

WACHTELL, LIPTON, ROSEN & KATZ

MARTIN LIPTON
HERBERT M. WACHTELL
THEODORE N. MIRVIS
EDWARD D. HERLIHY
DANIEL A. NEFF
ANDREW R. BROWNSTEIN
MARC WOLINSKY
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JOHN F. SAVARESE
SCOTT K. CHARLES
JODI J. SCHWARTZ
ADAM O. EMMERICH
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ROBIN PANOVKA
DAVID A. KATZ
ILENE KNABLE GOTTS
JEFFREY M. WINTNER
TREVOR S. NORWITZ
BEN M. GERMANA
ANDREW J. NUSSBAUM

RACHELLE SILVERBERG
STEVEN A. COHEN
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DAVID C. KARP
RICHARD K. KIM
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MARK GORDON
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WAYNE M. CARLIN
STEPHEN R. DiPRIMA
NICHOLAS G. DEMMO
IGOR KIRMAN
JONATHAN M. MOSES
T. EIKO STANGE
JOHN F. LYNCH
WILLIAM SAVITT
ERIC M. ROSOF
GREGORY E. OSTLING
DAVID B. ANDERS
ANDREA K. WAHLQUIST

51 WEST 52ND STREET
NEW YORK, N.Y. 10019-6150
TELEPHONE: (212) 403-1000
FACSIMILE: (212) 403-2000

GEORGE A. KATZ (1965-1989)
JAMES H. FOGELSON (1967-1991)
LEONARD M. ROSEN (1965-2014)

OF COUNSEL

WILLIAM T. ALLEN
MARTIN J.E. ARMS
MICHAEL H. BYOWITZ
GEORGE T. CONWAY III
KENNETH B. FORREST
SELWYN B. GOLDBERG
PETER C. HEIN
MEYER G. KOPLOW
LAWRENCE S. MAKOW
DOUGLAS K. MAYER
MARSHALL L. MILLER
PHILIP MINDLIN
ROBERT M. MORGENTHAU
DAVID S. NEILL

HAROLD S. NOVIKOFF
LAWRENCE B. PEDOWITZ
ERIC S. ROBINSON
PATRICIA A. ROBINSON*
ERIC M. ROTH
PAUL K. ROWE
DAVID A. SCHWARTZ
MICHAEL J. SEGAL
ELLIOTT V. STEIN
WARREN R. STERN
PAUL VIZCARRONDO, JR.
PATRICIA A. VLAHAKIS
AMY R. WOLF

ADAM J. SHAPIRO
NELSON O. FITTS
JOSHUA M. HOLMES
DAVID E. SHAPIRO
DAMIAN G. DIDDEN
IAN BOCZKO
MATTHEW M. GUEST
DAVID E. KAHAN
DAVID K. LAM
BENJAMIN M. ROTH
JOSHUA A. FELTMAN
ELAINE P. GOLIN
EMIL A. KLEINHAUS
KARESSA L. CAIN
RONALD C. CHEN
GORDON S. MOODIE
DONGJU SONG
BRADLEY R. WILSON
GRAHAM W. MELI
GREGORY E. PESSIN
CARRIE M. REILLY

MARK F. VEBLEN
VICTOR GOLDFELD
EDWARD J. LEE
BRANDON C. PRICE
KEVIN S. SCHWARTZ
MICHAEL S. BENN
SABASTIAN V. NILES
ALISON ZIESKE PREISS
TIJANA J. DVORNIC
JENNA E. LEVINE
RYAN A. McLEOD
ANITHA REDDY
JOHN L. ROBINSON
JOHN R. SOBOLEWSKI
STEVEN WINTER
EMILY D. JOHNSON
JACOB A. KLING
RAAJ S. NARAYAN
VIKTOR SAPEZHNIKOV
MICHAEL J. SCHOBEL
ELINA TETELBAUM

