior roles for the combined bank. BB&T and SunTrust will promptly provide the Federal Reserve with updated information after the personnel decisions are made.

Community Reinvestment Act – Branch Bank

Sharon Jeffries-Jones

- Executive Vice President and Director of Corporate Social Responsibility, CRA and Community Development
- Thirty-nine-year veteran of Branch Bank, and has held various leadership positions in Lending, Marketing, Wealth and Risk Management. Under her 11-year leadership of the CRA Department, Branch Bank has received three consecutive "Outstanding" CRA ratings from the FDIC
- M.B.A. degree from Duke University and graduate of Wake Forest University with a B.S. degree in Business Administration and Marketing

Suzanne Heidenreich

- Senior Vice President and CRA Regulatory Compliance CRA Manager
- Sixteen-year veteran of Branch Bank; developed her career in Community Reinvestment
- Mrs. Heidenreich has overseen the bank's CRA examinations for the past four exam cycles, yielding the last three "Outstanding" ratings
- Graduate of University of North Carolina at Chapel Hill with a B.S. degree in Business Administration, with a concentration in Finance

Fair and Responsible Banking – Branch Bank

Mark Desautels

- Senior Vice President and Director of the Fair and Responsible Banking Compliance Group specializing in Fair Lending, HMDA and UDAAP compliance.
- Prior regulatory role as Director of Fair Lending Compliance for the New York State Banking Department
- Twenty-nine years of consumer banking experience, with the past 18 years spent specializing in fair lending-related matters; eight-year tenure at Branch Bank
- Graduate of State University of New York - New Paltz with a B.S. degree in Business Administration / Economics
- American Bankers Association National Compliance School, University of Oklahoma

Jennifer Heaton

- Senior Vice President and Associate Fair Lending Officer with management oversight responsibility for the Fair Lending Analytical Team and UDAAP program
- Seven-year tenure at Branch Bank with the Fair and Responsible Banking Compliance Group
- Graduate of New England School of Law with a J.D. degree
- Graduate of Frostburg State University with a B.S. degree in Mass Communications
- State Bar of Maryland and State Bar of North Carolina
- Admitted in the U.S. District Court for North Carolina, Middle District
- Certified Regulatory and Compliance Manager

Community Reinvestment Act – SunTrust Bank

Peter E. Mahoney

- Executive Vice President – Deputy General Counsel, Consumer & Regulatory, SunTrust, with responsibility for providing executive oversight of the CRA program at SunTrust since assuming the role of Chief Regulatory & Compliance Officer in April 2016 (when SunTrust's CRA program office and geographically distributed community development managers were consolidated under his reporting structure)
- Senior roles at SunTrust since 2012, including management of the Federal Reserve Mortgage Consent Order, serving as the senior regulatory liaison for the bank, and as a voting member of the Enterprise CRA Committee
- Held senior legal and business positions at Freddie Mac, including as Deputy General Counsel for Legislative and Regulatory Affairs
- Graduate of the University of Virginia (B.A., with high distinction) and the University of Virginia School of Law; member of the Virginia and New York state bars.

Lynette Bell

- Senior Vice President – Enterprise CRA Officer

- Served as Enterprise CRA officer since 2016, and supervises a team of 15 community development managers and CRA compliance officers
- 35 years of experience at SunTrust and most recently served for seven years as Vice President and Regional Community Development Manager for metro Atlanta, leading SunTrust's CRA program and community development and investment strategies for SunTrust's largest market
- Member of the CRA Committee of the Consumer Bankers Association and the board of directors of the Atlanta Neighborhood Development Partnership and Progressive Community Connections, Inc.
- Graduate of Florida State University with a B.A. in Finance

Fair Banking – SunTrust Bank

Caren Puckett

- Senior Vice President – Enterprise Fair Banking Office
- Responsible for enterprise oversight for the Enterprise Fair Banking Program including coverage for Fair Lending, UDAAP, ADA, HMDA and the Limited English Proficiency Policy, as well as support of data analytics for compliance with the Community Reinvestment Act
- Appointed in 2016 as part of the comprehensive rebuild of the SunTrust fair lending program
- From 2014-2016, SunTrust Mortgage fair lending officer
- From 1996 through 2014, served in increasingly responsible business and compliance roles at Capital One Bank, N.A.
- Member, Fair Lending Committee, Consumer Bankers Association
- Graduate of the United States Military Academy (West Point), and served for four years as an officer in the United States Army
- MBA (Averett College) and a JD (Concord Law School)

Qualifications and experience of other key members of the current consumer compliance teams at both institutions are also available upon request.

