

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name BB&T Corporation		2 Issuer's employer identification number (EIN) 56-0939887	
3 Name of contact for additional information Shareholder Services	4 Telephone No. of contact (336) 747-9795	5 Email address of contact rstaylor@bbandt.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 150 S Stratford Road, Suite 300		7 City, town, or post office, state, and Zip code of contact Winston-Salem, NC 27104	
8 Date of action June 19, 2015		9 Classification and description Reorganization pursuant to IRC Section 368(a)	
10 CUSIP number BBT - 054937107 BKYF - 062896105	11 Serial number(s) N/A	12 Ticker symbol BBT (NYSE) and BKYF (NASDAQ)	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶
Please see attachment.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶
Please see attachment.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶
Please see attachment.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

Please see attachment.

18 Can any resulting loss be recognized? ▶ _____

Please see attachment.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____

Please see attachment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ Cheryl A. Gilreath Date ▶ 6/24/15

Print your name ▶ **Cheryl A. Gilreath** Title ▶ **Corporate Tax Director / EVP**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

BB&T CORPORATION
EIN: 56-0939887
Attachment to IRS Form 8937

PART I: REPORTING ISSUER

As further described below, Bank of Kentucky Financial Corporation, a Kentucky corporation (“Bank of Kentucky”) merged with and into BB&T Corporation, a North Carolina corporation (“BB&T”). Stockholders of Bank of Kentucky received both cash and shares of BB&T common stock in exchange for their shares of Bank of Kentucky common stock in the Merger (as defined below).

PART II: ORGANIZATIONAL ACTION

CONSULT YOUR TAX ADVISOR

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Merger (as defined below) on the tax basis of BB&T stock received in the Merger in exchange for Bank of Kentucky stock. The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of stockholders. BB&T does not provide tax advice to its stockholders. The example provided below is illustrative and is being provided pursuant to Section 6045B of the Code and as a convenience to stockholders and their tax advisors when establishing their specific tax position. You are urged to consult your own tax advisor regarding the particular consequences of the Merger to you, including the applicability and effect of all U.S. federal, state and local and foreign tax laws. You also are urged to read the Proxy Statement/Prospectus of BB&T and Bank of Kentucky on Form 424(B)(3), dated December 4, 2014 (Registration No. 333-199168), noting especially the discussion on pages 69-71 under “Material United States Federal Income Tax Consequences.” You may access the Proxy Statement/Prospectus at www.sec.gov.

Item 14. Description of Organizational Action:

Pursuant to the terms of the Agreement and Plan of Merger, dated as of September 5, 2014 (the “Agreement”), by and between Bank of Kentucky and BB&T, Bank of Kentucky merged with and into BB&T (the “Merger”), subject to the terms and conditions set forth in the Agreement, with BB&T surviving. In the Merger, each share of Bank of Kentucky common stock issued and outstanding was converted into the right to receive (x) 1.0126 shares of BB&T common stock, \$5.00 par value per share (the “Stock Consideration”), and (y) \$9.40 in cash (the “Cash Consideration,” and together with the Stock Consideration, including the value of any cash in lieu of fractional shares, the “Merger Consideration”). BB&T did not issue any fractional shares of

BB&T common stock in the Merger. Bank of Kentucky stockholders who would otherwise have been entitled to a fractional share of BB&T common stock upon the completion of the Merger instead received an amount in cash based on the average closing price of BB&T common stock as reported on the New York Stock Exchange over the 20 trading day period ending on the third business day prior to the closing date.

Item 15. Description of the Quantitative Effect of the Organizational Action:

The receipt by a Bank of Kentucky stockholder of a combination of BB&T common stock and cash in exchange for Bank of Kentucky common stock in the Merger has an effect on such stockholder's tax basis. Generally, the aggregate tax basis of BB&T common stock received by a Bank of Kentucky stockholder that exchanges its shares of Bank of Kentucky common stock for a combination of BB&T common stock and cash in the Merger will be equal to the aggregate adjusted tax basis of the shares of Bank of Kentucky common stock surrendered, reduced by the amount of cash received by the Bank of Kentucky stockholder pursuant to the Merger (excluding any cash received in lieu of a fractional share of BB&T common stock) and increased by the amount of any gain (excluding any gain or loss resulting from the deemed receipt and redemption of fractional shares), if any, recognized by the Bank of Kentucky stockholder on the exchange. The amount of gain recognized is *the lesser of* (A) the amount of gain realized (i.e., the excess of the sum of the amount of cash and the fair market value of the BB&T common stock received pursuant to the Merger over the stockholder's aggregate tax basis in the shares of Bank of Kentucky common stock surrendered) and (B) the amount of cash received pursuant to the Merger (excluding any cash received in lieu of a fractional share of BB&T common stock).

