



FEDERAL RESERVE SYSTEM

FEDERAL DEPOSIT INSURANCE CORPORATION

Proposal by BB&T Corporation to Acquire SunTrust Banks, Inc. and its Subsidiary, SunTrust Bank, and to Merge SunTrust Bank with and into Branch Banking and Trust Company

AGENCIES: Board of Governors of the Federal Reserve System (Board) and Federal Deposit Insurance Corporation (FDIC).

ACTION: Notice of public meetings.

SUMMARY: Two public meetings will be held regarding the proposal by BB&T Corporation, Winston-Salem, North Carolina, to acquire SunTrust Banks, Inc., and thereby indirectly acquire SunTrust Bank, both of Atlanta, Georgia, pursuant to the Bank Holding Company Act and related statutes. As part of the proposal, BB&T Corporation would merge SunTrust Bank with and into its subsidiary state non-member bank, Branch Banking and Trust Company, Winston-Salem, North Carolina, pursuant to the Bank Merger Act and related statutes. The purpose of the meetings is to collect information related to factors the Board and FDIC (agencies) are required to consider under the Bank Holding Company Act and the Bank Merger Act.

DATES: The meeting dates are:

(1) Thursday, April 25, 2019, from 8:30 a.m. to 5:00 p.m. EDT, Charlotte, North Carolina.

(2) Friday, May 3, 2019, from 8:30 a.m. to 5:00 p.m. EDT, Atlanta, Georgia.

ADDRESSES: The public meeting locations are:

(1) Charlotte, North Carolina – Charlotte Branch of the Federal Reserve Bank of Richmond, 530 East Trade Street, Charlotte, North Carolina.

(2) Atlanta, Georgia – Federal Reserve Bank of Atlanta, 1000 Peachtree Street N.E., Atlanta, Georgia.

FOR FURTHER INFORMATION CONTACT:

Board: For the Charlotte meeting: Matthew Martin, Vice President, Research Department Microeconomics and Research Communications, Federal Reserve Bank of Richmond, 530 East Trade Street, Charlotte, North Carolina, 28202; by e-mail to:

Publicmeeting.Charlotte@rich.frb.org; or by facsimile: 704-358-2300.

For the Atlanta meeting: Karen Leone de Nie, Vice President Community and Economic Development, Federal Reserve Bank of Atlanta, 1000 Peachtree Street N.E., Atlanta, Georgia, 30309-4470; by e-mail to: atlfedcomdev@atl.frb.org; or by facsimile: 404-498-8956.

FDIC: Michael J. Dean, Regional Director, Federal Deposit Insurance Corporation, 10 10th Street, NW, Suite 800, Atlanta, GA, 30309-3906; by e-mail to BankMergerApplication@fdic.gov; or by facsimile: 678-916-2451.

SUPPLEMENTARY INFORMATION:

Background and Public Meetings Notice.

On March 8, 2019, BB&T Corporation, Winston-Salem, North Carolina (BB&T), requested the Board's approval under the Bank Holding Company Act (12 U.S.C. 1841 *et seq.*) to acquire SunTrust Banks, Inc., and thereby indirectly acquire SunTrust Bank, both of Atlanta, Georgia (Holding Company Application). Also on March 8, 2019, Branch

Banking and Trust Company, Winston-Salem, North Carolina (Branch Bank) applied to the FDIC to merge SunTrust Bank with and into Branch Bank pursuant to section 18(c) of the Federal Deposit Insurance Act (12 U.S.C. 1828(c)) (Bank Application). The agencies hereby announce that public meetings on the applications will be held in Atlanta, Georgia, and Charlotte, North Carolina.¹

Purpose and Procedures.

The purpose of the public meetings is to collect information relating to the convenience and needs of the communities to be served. Convenience and needs considerations include a review of the records of performance of the insured depository institutions involved in the proposal under the Community Reinvestment Act, which requires the appropriate federal financial supervisory agency to take into account a relevant depository institution's record of meeting the credit needs of its entire community, including low- and moderate-income neighborhoods, consistent with the safe and sound operation of the institution. 12 U.S.C. 2903. The agencies also consider other factors in acting on the applications, including the effects of the proposal on the stability of the U.S. banking or financial system, the financial and managerial resources and future prospects of the companies and banks involved in the proposal, and competition in the relevant markets. The agencies also will be collecting information relating to these factors.

¹ The public meetings are being held as informal proceedings by the FDIC pursuant to 12 CFR 303.10(l).