13. Provide an overview of the combined institution's approach to consumer complaint management, including with respect to its policy framework, staffing, and oversight.

An evaluation of BB&T's and SunTrust's complaint management programs is underway as part of the integration planning process. The plan is to take the positive aspects of both programs and consolidate them for the combined company. Day-to-day responsibility for complaint intake may reside within Compliance or within the First Line and be overseen by the Second Line (Compliance Division). A formalized and appropriately approved policy that includes appropriate escalation, analysis and reporting processes is expected to be ready for implementation at consummation of the Proposed Transaction.

It is expected that the combined company's complaint management program will have the following elements:

Program Framework

- Comprehensive policy and procedures will incorporate board of directors and executive management expectations that the consumer complaint management program for all areas within the enterprise will be responsive and responsible in handling consumer complaints and inquiries. The combined company will make a good faith effort to resolve each consumer complaint in a timely manner.

- Appropriate processes and procedures for receiving, escalating, resolving and responding to complaints will be in place and functional.

- Investigations and responses will be reasonable.

- Complaints and inquiries through all business channels will be appropriately recorded and categorized.

- Consumer complaints and inquiries, whether regarding the entity or service providers, will be addressed and resolved promptly.

- Consumer complaints that raise legal issues involving potential consumer harm from unfair treatment or discrimination, unauthorized product enrollment, account openings or upgrades (including the addition of ancillary products), improper sales practices, imminent foreclosures, UDAAP concerns, fair lending concerns or other regulatory compliance issues will be appropriately categorized and escalated.

- Complaints will be monitored to identify risks of potential consumer harm and CMS deficiencies, and corrective action will be taken.

- Retrospective corrective action will be taken when it is appropriate to do so.

Staffing

- Each of BB&T and SunTrust currently has the necessary staff to carry out aspects of the complaint management program. The existing processing and staff will remain in place through the consummation date of the Proposed Transaction and likely a few months afterward to ensure complaints and inquiries are managed appropriately during the merger and system conversion processes.

- Staffing levels may be adjusted as the system conversion processes take place, but BB&T and SunTrust are committed to ensuring that the combined company will have an appropriate staff presence for effective management of the complaint processes.

Oversight

- Complaint analysis information (including root cause and trend analysis) will be made available to the new committee structure of the combined company. This would include a compliance-related committee and risk committee of the board of directors.

- Management of each division will be expected to evaluate their complaints, at least on a quarterly basis, and take action as deemed necessary.

- Compliance team members will also be involved from a consulting perspective, as well as from an oversight from a monitoring and testing perspective.

- Internal audit will evaluate the corporate complaint program and evaluates complaints during audits of compliance within business lines.

14. Provide an update on the status of the proposed sale of ST Management Services India Private Limited and the proposed dissolution of SunTrust International Banking Company.

- ST Management Services India Private Ltd. ("ST India") – As background, ST India was formed as an entity to hold certain assets relating to the SunTrust's outsourcing activities. However, because of a change in business plans, this entity never held any such assets, and continues to survive as an entity solely because of provisions of India law that make it difficult (if not impossible) to dissolve a corporate entity. However, because there are barriers to forming a corporate entity under India law, ST India is viewed as having some value to a third-party even as a shell entity. See Confidential Exhibit A for additional responsive information.

- SunTrust International Banking Company – As background, in 1997 SunTrust Bank received approval from the Federal Reserve under Regulation K to establish and operate an agreement corporation, SunTrust International Banking Company, and its wholly owned subsidiary, SunTrust Asia, Ltd., the sole business of which was to issue letters of credit. That activity ceased and SunTrust Asia, Ltd. was dissolved. SunTrust International Banking Company is now in the process of being dissolved. The dissolution is expected to be completed by approximately the end of June 2019.

15. Provide an estimated aggregate deposit amount for the combined organization in the State of Georgia as of March 2019.

As of March 29, 2019, BB&T's deposits totaled $12.59 billion, and SunTrust's deposits totaled $61.28 billion, in the State of Georgia.

16. Please provide the SunTrust Disclosure Schedule and BB&T Disclosure Schedule to the Merger Agreement (as defined in Articles III and IV of the Merger Agreement, respectively).

