

FEDERAL DEPOSIT INSURANCE CORPORATION

Branch Banking and Trust Company
Winston-Salem, North Carolina

Application for Consent to Merge with SunTrust Bank, Atlanta, Georgia,
and to Establish Associated Branches

Order and Basis for Corporation Approval

Branch Banking and Trust Company (“BB&T”), Winston-Salem, North Carolina, a state-chartered bank that is not a member of the Federal Reserve System (“FRS”), filed an application for the FDIC’s consent to merge with SunTrust Bank (“SunTrust”), Atlanta, Georgia, a state-chartered member of the FRS (“Application”). The resulting institution would be renamed Truist Bank, would operate under BB&T’s North Carolina charter, and would not be a member of the FRS.¹

The Application is subject to FDIC approval under the Bank Merger Act (“BMA”)² because it relates to a merger transaction between two insured depository institutions in which the resulting institution would be a state nonmember bank. The Application must also satisfy the interstate requirements of section 44 of the FDI Act³ because BB&T and SunTrust are headquartered in different home states. Additionally, the Application is subject to FDIC approval under section 18(d) of the FDI Act⁴ for Truist Bank’s resulting acquisition and establishment of 1,160 SunTrust branches.

¹ When used herein, “Truist Bank” refers to the institution that immediately results from the merger of BB&T and SunTrust, irrespective of the effectiveness of such name change.

² Section 18(c) of the Federal Deposit Insurance Act (“FDI Act”), 12 U.S.C. § 1828(c).

³ 12 U.S.C. § 1831u.

⁴ 12 U.S.C. § 1828(d).

BB&T has total consolidated assets of approximately \$230 billion and total deposits of approximately \$173.2 billion. BB&T operates 1,793 branches in 15 states (Alabama, Florida, Georgia, Indiana, Kentucky, Maryland, New Jersey, North Carolina, Ohio, Pennsylvania, South Carolina, Tennessee, Texas, Virginia, and West Virginia) and Washington, D.C., and is a wholly owned subsidiary of BB&T Corporation (“BB&T Corp.”).

SunTrust has total consolidated assets of approximately \$221 billion and total deposits of approximately \$169.2 billion. SunTrust operates 1,160 branches in 10 states (Alabama, Arkansas, Florida, Georgia, Maryland, Mississippi, North Carolina, South Carolina, Tennessee, and Virginia) and Washington, D.C., and is an indirect wholly owned subsidiary of SunTrust Banks, Inc. (“STB Inc.”).

As a result of the merger between BB&T and SunTrust, Truist Bank would have total assets of approximately \$451 billion and deposits of \$342.4 billion, making Truist Bank the sixth-largest insured depository institution in the United States. Upon consummation, Truist Bank would operate 2,953 branches in 17 states (Alabama, Florida, Georgia, Indiana, Kentucky, Maryland, New Jersey, North Carolina, Ohio, Pennsylvania, South Carolina, Tennessee, Texas, Virginia, West Virginia, Arkansas, and Mississippi) and Washington, D.C. Truist Bank would be a wholly owned subsidiary of Truist Financial Corporation, which would result from the merger of BB&T Corp. and STB Inc. The merger of BB&T Corp. and STB Inc. is subject to the approval of the Board of Governors of the FRS under the Bank Holding Company Act, and would immediately precede the merger of BB&T and SunTrust.

The Bank Merger Act

The Application is subject to FDIC approval under the BMA, which prohibits an insured depository institution from merging with another insured depository institution without the prior approval of the responsible agency, which is the FDIC where the resulting bank is a state nonmember bank. Generally, the BMA imposes public notice requirements; requires the furnishing of a competitive factors report from the Attorney General; prohibits approval of monopolistic or otherwise anticompetitive transactions; requires the responsible agency to consider specific statutory factors related to financial and managerial resources and future prospects, the convenience and needs of the community, financial stability, and the anti-money laundering records of the banks involved; and prohibits interstate mergers in which the resulting institution would control more than 10 percent of the deposits of insured depository institutions in the United States.