The receipt by a Bank of Kentucky stockholder of cash in lieu of fractional shares of BB&T common stock will be treated as if the fractional shares had been distributed to the Bank of Kentucky stockholders in connection with the Merger and then had been sold for cash in a taxable transaction. Gain or loss will be recognized based on the difference between the amount of cash received in lieu of the fractional share and the portion of the stockholder's aggregate adjusted tax basis of the shares of Bank of Kentucky common stock surrendered that is allocable to the fractional share. The gain or loss generally will be long-term capital gain or loss if the holding period of such shares of Bank of Kentucky common stock is more than one year at the effective time of the Merger. The deductibility of capital losses is subject to limitations. See the Proxy Statement/Prospectus of BB&T and Bank of Kentucky on Form 424(B)(3), dated December 4, 2014 (Registration No. 333-199168) for more information.

Fair market value generally is the price at which property would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy or to sell and both having reasonable knowledge of the facts. U.S. federal income tax law does not specifically prescribe how you should determine the fair market values of the BB&T common stock and the Bank of Kentucky common stock for purposes of allocating your tax basis. You should consult your tax advisor to determine what measure of fair market value is appropriate.

There are several possible methods for determining the fair market values of BB&T common stock and Bank of Kentucky common stock. One possible approach is to utilize the New York Stock Exchange market closing price on June 19, 2015 for BB&T common stock (\$41.02 per share), and the NASDAQ market closing price on June 19, 2015 for Bank of Kentucky common

stock (\$50.99 per share) as an indication of the fair market value. Other approaches to determine fair market value may also be possible. You are not bound by the approach illustrated above and may, in consultation with your tax advisor, use another approach in determining fair market values for BB&T and Bank of Kentucky common stock.

Item 16. Description of the Calculation of the Change in Basis:

The following is an example of how the basis determination would be applied:

Shares of Bank of Kentucky common stock owned: 425.25

Bank of Kentucky stockholder's aggregate adjusted tax basis: \$10,000.00 (assumed to be about \$23.52 per share)

Whole shares of BB&T common stock received in the Merger (425.25 shares of Bank of Kentucky common stock multiplied by the ratio of 1.0126 and rounding down the product thereof): 430

Number of fractional shares of BB&T common stock for which cash is paid: 0.60815

FMV per share of BB&T shares received: \$41.02

FMV of the Stock Consideration received (i.e., BB&T shares received in exchange for Bank of Kentucky shares, including fractional shares of BB&T common stock deemed received) (\$41.02 per share of BB&T multiplied by 430.60815 shares of BB&T common stock): \$17,663.55

Cash Consideration received in exchange for Bank of Kentucky common stock pursuant to the Merger (425.25 shares of Bank of Kentucky common stock multiplied by \$9.40 in cash per share): \$3,997.35

Total Merger Consideration received (\$3,997.35 in Cash Consideration plus \$17,663.55 in FMV of Stock Consideration): \$21,660.90

Realized gain (\$21,660.90 total Merger Consideration received minus \$10,000.00 aggregate tax basis): \$11,660.90

Recognized gain (determined as lesser of realized gain or cash received): \$3,997.35

Aggregate tax basis of BB&T common stock received (including fractional shares deemed received) (\$10,000.00 aggregate tax basis in Bank of Kentucky shares minus \$3,997.35 cash received (i.e., excluding cash received in lieu of a fractional share of BB&T common stock) plus \$3,997.35 recognized gain): \$10,000.00

Tax basis per share of BB&T common stock received (including fractional shares deemed received) (\$10,000.00 aggregate basis divided by 430.60815): \$23.22 (or, more precisely, \$23.22296 per share)

Aggregate tax basis in whole shares of BB&T common stock received in the Merger (430 x \$23.22296): \$9,985.87

Tax basis in fractional share deemed sold (0.60815 shares multiplied by \$23.22296 per share): \$14.12

Cash received in deemed sale of fractional share (0.60815 shares multiplied by \$40.12 per share): \$24.40

Gain realized on fractional share deemed sold (\$24.40 fair market value minus \$14.12 basis): \$10.28

Items 17 & 18. List of Applicable Internal Revenue Code Sections and Subsections:

The Merger is intended to qualify as a “reorganization” within the meaning of Section 368(a) of the Code. In general, the federal income tax consequences to the former Bank of Kentucky stockholders are determined under Sections 356, 358 and 1221. Bank of Kentucky stockholders will generally recognize gain (but not loss), pursuant to Section 356 of the Code, in an amount equal to the lesser of (1) the amount of gain realized (i.e., the excess of the sum of the amount of cash and fair market value of the BB&T common stock received pursuant to the Merger over the Bank of Kentucky stockholder’s adjusted basis in its shares of Bank of Kentucky common stock surrendered, as determined pursuant to Sections 1001 and 1011 of the Code) and (2) the amount of cash received pursuant to the Merger (excluding any cash received in lieu of a fractional share of BB&T common stock).

Item 19. Other Information:

The Merger and resulting stock exchange became effective on June 19, 2015. For a Bank of Kentucky stockholder whose taxable year is the calendar year, the reportable tax year is 2015.