Please see Exhibit 2 and Confidential Exhibit D for the BB&T's Disclosure Schedule and Exhibit 3 and Confidential Exhibit E for the SunTrust's Disclosure Schedule.

17. On page 56 of the Form S-4 that BB&T filed with the Securities and Exchange Commission on March 8, 2019, BB&T indicates that due diligence review for the merger commenced on February 1, 2019, and that the Merger Agreement was signed on February 7, 2019.

a. Describe in detail the scope and depth of the due diligence review, including the scope of topics and types of documents and individuals included in such review.

As noted in the Application, BB&T and SunTrust conducted the due diligence examination through the use of public information, data in a virtual data room and conference calls between select members of management from both companies. The use of the virtual data room enabled an effective evaluation of relevant due diligence materials in an expedited manner. Both parties' virtual data rooms included information and materials on: senior management and board committees; risk management and compliance; legal and regulatory; rating agency presentations; CCAR and stress testing processes; human resources; financial and accounting policy and tax; loan portfolio and credit quality; deposits and funding; facilities and branches; technology systems and information technology, data, operations and transition; and broker dealer, insurance brokerage and asset management businesses, as applicable. The BB&T virtual data room included 858 discrete documents containing over 71,000 pages of documentation and the SunTrust virtual data room included 661 discrete documents containing over 40,000 pages of documentation. Virtual data room materials were supplemented by approximately one dozen meetings between the parties covering topics such as technology, human resources, credit, legal, compliance, internal audit, accounting (including the current expected credit loss standard), business and insurance. The review process included requests by each firm for additional information to enable sufficient review of information and to answer questions that arose from the review of information provided during due diligence. The information was provided in either meetings between parties of the two companies or through additional information provided in the virtual data room.

In advance of this formal due diligence, there was significant review by each company of the other's publicly available information during the period following the time of the August 2018 meeting of the companies' respective Chief Executive Officers. In addition, as peers, both companies had been reviewing public information of the future potential partner in the ordinary course of business, including quarterly earnings results, CCAR results and other public presentations and disclosures for several years.

During formal due diligence, the teams included the entire executive management teams from both companies. Approximately 40 very senior and experienced banking and subject matter professionals from each firm participated in formal due diligence.

Specific to BB&T, the teams included the following groups: Executive Management (including the Chief Financial Officer, Chief Risk Officer, President & Chief Executive Officer of BB&T Securities, LLC, and Presidents of both Retail and Community Banking); Accounting & Financial Reporting (Corporate Controller, Sr. Finance Executive for External Reporting, Management Reporting Manager, and Merger and Acquisition Manager); BSA/AML/OFAC & Fraud Management (Director - Financial Crimes Program); Compliance (Chief Regulatory and Compliance Risk Officer); Corporate Tax (Corporate Tax Director and Assistant Tax Director); Enterprise Support Services & Facilities (Enterprise Support Services Manager); Funds Management & Treasury (Treasurer and Chief Financial Officer of Financial Services); Human Systems (Human Systems Division Manager, Compensation Manager and Human Systems Benefits Manager); Internal Audit (General Auditor); Legal (General Counsel, three Deputy General Counsels, Legal Department Chief Operating Officer and Practice Group Manager); Risk Management (Deputy Chief Risk Officer and Financial Services & Insurance Chief Risk Officer); Technology, Cyber Security and Operations (Chief Information Officer, Chief Information Security Officer and Manager of Operations Shared Services); and Wholesale & Retail Credit (Chief Credit Officer, Chief Commercial Credit Officer, Chief Retail Credit Officer, Sr. Corporate Loan Admin Manager, Director of Shared Credit Services, and ACL and Acquired Loan Analytic Manager).

Specific to SunTrust, the teams included the following groups: Executive Management (including the Chief Financial Officer, Chief Risk Officer, Co-Chief Operating Officer and Consumer Segment Executive, Co-Chief Operating Officer and Wholesale Segment Executive, General Auditor, Chief Human Resources Officer, General Counsel, and Chief Information Officer); Finance (Treasurer, Assistant Treasurer, Chief Accounting Officer, Corporate Tax Manager, Controller, Head of Management Accounting, Head of Corporate Development, Enterprise Partnership & Investment Executive, and Head of Mergers and Acquisitions); Human Resources (Head of Total Rewards and Benefits); Legal (four Deputy General Counsels, including lawyers specializing in Technology and Litigation); two Auditors specializing in Risk Assessment and Compliance matters; Risk (Chief Wholesale and Consumer Risk Officers, Chief Credit Officer, CRA Manager, AML/BSA Manager, and Chief Enterprise Risk Officer); Technology (including Head of Infrastructure, Head of Data Security including Cyber, and the Chief Data Architect).