Public Notice and Comment

Section 18(c)(3) of the BMA generally requires public notice of a merger transaction subject to the BMA.⁵ Consistent with this requirement, public notice of the proposed transaction was published in the *Winston-Salem Journal*, the *Atlanta Journal-Constitution*, and the *Charlotte Observer* on March 8, March 21, and April 2, 2019. The FDIC received 772 written comments and 154 calls regarding the transaction, and considered the input from these comments and calls in its consideration of the Application. The FDIC received and considered additional public feedback from 118 organizations and individuals that participated in two public meetings held

⁵ 12 U.S.C. § 1828(c)(3).

jointly with the FRS on April 25, 2019, in Charlotte, North Carolina, and on May 3, 2019, in Atlanta, Georgia.⁶

Competitive Considerations

Section 18(c)(4) of the BMA generally requires that the responsible agency request, and that the Attorney General furnish, a report on the competitive factors involved in a merger transaction subject to the BMA.⁷ On November 8, 2019, the Department of Justice (“DOJ”) concurred in authorizing the transaction subject to agreed-upon commitments made by BB&T Corp. and STB Inc.⁸ The agreement commits BB&T Corp. and STB Inc. to divesting 28 SunTrust branches, totaling approximately \$2.3 billion in deposits, in the following geographic markets: Durham-Chapel Hill, North Carolina; Franklin County, Virginia; Martinsville, Virginia⁹; Winston-Salem, North Carolina; Eastern Shore, Virginia; and Lumpkin County, Georgia.

Section 18(c)(5)(A) of the BMA prohibits the FDIC from approving a merger transaction that would result in a monopoly or would be in furtherance of an attempt to monopolize the business of banking in any part of the United States.¹⁰ Section 18(c)(5)(B) of the BMA also prohibits the FDIC from approving a merger transaction that may substantially lessen competition in any section of the country, unless the anticompetitive effects of the proposed

⁶ See 84 Fed. Reg. 10517 (March 21, 2019).

⁷ 12 U.S.C. § 1828(c)(4).

⁸ See Press Release, Department of Justice, Divestiture of Approximately \$2.3 Billion in Deposits Across Seven Local Markets Constitutes Largest Bank Divestiture in Over a Decade (Nov. 8, 2019), available at <https://www.justice.gov/opa/pr/justice-department-requires-divestitures-order-bbt-and-suntrust-proceed-merger>.

⁹ In its press release announcing the divestiture agreement, DOJ separately identified Patrick County Virginia, and Henry County/City of Martinsville, Virginia. *Id.* The banking market of Martinsville, Virginia, as determined by the FRS, includes both Patrick County and Henry County.

¹⁰ 12 U.S.C. § 1828(c)(5)(A).

transaction are clearly outweighed in the public interest by the probable effect of the transaction in meeting the convenience and needs of the community to be served.¹¹

In evaluating the competitive effects of the proposal, the FDIC considered how the transaction would affect competition in the 81 geographic markets where both BB&T and Sun Trust operate. The FDIC considered, among other things, the concentration levels of deposits held by depository institutions in each of the 81 relevant geographic markets, and the increase to those concentration levels that would result from the proposal, as calculated under the Herfindahl-Hirschman Index (“HHI”), a widely accepted measure of market concentration. Generally, a transaction that does not result in both a post-merger HHI over 1800 points and an increase of more than 200 points within a geographic market does not raise significant anticompetitive concerns, whereas transactions that exceed both thresholds typically warrant further scrutiny.¹²

The resulting HHI levels in 67 of the 81 markets would fall below one or both thresholds, and the HHI levels in the 14 remaining markets would approach or exceed both thresholds. Upon further scrutiny, the presence of competitively viable thrifts and credit unions mitigate the competitive concerns associated with increased concentration levels in six of these 14 markets.¹³ To mitigate the heightened concentration levels in the eight remaining markets, and as a condition of approval, Truist Bank commits to divest a total of 30 branches in eight geographic markets through a sale to a suitable third-party buyer. These branches include the 28 SunTrust

¹¹ 12 U.S.C. § 1828(c)(5)(B).