* ADMITTED IN THE DISTRICT OF COLUMBIA

COUNSEL

DAVID M. ADLERSTEIN
AMANDA K. ALLEXON
LOUIS J. BARASH
FRANCO CASTELLI
DIANNA CHEN
ANDREW J.H. CHEUNG
PAMELA EHRENKRANZ
KATHRYN GETTLES-ATWA
ADAM M. GOGOLAK

NANCY B. GREENBAUM
MARK A. KOENIG
LAUREN M. KOFKE
J. AUSTIN LYONS
ALICIA C. McCARTHY
PAULA N. RAMOS
NEIL M. SNYDER
S. CHRISTOPHER SZCZERBAN
JEFFREY A. WATIKER

DIRECT DIAL: (212) 403-1127
DIRECT FAX: (212) 403-2127
E-MAIL: PAROBINSON@WLRK.COM

August 18, 2019

VIA EAPPS

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

Re: Response to Additional Information Request 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 (and 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 sections 3(a)(3) and (5) of the Bank Holding Company Act, as amended (the "Proposed Transaction"). Upon consummation of the Proposed Transaction, the

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combined bank holding company will be named “Truist Financial Corporation” (“Truist”), and the combined bank will be named “Truist Bank.” This submission (i) responds to the request for additional information that staff of the Board emailed to me on August 14, 2019 (the “AI Request”), and (iii) provides certain additional updated information.

The items 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 Confidential Appendix and the Confidential Exhibits Volume.

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 Volume (the “Confidential Materials”). The Confidential Materials include, for example, nonpublic information regarding the financial information, business strategies and plans, and certain personnel decisions of (i) BB&T and its subsidiary bank, Branch Banking and Trust Company (“Branch Bank”), and (ii) SunTrust and 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 banks. BB&T and SunTrust both customarily and actually treat as private the information in the Confidential Materials and do not customarily disclose to the public the information therein or make it publicly available in any way, and this information is being provided to the Board under an assurance and expectation of privacy. 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 at (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.

* * * * *

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If you have any questions about this submission or confidential treatment request, please do not hesitate to contact me or Richard K. Kim.

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
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

Response to the Federal Reserve's August 14, 2019 Request for Additional Information on the Application

- 1. Please describe any contingency plans in place for covering the responsibilities of any BB&T or SunTrust employees that may leave prior to consummation of the proposed merger.**

Please see Confidential Exhibit A for responsive information.

- 2. Provide a list of any projects or initiatives that were identified in response to regulatory and/or internal audit concerns and any related to information technology infrastructure, cybersecurity, BSA/AML, or the risk management framework that have been delayed or deferred since the announcement of the proposed merger. Discuss the rationale for the delay or deferment for each project or initiative.**

The responsive information to this item will be provided as a supplement to this submission, as soon as possible.

- 3. Upon availability, please provide actual and pro forma financial information and capital calculations updated to reflect June 30, 2019 data, on parent company-only, consolidated holding company, and bank level bases. The financial statements submitted in response to this request should reflect the same level of detail as the financial statements previously provided in the application, including relevant adjustments and explanatory footnotes.**

The requested financial information and capital calculations will be provided as a supplement to this submission, as soon as possible.

- 4. For BB&T, provide actual and pro forma internally classified asset information (in dollar amount totals), as of June 30, 2019, on both a consolidated and bank-level basis, comprised of the separate categories of substandard, doubtful, and loss (with relevant components of OREO, separately identified in each category).**

The requested financial information and capital calculations will be provided as a supplement to this submission, as soon as possible.

- 5. For SunTrust, provide the same internally classified asset information as of June 30, 2019, as requested for BB&T in Question 4 above (pro forma information is not necessary).**

The requested financial information and capital calculations will be provided as a supplement to this submission, as soon as possible.

- 6. Similar to prior requests, provide an updated workplan for integration planning activities, as well as an updated summary of the status of integration planning.**

Please see Confidential Exhibit B for responsive information.