Furthermore, there was nearly constant communication across the respective business heads of the parties once the due diligence period formally began, and that dialogue is continuing.

b. Explain the decisions of management and the board of directors to limit due diligence to this time period.

Management and the boards of directors of BB&T and SunTrust determined that they had conducted sufficient due diligence to reach conclusions as to whether to proceed with the Proposed Transaction, taking into account not only financial considerations, but safety and soundness, risk, compliance, culture and the multiple other relevant considerations. As noted, extensive teams of executive senior management and other senior management officials together with subject matter professionals of each company actively participated in the due diligence review and analysis. The decisions to proceed with the Proposed Transaction also took into account the fact that both parties are large, highly regulated financial institutions, and both had recently released fourth quarter earnings that would have included significant financial disclosures related to the respective institutions.

The boards of directors of both companies were given clear disclosure about the scope and depth of due diligence performed and were informed that the objective of due diligence was to identify material items and issues that would impact the boards' consideration of the Proposed Transaction. In addition to a summary of due diligence findings, the BB&T board of directors was provided an Independent Risk Assessment by the Chief Risk Officer and the individual due diligence reports. The review assessed the risk management of SunTrust and the business performance with respect to the risk appetite of BB&T and the expected performance of the two companies as a combined entity. The SunTrust board of directors received a due diligence summary from a number of SunTrust executives who led individual management due diligence teams, including but not limited to the Chief Financial Officer, Chief Risk Officer and General Counsel.

c. Provide documentation submitted by management to the board in support of the proposal.

The detailed due diligence reporting package provided to the board of directors of BB&T on February 5, 2019, is attached in Confidential Exhibit J. The detailed due diligence reporting package provided to the board of directors of SunTrust on February 6, 2019, is attached in Confidential Exhibit N.

18. To the extent not already provided in the Application, identify whether either BB&T or SunTrust is involved in each of the following activities, discuss the nature of this involvement, and provide a list of significant competitors to both BB&T and SunTrust that engage in the same activity in the United States. For both BB&T and SunTrust, provide measures of the scale of each activity specified, for both the most recent quarter and the most recently completed year. Measures should be stated

both in U.S. dollars and as a share of overall U.S. activity; derivatives should be stated as notional dollar amounts. Responses may be confined to information maintained in the regular course of business.

a. **Short-term loan provision**
   i. **Reverse bilateral repurchase agreements (volume)**
   ii. **Reverse tri-party repurchase agreements (volume)**
   iii. **Fed funds (volume)**
   iv. **Tri-party repo dealing (volume)**

b. **Underwriting services**
   i. **Issuance of new equities (volume)**
   ii. **Corporate bonds (volume)**
   iii. **Commercial paper (volume)**
   iv. **Asset backed securities (volume)**
   v. **Other debt securities (volume)**

c. **Trading activity in the following markets**
   i. **Equities and equity derivatives (volume)**
   ii. **Corporate bonds (volume)**
   iii. **Credit derivatives (volume)**
   iv. **Treasuries and interest rate contracts (volume)**
   v. **FX and FX derivatives (volume)**
   vi. **Commodities and commodity derivatives (volume)**

d. **Total provisions of services in the following sectors.**
   i. **Prime brokerage (number of funds and fund sponsors, and total assets under management)**
   ii. **Insurance commission and premiums (by segment, including reinsurance)**

Responsive information is provided in Confidential Exhibit F.

19. Provide a list of activities and products in which the pro forma institution plans to initiate new operations, or expand existing operations. Describe how these new or expanded operations would enhance the financial stability of the United States economy.

BB&T and SunTrust currently do not anticipate initiating new products, business lines or operations, as part of the Proposed Transaction, that either of them does not engage in at present. In addition, they do not anticipate materially expanding any of the operations of either or both companies as part of the Proposed Transaction. As described below in response to Item 32, one of the stated rationales for the Proposed Transaction is to capitalize on the combined means of the companies to invest in technology and innovation. The combined company’s increased capacities will better enable it to proactively address dynamic risks in the cybersecurity, resilience and customer expectation space through financial investment in solutions and/or by leveraging existing capabilities of the legacy companies.