¹² DOJ, Bank Merger Competitive Review, *available at* <https://www.justice.gov/atr/bank-merger-competitive-review-introduction-and-overview-1995>; *see also* FDIC, Statement of Policy on Bank Merger Transactions, *available at* <https://www.fdic.gov/regulations/laws/rules/5000-1200.html>.

¹³ These markets include North Lake/Sumter, Florida; Atlanta, Georgia; Milledgeville, Georgia; Lexington, Virginia; Norfolk-Portsmouth, Virginia; and Richmond, Virginia.

branches identified in the agreement with DOJ, as well as two additional SunTrust branches in Wayne County, Georgia, and South Boston, Virginia, totaling approximately \$103.4 million in additional deposits. The applicants' commitment to divest these 30 branches, totaling approximately \$2.4 billion deposits, would effectively mitigate any anticompetitive concerns associated with increased concentration levels in the eight divestiture markets.

After evaluating the competitive effects of the transaction on the 81 markets in which BB&T and SunTrust both operate, as informed by the inclusion of competitively viable thrifts and credit unions where appropriate, and by the applicants' commitment to divest of 30 branches and related customer relationships as a condition of approval, the FDIC finds that the merger transaction would not result in a monopoly in any part of the United States, and would not substantially lessen competition, tend to create a monopoly, or otherwise be in restraint of trade in any section of the country.

Prudential Factors

Section 18(c)(5) of the BMA requires the responsible agency to take into consideration the financial and managerial resources and future prospects of the existing and proposed institutions.¹⁴

Both BB&T and SunTrust are in sound satisfactory financial condition, and their respective business models pose moderate risk given their community focus and largely traditional business lines. This approach has led to acceptable earnings and asset quality, strong capital, and sufficient liquidity at both institutions. The leadership teams of both BB&T and

¹⁴ 12 U.S.C. § 1828(c)(5). In addition, the FDIC considered information provided by other bank supervisory agencies.

SunTrust are considered to have strong skills and deep experience in regional banking, evidenced by the respective institutions' sound financial and moderate risk profiles, consumer compliance records, and responsiveness to regulatory concerns, including SunTrust's commitment to timely payment of restitution to customers as a result of identified violations of section 5 of the Federal Trade Commission Act, which is the subject of a Consent Order issued by the FRS on November 19, 2019, against SunTrust (FRB Docket No. 19-028-B-SM) (Consent Order).

Truist Bank's pro forma projections reflect a continuation of the core business and operating strategies of both institutions. As such, the financial projections reflect sufficient capital and liquidity, and satisfactory asset quality. The proposed Board and management team for Truist Bank would be drawn equally from BB&T and SunTrust, and possess the experience and capability to lead the resulting institution. Notably, these leadership teams have extensive merger integration experience, as BB&T and SunTrust have successfully completed nearly 100 acquisitions over the past 35 years, including acquisitions of significant size and complexity. In connection with the proposed transaction, BB&T and SunTrust management have placed appropriate emphasis on facilitating integration of the two institutions in order to minimize disruption.

Based on the plans described in the Application, Truist Bank would reflect the financial strength of both BB&T and SunTrust, and the proposed management team of Truist Bank would be drawn from the well-regarded management teams of both institutions. Overall, the financial and managerial resources and future prospects of Truist Bank would be consistent with approval of the Application, conditional upon Truist Bank's compliance with the Consent Order.

Convenience and Needs Factor

Section 18(c)(5) of the BMA requires the FDIC to consider the convenience and needs of the community to be served.¹⁵ Overall, BB&T and SunTrust have each demonstrated a commitment to serving the convenience and needs of their respective communities. The Application represents that Truist Bank would draw upon the institutions' respective strengths so that it is positioned to serve the communities in the combined geographic footprint. The proponents have articulated this commitment through a Community Benefits Plan that has been publicly announced and proposed for Truist Bank .