- 7. In the April 16, 2019 submission, it was indicated that SunTrust International Banking Company was in the process of being dissolved, and that dissolution was expected to be completed by approximately the end of June 2019. Discuss the current status of the dissolution.**

SunTrust filed a notice of intent to dissolve SunTrust International Banking Company with the Georgia Secretary of State, which was approved on July 24, 2019. Under applicable Georgia law, public notice must be made in a local newspaper of general circulation, which commenced on August 15, and which will be completed on August 21, 2019. Articles of Dissolution will be filed with the Georgia Secretary of State upon the completion of the second running of the newspaper notice on August 21, 2019. It is expected that the Certificate of Dissolution will be received on August 21, 2019, which will complete the dissolution process. SunTrust will forward to the Federal Reserve the Certificate of Dissolution promptly following its issuance.

- 8. On page A-3 of the July 17, 2019 submission [of BB&T] [the (“July 17 Submission”), BB&T states that the merged bank will not close branches within communities designated by the U.S. Census Bureau as having fewer than 2,500 people and not included within an Urbanized Area or Urbanized Cluster for three years following closing of the transaction. Indicate the number of branches each of Branch Bank and SunTrust Bank currently operate in such communities.**

Branch Bank and SunTrust Bank indicate, in the Community Benefits Plan (the “Plan”), that Truist Bank will seek to maintain and avoid closure of branches within communities designated by the U.S. Census Bureau with fewer than 2,500 people and not included in an Urbanized Area or Urbanized Cluster, as defined in the Plan and July 17 Submission. The language used was intended to ensure a precise understanding of the Plan’s provision that branches in non-urban areas would not be closed because the US. Census Bureau has not defined the term “rural.” As of July 31, 2019, Branch Bank and SunTrust Bank had 137 branches in such non-urban areas, including 125 Branch Bank branches and 12 SunTrust

Bank branches. Under this Plan provision, Truist Bank will continue to operate and serve the communities of these referenced 137 branches during calendar years 2020 through 2022.

- 9. On page A-3 of the [July 17 Submission], BB&T states that the merged bank will seek to open at least fifteen new branches in [low- and moderate-income (“LMI”)] [] and/or majority-minority census tracts within its footprint from 2020 through 2022. Indicate what “seek to open” means, including factors that might preclude the merged bank from opening any of these new branches. In addition, estimate the number of branch closures and consolidations in such tracts over that same time period.**

BB&T and SunTrust management fully expect and are planning to open at least 15 new branches in LMI and/or majority-minority census tracts within the combined institution’s footprint during the three-year term of the Plan. The July 17 Submission was worded to ensure the understanding that the branch opening process is subject to external factors that will be beyond the control of Truist Bank, including the requirement to apply for and obtain regulatory approval for the *de novo* branches, and the fact that a specific location identified as ideal for serving a particular LMI or majority-minority geography may pose unanticipated challenges in the necessary process of real estate acquisition, leasing and/or branch development that accompanies the creation of a new bank branch (*e.g.*, zoning, permitting, construction or environmental challenges). Although such factors are unlikely to prevent the ultimate opening of such number of branches, BB&T and SunTrust management strive to be scrupulously transparent in making these kinds of pledges, given their importance to the communities that they are privileged to serve.

With respect to the requested estimate of the number of branch consolidations and closures in such LMI census tracts over that same three-year period, please see the previous responses to inquiries regarding branch consolidation and closure plans. As discussed at length in previous submissions, BB&T and SunTrust are currently not in a position to provide such information regarding projected branch consolidations and closures.