As noted in the Application, BB&T and SunTrust intend for the combined company to offer their respective strengths, products and services to each other's legacy customers and to potential new customers. The Proposed Transaction will bring together two banking organizations with strong customer-oriented and ethical cultures, highly compatible business models and robust risk management systems. Therefore, the Proposed Transaction will combine two banking organizations with strong foundations to create a premier financial institution and bring significant benefits to the customers of BB&T and SunTrust and to the communities they serve. The combined operations of the two companies would further enhance the financial stability of the U.S. economy by providing a more effective competitor for the U.S. global systemically important banks.

Although both BB&T and SunTrust are individually strong companies dedicated to serving their customers' evolving needs through technological innovation, the Proposed Transaction will enable the combined company to deliver more transformational digital innovation to customers. Currently, each of BB&T and SunTrust offer a highly ranked mobile banking application. BB&T also has implemented a new commercial loan system with enhanced portfolio management tools, a financial insights tool for commercial customers and a new data center to enhance protection of customer information. SunTrust also offers a leading digital consumer lending platform, a fully digital home mortgage application process, a cloud-based loan origination platform for its Wholesale segment and a digital portal for private wealth management customers.

The Proposed Transaction will enable the combined company to make more significant technological investments than either BB&T or SunTrust operating alone could do. The Innovation and Technology Center in Charlotte will focus on creating an industry-leading digital experience to best serve the technological needs of customers. The Proposed Transaction, consequently, will enable the combined company to provide further innovative customer-facing digital opportunities and enhance the combined organization's cyber protections and information technology resiliency, and thereby further meet the convenience and security protection needs of its customers.

The Proposed Transaction also will benefit the legacy customers of SunTrust and BB&T by providing them with more extensive branch and ATM branch networks. Branch Bank has bank branches in counties of Alabama, Florida, Georgia, Indiana, Kentucky, Maryland, New Jersey, North Carolina, Ohio, Pennsylvania, South Carolina, Tennessee, Texas, Virginia and West Virginia in which SunTrust Bank currently does not operate. SunTrust Bank operates in counties of Alabama, Arkansas, Florida, Georgia, Mississippi, North Carolina, South Carolina, Tennessee and Virginia in which Branch Bank does not operate.

Customers and communities will benefit from the best of both BB&T and SunTrust. Legacy BB&T and Branch Bank customers will gain access to SunTrust Bank's: digital consumer lending platform (LightStream®), which provides unsecured, consumer installment loans for a wide variety of unsecured lending needs, including home improvement and auto loans; expanded FHA-guaranteed home mortgage lending activity; broader financing alternatives for affordable housing and commercial developments to revitalize targeted areas and provide for job creation for LMI communities; broader corporate and investment banking activities; and a broader range of medical practice-related lending solutions. Legacy SunTrust and SunTrust Bank customers will gain access to BB&T's extensively broader personal and commercial insurance agency products and services; insurance premium financing and advisory services; more active small business lending and commercial real estate lending to smaller sized business; municipal advisory services; and additional consumer and small business equipment financing opportunities. Corporate customers of legacy SunTrust Bank and legacy Branch Bank also will benefit from the combined bank's larger lending limit for individual corporate borrowers, which will attract a wider scope of commercial customers.

While the Proposed Transaction will enable the combined company to offer a broader combined set of product and service offerings to its customers, none of these offerings can be regarded as highly specialized or "critical" financial products or services that are available from only a small number of providers. Indeed, to the contrary, there are numerous providers of each of their products and services nationally, regionally and, to the extent relevant, in the local banking markets in which they operate. The Federal Reserve has previously noted that there are numerous competitors for all of these services, including for securities brokerage, securities underwriting, investment advisory, wealth management and insurance agency activities. The Proposed Transaction would result in the combined company having very small or only modest market shares in its activities.

The combined company will continue the prudent risk management practices at BB&T and SunTrust of regularly conducting risk assessments, including with respect to product and service offerings, compliance with the risk appetite statement endorsed by the combined company's boards of directors and sufficiency of risk management controls, and will make adjustments in product and service offerings when warranted. In addition, the combined company will regularly assess the alignment of their product and service offerings with input from customers, community organizations and market analysis reports to ensure that the needs of customers and communities served by the organization are met on an ongoing basis.

20. Provide a list of financial instruments for which either BB&T or SunTrust acts as a market maker.[5]

Responsive information is provided in Exhibit 4.