Upon consummation of the merger, Truist Bank would operate 2,953 branches located primarily in the Southeast and Mid-Atlantic regions of the United States, with many BB&T and SunTrust legacy branches operating in close proximity due to the overlapping geographic footprints of BB&T and SunTrust. Although the Application did not identify specific branches that would be closed or consolidated as a consequence of the merger, the applicants continue to undertake analysis related to eventual branch closings or consolidations. The applicants represent that this analysis takes into account considerations related to fair lending, the Community Reinvestment Act ("CRA"), and the interests of local communities. In addition, the applicants have committed that Truist Bank would not have any merger-related branch closures for one year and would not have any merger-related branch closures in rural areas with populations under 2,500 for three years following consummation of the merger.

¹⁵ 12 U.S.C. § 1828(c). The Community Reinvestment Act also requires that, when evaluating an insured depository institution's application under the BMA, the appropriate federal financial supervisory agency take into account an insured 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 such institution. 12 U.S.C. §§ 2902-2903.

For the purposes of the CRA, BB&T has an outstanding record of meeting community credit needs, and SunTrust has a satisfactory record. The Application represents that Truist Bank would draw from the best elements of the CRA programs of BB&T and SunTrust. To further articulate Truist Bank's CRA objectives, the proponents developed a Community Benefits Plan in partnership with the National Community Reinvestment Coalition. The commitments of the Community Benefits Plan include \$60 billion in commitments to low- or moderate-income ("LMI") borrowers and communities through home mortgage loans, small business lending, community development lending, and CRA qualified investments and philanthropy. As part of the Community Benefits Plan, Truist Bank also commits to seek to open at least 15 branches in LMI and/or majority-minority areas within its geographic footprint by year-end 2022.

In the course of reviewing public input on the Application, the FDIC received adverse comments from four protesters that were considered to be CRA protests. The protesters' concerns included the lack of or disproportionate lending in certain geographies; the potential lack of accessibility to bank branch offices, services, and lending in rural areas due to bank closures; higher cost of products; and a less competitive market overall as a result of the merger. After reviewing all comments related to the Application, bank responses to the protests, lending activity, and regulatory history, no concerns were identified that would indicate that Truist Bank would not adequately serve the convenience and needs of the communities to be served.

The Application states that no products or services offered by either institution would be discontinued as a result of the merger. Legacy SunTrust customers would gain access to BB&T's more active small business lending and commercial real estate lending to smaller sized businesses, municipal advisory services, broader consumer and small business equipment financing, asset management services, wider scope of personal and commercial insurance agency

products and services, and insurance premium financing and insurance advisory services. Legacy BB&T customers would gain access to SunTrust's digital consumer lending platform, expanded FHA-guaranteed lending programs, broader financing for affordable housing and commercial developments to revitalize LMI communities, broader corporate and investment banking activities, and a broader offering of medical-practice related lending. Additionally, corporate customers would benefit from the combined bank's larger lending limit for individual corporate borrowers.

Taking into account Truist Bank's branch distribution, the CRA record of performance for BB&T and SunTrust, the commitments articulated in the applicants' Community Benefits Plan, public comments received on the Application, the consumer compliance records of both banks, and the products and services to be provided by Truist Bank, the FDIC finds that Truist Bank's capacity to meet the convenience and needs of the community to be served would be consistent with approval of the Application.

Financial Stability Factor

The Dodd-Frank Wall Street Reform and Consumer Protection Act amended section 18(c)(5) of the BMA to require the agency responsible for assessing a proposed merger transaction to consider the risk posed by the transaction to the stability of the United States banking or financial system.¹⁶ In evaluating the likely impact of the proposed transaction on the stability of the U.S. banking or financial system, the FDIC considered quantitative and qualitative metrics, each of which aims to assess whether Truist Bank's systemic footprint would be such that its failure or financial distress would compromise the overall stability of the U.S. banking or financial system.

¹⁶ 12 U.S.C. § 1828(c)(5), as amended by Pub. L. No. 111-203, § 604(f), 124 Stat. 1376, 1602 (2010).