- 10. On page A-8 of the [July 17 Submission], the Fair Lending Center of Excellence is described as providing “the compliance subject matter expertise and oversight for lending products, including support of CRA team and Regulation B, Fair Housing Act, Servicemembers Civil Relief Act, Home Mortgage Disclosure Act (“HMDA”) and unfair, deceptive or abusive acts or practices (“UDAAP”) compliance.” Indicate whether the Fair Lending Center of Excellence would be responsible for all aspects of UDAAP compliance, including deposit-related UDAAP compliance. If not, indicate which area would have responsibility for this aspect of UDAAP compliance.**

The Truist Fair Lending Center of Excellence (the “FLCOE”) will be responsible for the second line of defense oversight of UDAAP compliance, including deposit-related UDAAP compliance. One update from the July 17 Submission is that the FLCOE will not provide data analysis for the Community Reinvestment Act compliance team (the “CRA Group”),

because the CRA Group will have its own analytics unit. However, Branch Bank's CRA Group has historically worked closely with its Fair Lending Compliance Group to support equal access to credit for all the communities served by the bank, including minority and LMI communities. That close working relationship will continue between the FLCOE and the CRA Group at Truist and Truist Bank after consummation of the Proposed Transaction.

Additional Information on Certain SunTrust Bank Subsidiaries: On August 1, SunTrust Bank reorganized several of its subsidiaries, as follows:

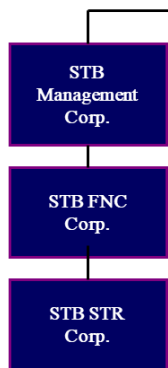
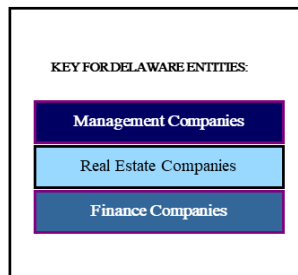
- STB Management Corporation ("STB Management"), STB FNC Corporation ("STB FNC") and STB STR Corporation ("STB STR") merged into CB Finance, Inc. ("CB Finance"), a wholly owned subsidiary of SunTrust Bank. Upon consummation of such mergers, the corporate existence of STB Management, STB FNC and STB STR terminated. As noted in Exhibit 24 of the Application, CB Finance purchases defaulted commercial real estate loan participations of affiliated real estate investment trusts ("REITs") and monitors the process from foreclosure to disposition of related defaulted mortgages and loan participations.
- STB Real Estate LLC ("STB Real Estate"), a wholly owned subsidiary of CB Finance, merged into STB Real Estate Parent (MA), Inc. ("STB RE Parent"), a sister wholly owned subsidiary of CB Finance. STB Real Estate, which oversaw the monitoring and orderly resolution of potential preferred stockholder claims against its subsidiary REITs, ceased to exist upon consummation of such merger. STB RE Parent provides oversight with respect to the monitoring and the orderly resolution of any potential preferred stockholder claims against its subsidiary REITs.
- STB RE Parent contributed the REIT stock that it received in the merger with STB Real Estate to SunTrust Real Estate Investment Corporation, a subsidiary REIT of STB RE Parent that invests in participating interests in mortgage loans and the stock of REIT subsidiaries.

The following diagrams illustrate these reorganization steps.