21. Report the five largest counterparties and the corresponding amounts of each component of intra-financial system assets and liabilities of both BB&T and SunTrust reported in the most recent FR Y-15.

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[5] **For questions 20-23, provide answers as of the most recent quarter for which data are available.**

a. For intra-financial system assets, there are five components as follows:

- **i. Funds deposited with or lent to other financial institution (M351)**
- **ii. Unused portion of committed lines extended to other financial institution (J458)**
- **iii. Holdings of securities issued by other financial institution (M352 + M353 + M354 + M345 + M356 – M357)**
- **iv. Net positive current exposure of securities financing transactions (SFTs) with other financial institution (M358)**
- **v. Over-the-counter (OTC) derivative contracts with other financial institutions that have a net positive fair value (M359 + M360)**

b. For intra-financial system liabilities, there are five components as follows:

- **i. Deposits due to other financial institutions (M363 + M364)**
- **ii. Borrowings obtained from other financial institutions (Y833)**
- **iii. Unused portion of committed lines obtained from other financial institutions (M365)**
- **iv. Net negative current exposure of SFTs with other financial institution (M366)**
- **v. OTC derivative contracts with other financial institutions that have a net negative fair value (M367 + M368)**

Responsive information is provided in Confidential Exhibit G.

22. Report specific Level 3 Assets and the corresponding amounts held by both BB&T and SunTrust. For the definition of Level 3 Assets, refer to the Instructions to Schedule D of the FR Y-15.

Responsive information is provided in Confidential Exhibit 5.

23. Report total activity in the interdealer market for buying and selling Eurodollars of both BB&T and SunTrust, which was mentioned in the Financial Stability Risk portion of the public Y-3 application (page 40).

Please see the responsive information in the chart below:

	SunTrust	**BB&T**	**Combined**
Eurodollar Interdealer Market Volume	Volume (in $millions)	Volume (in $millions	Volume (in $millions)
Average daily volume 1Q 2019	196.3	422.3	618.6
Average daily volume 4Q 2018	14.6	245.9	260.4
Average daily volume 2018	94.1	493.6	587.8

24. Provide a definition of middle market business customers used by both BB&T and SunTrust.

Responsive information is provided in Confidential Exhibit A.

25. Submit a copy of the organization chart or personnel directory, currently in effect, for both BB&T and SunTrust's middle market business lending group(s). Please provide:

- **a. the total amount of outstanding loan portfolio (as of June 30, 2018 and most recent month available), managed by each of the loan officers in the middle market business lending groups; and**
- **b. a description of the geographic territory that each loan officer in the middle market business lending groups is responsible for.**

The responsive information for BB&T is provided in Confidential Exhibit K and the responsive information for SunTrust is provided in Confidential Exhibit N.

SunTrust created its document for purposes of responding to a similar request from the DOJ. The material includes: (1) a directory of active loan officers for Business Banking and Commercial Banking for all markets and (2) loan balances reported as Last Twelve Months ("LTM") Average as of June 30, 2018 and LTM Average as of February 28, 2019. Loan balances are reported at the parent level of the relationship managed, and geographic territory is noted in the Team Name/Sub Market column. Geographic territory of the Relationship Manager and the associated loan portfolio is not always a 1:1 relationship because relationship managers may have customers with subsidiary lending relationships held outside the geographic region at issue.

26. For each commercial loan account associated with a commercial customer with annual revenues between (i) $10 million and $100 million, (ii) $100 million and $250 million, and located in an state of overlap, please provide for 2017, 2018 and 2019 YTD:

- **a. the branch to which the account is booked;**
- **b. the zip code of the customer;**
- **c. the annual revenues of the customer;**
- **d. the type of account (e.g., business line of credit, commercial real estate);**
- **e. the date of origination;**
- **f. the origination amount;**
- **g. total amount of deposits associated with that commercial account; and**
- **h. the identity of the relationship manager.**

The responsive information for each of BB&T and SunTrust will be provided under separate cover due to the size of the response. BB&T and SunTrust request confidential treatment of this information because the response contains nonpublic competitively sensitive financial information and personal financial information of customers that is statutorily protected from disclosure.

27. Identify all significant competitors of both BB&T and SunTrust for middle market banking products and services.

A description of all significant competitors of BB&T and SunTrust for middle market banking products and services will be provided under separate cover at a later date.