The quantitative metrics considered with respect to this Application include: (1) the size of Truist Bank; (2) the availability of substitute providers for any critical products and services to be offered by Truist Bank; (3) the degree of interconnectedness of Truist Bank with the U.S. banking or financial system; (4) whether Truist Bank would contribute to the complexity of the U.S. banking or financial system; and (5) the extent of cross-border activities of Truist Bank.

The qualitative metric considered with respect to this Application relates largely to the resolvability of Truist Bank, taking into account the institution's proposed organizational structure and its expected continuity, saleability, and separability in resolution. In considering these metrics, the FDIC evaluated each metric individually and in the aggregate, with no single metric carrying more weight than another or otherwise determining the outcome of the analysis.¹⁷

Upon consummation of the merger, Truist Bank would become the sixth largest insured depository institution in the United States. However, when considered in light of other quantitative factors such as substitutability and interconnectedness, the size of Truist Bank would not in and of itself present a risk to the stability of the U.S. banking or financial system. Though Truist Bank would be among the largest insured depository institutions in the United States, the proposed merger would effectuate such an increase in size by combining into one large institution products, services, and interconnections that do not generally present financial stability risks. Furthermore, consumers would have access to ample substitute providers in the markets in which Truist Bank would operate.

¹⁷ The metrics listed in this Order are not intended to be exhaustive. The FDIC reserves the right to evaluate additional or other metrics in consideration of future BMA filings.

A large institution might also present risk to the stability of the U.S. banking or financial system if it held high levels of intra-financial system assets and liabilities, which may be viewed as measures of an institution's interconnectedness with other financial system participants. This would not be the case for Truist Bank, where the parent holding company, Truist Financial Corp., would hold pro forma intra-financial system assets that represent only 0.3 percent of the total intra-financial system assets reported by holding companies that file Federal Reserve Form Y-15. Truist Financial Corp.'s pro forma intra-financial system liabilities represent just 0.4 percent of the total intra-financial system liabilities reported under Form Y-15.¹⁸

Trading liabilities and derivatives exposure may also be used to assist in measuring interconnectedness. Much like intra-financial system assets and liabilities, these levels are projected to be relatively low for Truist Financial Corp. The limited interconnections of Truist Financial Corp. to other financial system participants translates to limited interconnections for Truist Bank. Taken together with the substitutability of its products and services and the minimal projected volume of cross-border activities, the extent of Truist Bank's interconnectedness with the U.S. banking and financial system is consistent with a favorable finding on this statutory factor. This view is further supported by the fact that Truist Bank would not be a highly complex organization.

An insured depository institution's complexity is relevant to the level of risk it presents to the U.S. banking or financial system because highly complex organizations tend to have a broader impact on the system as a whole and tend to present unique challenges in resolution. However, review of the Application indicates that Truist Bank's product offerings, activities,

¹⁸ Form Y-15 is submitted quarterly by U.S. top-tier holding companies with consolidated total assets of \$50 billion or more; and U.S. top-tier holding companies below \$50 billion otherwise identified as a global systemically important banks. The figures provided are based on data submitted as of December 31, 2018.

practices, and structure would not be of the type that would contribute to, or transmit, significant risk to the U.S. banking or financial system or present unique challenges in resolution. The proposed merger generally would not involve complex assets or liabilities, and Truist Bank's focus would be on traditional banking activities, with minimal holdings of hard-to-value assets. As a result, the creation of Truist Bank would not significantly increase the complexity of the U.S. banking or financial system.

Complexity and resolvability concerns may also arise where an institution is engaged in significant cross-border activities. BB&T and SunTrust each have limited international activities. The Application does not contemplate an increase in foreign operations upon consummation of the merger as Truist Bank would operate primarily within the United States. The banks each have limited cross-border operations, and the Application does not anticipate an increase in such operations.