Testimony at the public meetings will be presented to a panel consisting of Presiding Officers and other panel members appointed by the Presiding Officers. The Presiding Officers will have the authority and discretion to ensure that the meetings proceed in a fair and orderly manner. The rules for taking evidence in an administrative proceeding will not apply to the public meetings. Panel members may question witnesses, but no cross-examination of witnesses will be permitted. The public meetings will be transcribed, and the transcripts will be posted on the respective public websites of the Board and the FDIC.² Information regarding the procedures for obtaining a copy of the transcripts will be announced at the public meetings.

Charlotte, North Carolina: All persons wishing to testify at the public meeting in Charlotte should submit a written request no later than 5:00 p.m. EDT on Monday, April 15, 2019. A request to testify at the Charlotte public meeting may be sent by mail to: Matthew Martin, Vice President, Research Department Microeconomics and Research Communications, Federal Reserve Bank of Richmond, 530 East Trade Street, Charlotte, North Carolina, 28202; by online form at:

<https://fedsurvey2.frbatlanta.org/Survey.aspx?s=7169b12f832e42278c1789f8b8ff5524>;

by e-mail to: Publicmeeting.Charlotte@rich.frb.org; or by facsimile: 704-358-2300.

Atlanta, Georgia: All persons wishing to testify at the public meeting in Atlanta should submit a written request no later than 5:00 p.m. EDT on Tuesday, April 23, 2019. A request to testify at the Atlanta public meeting may be sent by mail to: Karen Leone de

² Materials related to the applications will be made available on the Board's website <https://www.federalreserve.gov/foia/bbt-suntrust-application-materials.htm> and the FDIC's website <https://www.fdic.gov/regulations/applications/bbt-suntrust/>.

Nie, Vice President Community and Economic Development, Federal Reserve Bank of Atlanta, 1000 Peachtree Street N.E., Atlanta, Georgia, 30309-4470; by online form at: <https://fedsurvey2.frbatlanta.org/SunTrustBBT-Meeting-Atl.aspx>; by e-mail to: atlfedcomdev@atl.frb.org; or by facsimile: 404-498-8956.

The Board will provide a copy of each request to the FDIC.

The request to testify should include the following information: (i) a brief statement of the nature of the expected testimony (including whether the testimony will support or oppose the proposed transactions or provide other comment on them); (ii) the address and telephone number (e-mail address and facsimile number, if available) of the person testifying; and (iii) the identification of any special needs, such as translation services, physical disabilities requiring assistance, or presentations requiring visual aids. Translators will be provided to the extent available if a need for such services is noted in the request to testify. Persons interested only in attending the meetings, but not testifying, need not submit a written request to attend.

The Presiding Officers will prepare a schedule for persons wishing to testify and establish the order of presentation. To ensure an opportunity for all interested commenters to present their views, the Presiding Officers may limit the time for presentations and may establish other procedures related to the conduct of the public meetings as appropriate. Persons not listed on the schedule may be permitted to speak at the public meetings, if time permits, at the conclusion of the schedule of witnesses in the discretion of the Presiding Officers. Copies of testimony may, but need not, be filed with the Presiding Officers before a person's presentation.

All individuals who wish to attend either public meeting must present a valid, government-issued photo identification. In addition, X-ray and metal detection devices will be in use and there will be limitations on materials that may be brought into the building (i.e., no objects that could raise security or safety concerns).

The Board is extending the comment period on the Holding Company Application through the close of business on Friday, May 3, 2019. The FDIC also has determined that there is good cause to extend the comment period on the Bank Application through the close of business on Friday, May 3, 2019. The Board will make the public record of the Holding Company Application, including all comments received and the transcripts of the public meetings, available on the Board's public website. The FDIC will make the public record of the Bank Application, including all comments received and the transcripts of the public meetings, available on the FDIC's public website.

THIS SIGNATURE PAGE RELATES TO THE NOTICE OF PUBLIC MEETINGS
TITLED “PROPOSAL BY BB&T CORPORATION TO ACQUIRE SUNTRUST
BANKS, INC. AND ITS SUBSIDIARY, SUNTRUST BANK, AND TO MERGE
SUNTRUST BANK WITH AND INTO BRANCH BANKING AND TRUST
COMPANY”

By order of the Board of Governors of the Federal Reserve System, effective March 13, 2019.

Margaret McCloskey Shanks,
Deputy Secretary of the Board.

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Dated at Washington, DC, on March 14, 2019.

Federal Deposit Insurance Corporation.

Valerie J. Best,

Assistant Executive Secretary.

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