28. Submit a copy of all lost business or win-loss reports, separately, relating to any commercial customer with annual revenues between (i) $10 million and $100 million, and (ii) $100 million and $250 million, and located in the states of overlap for both BB&T and SunTrust.

The responsive information for BB&T is provided in Confidential Exhibit L and the responsive information for SunTrust is provided in Confidential Exhibit P.

SunTrust created its document for purposes of responding to a similar request from the DOJ. The response is a flat file of Commercial Salesforce Opportunity Records in which the “Reason for Loss” is listed as “Lost/Declined” for January 2017 onward. Only Emerging Commercial and Commercial customers principally located in the relevant Federal Reserve banking markets and with annual revenues exceeding $10 million are included in the extract.

29. Submit all market studies and customer surveys created or received by both BB&T and SunTrust (e.g., Greenwich Study) relating to (i) retail and small business banking in the geographic banking markets defined by the Federal Reserve, and (ii) middle market business banking in any geographic banking markets defined by the Federal Reserve in the states of overlap.

The responsive information for BB&T is provided in Confidential Exhibit M and the responsive information for SunTrust is provided in Confidential Exhibit Q.

The documents provided in this response include BB&T’s Greenwich reports and customer satisfaction reports, which summarize the results of retail and small business banking customer surveys and are compiled quarterly on a rolling basis. BB&T does not, in the ordinary course of business, collect similar documents for its middle market customers.

30. Provide a list of the pro forma board of directors for the combined company and the bank upon availability.

BB&T and SunTrust expect to provide a list of the pro forma board of directors for the combined company and bank no later than the filing of the final proxy statement for the Proposed Transaction with the Securities and Exchange Commission (currently anticipated in early June 2019).

31. Describe BB&T’s plans with respect to policies, procedures, staffing and oversight of the combined organization’s technology and efforts underway to ensure a smooth technological transition for existing customers.

A key element of the integration planning process is the resulting approach to technology. BB&T and SunTrust have organized their efforts to distinguish requirements around two separate phases: Legal Day 1 (consummation date of the Proposed Transaction) and Customer Day 1 (where technology transitions that impact customers are executed). The parties have agreed to a guiding set of principles for the integration planning that include: execution is guided by purpose, the customer is at the center of all decisions, never compromise security or compliance, etc. Ultimately, the integration plans will be largely informed by data center and end-state application selection activities that are currently underway. Additional information on that selection should be available in the June time frame as well as context about potential outcomes influenced by that decision.

Additional responsive information is provided in Confidential Exhibit H.

32. In the Application it is noted that the combined company and bank will have greater capacity for investments in technology and investment to meet evolving customer expectations, cybersecurity threats, and operating system resiliency. Discuss any identified shortcomings, or opportunities in these areas. Also discuss in more detail what the combined organization's plans are in this regard including software/application development and/or acquisition, investment in and/or acquisition of financial technology (FinTech) companies, or other significant undertakings in these areas.

Historically, both BB&T and SunTrust have had to prioritize technology investment choices in a manner where cost played a disproportionately prominent role in their decision-making process. The combined company's increased capacities will better enable it to proactively address dynamic risks in the cybersecurity, resilience and customer expectation space either through financial investment in solutions or by leveraging existing capabilities that before belonged to the other company.

Although the two companies will not discuss specific FinTech targets or investment strategies until after consummation of the Proposed Transactions, one of the stated rationales for the Proposed Transaction is to capitalize on the combined means of the companies to invest in technology and innovation. The parties will naturally identify gaps in capabilities during the integration planning process, and post-closure activity will shift focus to strategically growing the combined company's FinTech portfolio to address those gaps.

The combined company will work with financial technology firms whose innovative solutions can help it meet or exceed customers' current and future expectations. SunTrust and BB&T have track records of partnering with such companies in a number of models, including: (1) entering into commercial partnerships with no equity investment, (2) entering into partnerships with an equity investment, and (3) making equity investments with no defined commercial partnership. These engagement models provide the company: (1) access to proven "voice of the customer" driven solutions that better position it to meet customers' needs, (2) exposure to relevant innovation with the opportunity to apply those learnings to the company's own businesses and other investments, (3) opportunity to deliver products and experiences that customers value, (4) faster speed to market with new products, and (5) access to new customers. The combined company will identify, validate and execute these partnerships by comparing regular assessments of existing product and technology capabilities to those that are being offered in the market by third parties.