Finally, the qualitative factor considered with respect to this Application assesses the resolvability of Truist Bank. Truist Bank's traditional bank holding company structure would be relatively straightforward and noncomplex, which would lessen the likelihood of certain challenges in its resolution. In addition, the proposed merger would bring together two institutions with complementary core business lines and other components of franchise value. In resolution plans submitted by each of BB&T and SunTrust to the FDIC and by each of their parent companies jointly to the FDIC and FRS, the institutions provide resolution strategies that set forth the saleability and separability of such components of franchise value. Thus, the resolvability of Truist Bank would not present a risk to the stability of the U.S. banking or financial system that is not otherwise mitigated by regulatory requirements applicable to the institution and its parent holding company, including requirements to regularly submit resolution

plans. Furthermore, as a condition of approval, Truist Bank commits to submit to the FDIC within 180 days of the consummation of the transaction an update describing any material changes to its legal structure since the submission of BB&T's last resolution plan under 12 CFR § 360.10, and an information technology integration and conversion plan, including efforts to comply with the FDIC's regulations relating to recordkeeping for timely deposit insurance determinations under 12 CFR Part 370.

For the reasons described above and subject to the condition described above, the FDIC finds the risk to the stability of the U.S. banking or financial system posed by the proposed merger of BB&T and SunTrust to be consistent with approval of the Application.

Anti-Money Laundering Record

Section 18(c)(11) of the BMA requires the responsible agency to take into consideration the effectiveness of any insured depository institution involved in the proposed merger transaction in combatting money laundering activities, including in overseas branches.¹⁹ The FDIC considers BB&T's and SunTrust's current efforts to combat money laundering to be adequate and consistent with approval of the Application.

Nationwide Deposit Cap

Section 18(c)(13) of the BMA generally prohibits the responsible agency from approving an application for an interstate merger transaction if the resulting insured depository institution, together with its insured depository institution affiliates, would, upon consummation of the transaction, control more than 10 percent of the total amount of deposits of insured depository institutions in the United States.²⁰ Upon consummation, Truist Bank would control

¹⁹ 12 U.S.C. § 1828(c)(11).

²⁰ 12 U.S.C. § 1828(c)(13).

approximately 2.58 percent of the total amount of deposits of insured depository institutions in the United States. Therefore, approval of the transaction would not be prohibited by section 18(c)(13) of the BMA.

Conclusion Under the Bank Merger Act

Upon reviewing the Application and all other relevant information, the FDIC finds that: the public notice requirements of the BMA have been satisfied; the merger transaction would not result in a monopoly in any part of the United States, and, consistent with the conditional concurrence of DOJ and subject to the applicants' divestiture commitments, would not substantially lessen competition, tend to create a monopoly, or otherwise be in restraint of trade in any section of the country; the financial and managerial resources and future prospects of BB&T, SunTrust, and Truist Bank are consistent with approval; Truist Bank's projected service to the convenience and needs of the community, as informed by, among other things, BB&T's and SunTrust's CRA records and Truist Bank's Community Benefits Plan, is consistent with approval; the risk posed by Truist Bank to the stability of the United States banking or financial system is consistent with approval; the records of effectiveness of BB&T and SunTrust in combatting money laundering activities, including in overseas branches, are consistent with approval; and Truist Bank would control less than 10 percent of the total amount of deposits of insured depository institutions in the United States.

Interstate Merger Requirements

As a merger transaction involving banks with different home states, the Application is subject to the additional requirements imposed on interstate mergers by section 44 of the FDI Act.²¹ Section 44 authorizes the responsible agency to approve an interstate transaction without

²¹ 12 U.S.C. § 1831u.

regard to contrary state law, subject to certain conditions, including the observance of state age laws, and subject to the requirements that: the applicants comply with state filing requirements; the transaction not exceed a 10 percent nationwide concentration limit, and that the transaction not exceed a 30 percent statewide concentration limit in any state where the banks involved both operate; the responsible agency consider the CRA records of the banks involved; and that each bank involved in the transaction is at least adequately capitalized at the time the application is filed, and that the resulting institution be well capitalized and well managed upon consummation of the transaction.