STRUCTURE

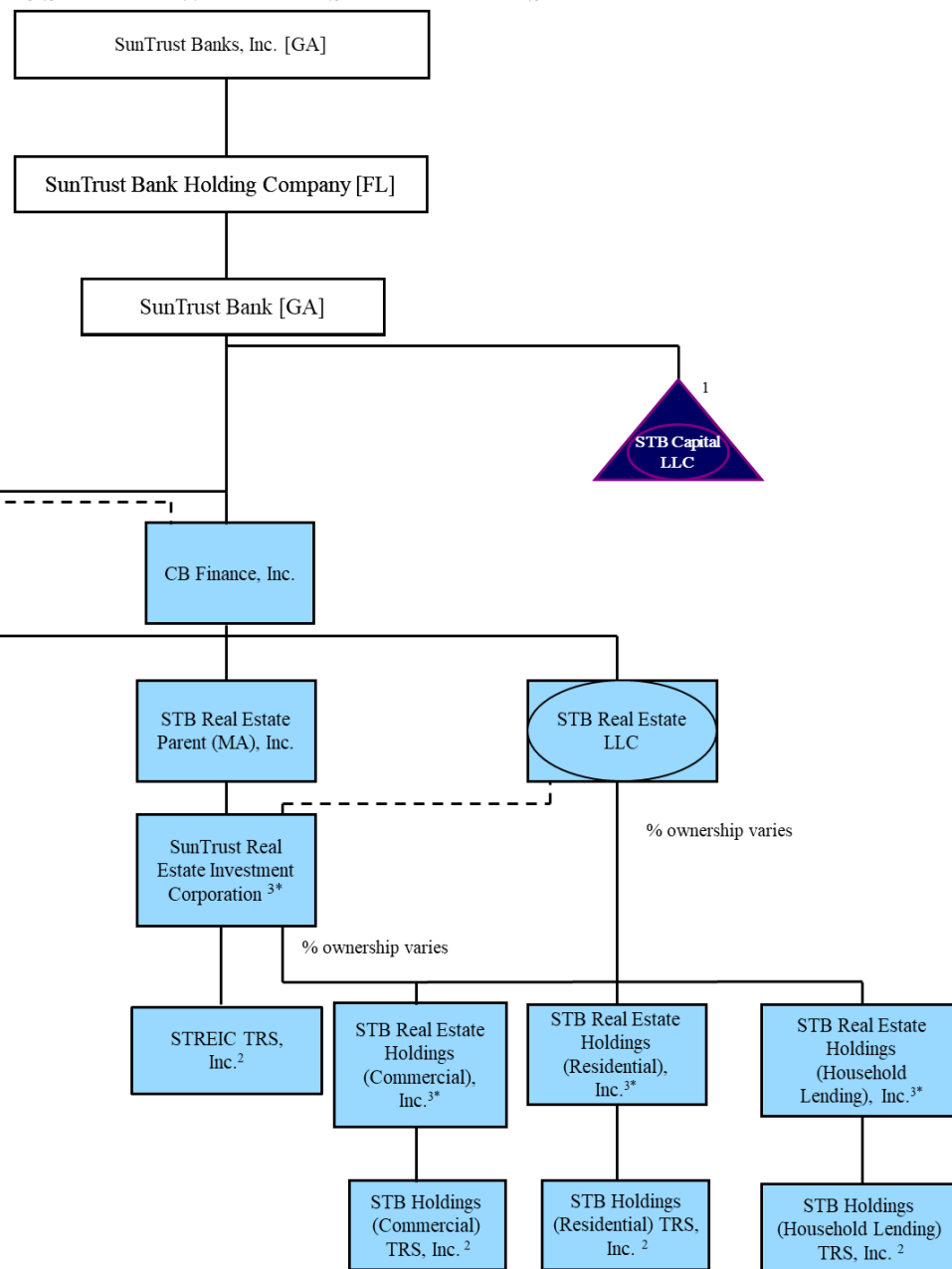
Before August 1, 2019

SUNTRUST DELAWARE-BASED ENTITIES



REIT Common Stock Ownership

REIT	Stockholder	
	Parent (MA)	Real Estate STREIC
STREIC	100%	
Commercial	75%	25%
Household Lending	75%	25%
Residential	48.471%	51.529%

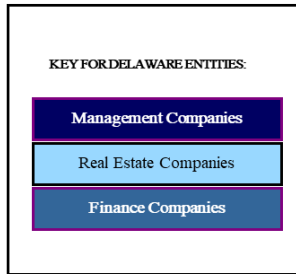


¹ As of February 25, 2005, all common & preferred shares held by SunTrust Bank.
² Taxable REIT Subsidiary
³ Is Grantor/Trustee for Protective Trust, for which sole beneficiary is wholly owned taxable REIT subsidiary.

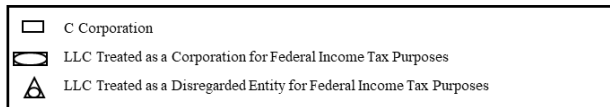
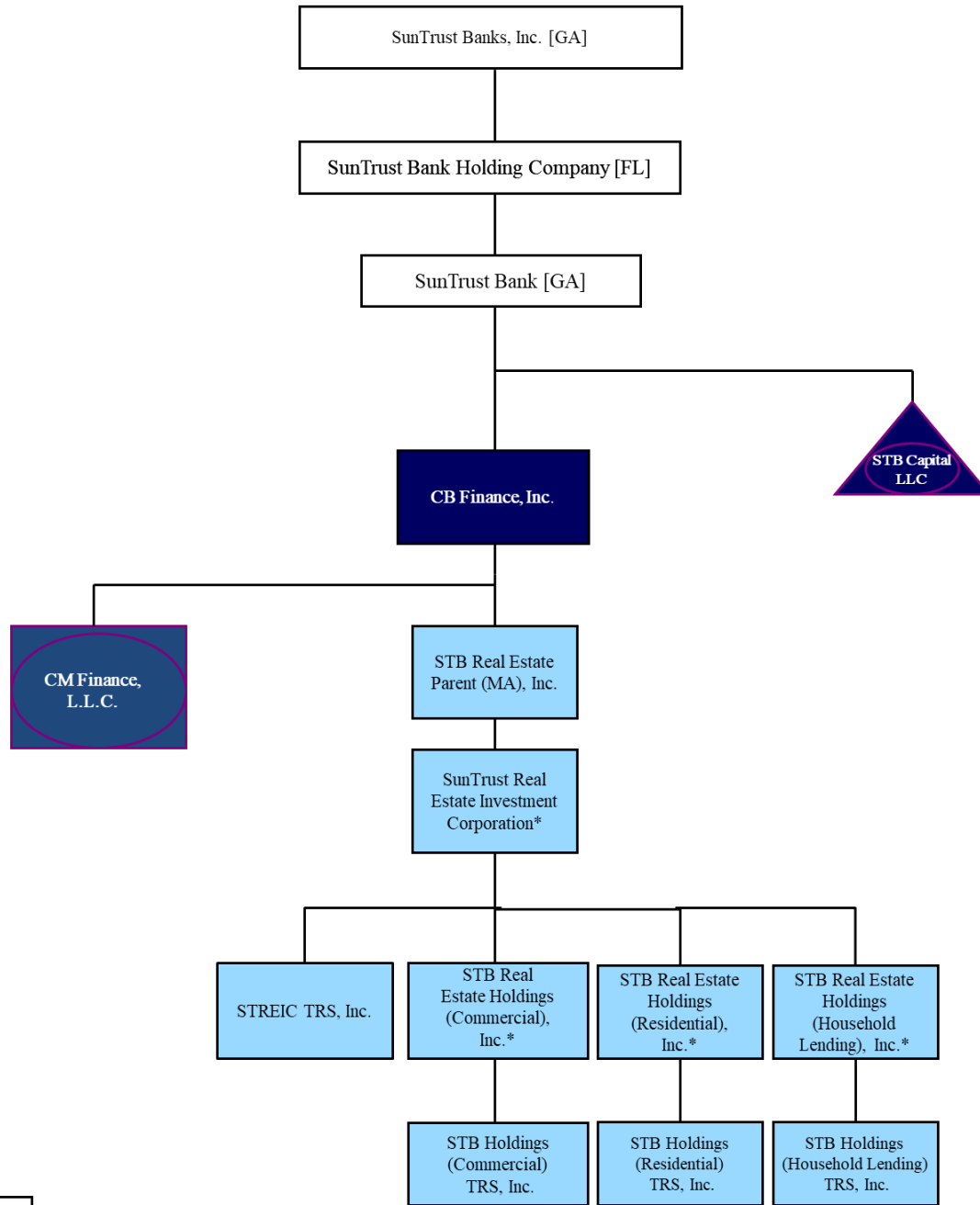
*Denotes REIT

STRUCTURE

Effective August 1, 2019



SUNTRUST DELAWARE-BASED ENTITIES



*Denotes REIT