BB&T and SunTrust have been in existence for sufficient time such that their merger may not be restricted by any applicable state age laws. The applicants have complied with all applicable state filing requirements to the satisfaction of the FDIC. Truist Bank would control approximately 2.58 percent of the total amount of deposits of insured depository institutions in the United States, and therefore the merger transaction would not be restricted by section 44's 10 percent nationwide concentration limit. Truist Bank would control less than 30 percent of the total amount of deposits of insured depository institutions in each of the states where both BB&T and SunTrust operate. Furthermore, no state in which BB&T and SunTrust operate impose a statewide concentration limit lower than 30 percent. Therefore, the Application would not be restricted by section 44's statewide concentration limits. The FDIC finds that the CRA records of BB&T and SunTrust are consistent with approval of the Application. Finally, BB&T and SunTrust were at least adequately capitalized at the time the Application was filed, and the FDIC finds that Truist Bank would be well capitalized and well managed upon consummation of the transaction. Therefore, the Application satisfies the additional requirements applicable to interstate mergers imposed by section 44 of the FDI Act.

Establishment of Branches

Section 18(d) prohibits a state nonmember bank from establishing and operating a branch without the FDIC's prior consent.²² Because Truist Bank would be a state nonmember bank and would establish and operate SunTrust's 1,160 branches as branches of Truist Bank, the Application is subject to the FDIC's approval under section 18(d). For the same reasons underlying the FDIC's analysis of the transaction under the BMA, the FDIC finds that the Application's establishment of 1,160 branches would be consistent with approval, having considered, with respect to BB&T, SunTrust, and Truist Bank, financial history and condition, adequacy of capital, future earnings prospects, the general character and fitness of management, the risk presented to the Deposit Insurance Fund, the convenience and needs of the community to be served, and consistency with the purposes of the FDI Act.

Conclusion

Having considered and found favorably on the statutory factors and requirements applicable to the Application under sections 18(c), 18(d), 44, and other sections of the FDI Act, it is the FDIC's judgment that the application should be, and hereby is, approved. This approval is conditional upon compliance with and satisfaction of the commitments and representations made to the FDIC in connection with the Application, and subject to the following conditions:

- That the applicant has obtained all necessary and final approvals from the appropriate federal or state authority or other appropriate authority.
- The transaction shall not be consummated until after the fifteenth calendar day following the date of this Order or later than six months after the date of this Order, unless such period is extended for good cause by the FDIC.

²² 12 U.S.C. § 1828(d).

- Until the proposed transaction becomes effective, the FDIC shall have the right to alter, suspend or withdraw its approval should any interim development be deemed to warrant such action.
- The applicants shall take all necessary and appropriate actions to fully and timely comply with the Consent Order issued by the Board of Governors of the Federal Reserve System on November 19, 2019, against SunTrust Bank, Atlanta, Georgia (FRB Docket No. 19-028-B-SM) (Consent Order). Approval of the merger is conditioned on the written commitment of BB&T to obligate its successor, Truist Bank, as successor to SunTrust Bank, to comply with all obligations of the Consent Order. Such actions shall include payment of full and complete restitution to affected customers, subject to verification by the FDIC, as well as implementation of all necessary and appropriate actions to prevent future occurrences. The applicants shall timely notify the FDIC of any delay in the full and timely compliance with the Consent Order.
- The applicants shall take all necessary and appropriate actions to fully and timely execute the divestiture commitments and any related written agreements (Divestiture Commitments) submitted and agreed to, or entered into with the DOJ, FRS, and FDIC. The applicants shall timely notify each of the DOJ, FRS, and FDIC of any delay in the full and timely compliance with the Divestiture Commitments.
- 180 days after the consummation date, Truist Bank will submit to the Atlanta Regional Office (a) an update describing any completed, pending or planned material changes to its legal structure since the submission of BB&T's last resolution plan under 12 C.F.R. § 360.10 (IDI resolution plan), including as a result of the merger and any changes to or the addition of any line of business since the submission of BB&T's last IDI resolution plan that could

materially impact franchise value; and (b) an information technology integration and conversion plan covering all systems and applications necessary to conduct day to day operations, including efforts to comply with the FDIC's Part 370 regulations, Recordkeeping for Timely Deposit Insurance Determination. 180 days thereafter, Truist will submit an update describing any material changes to this update and integration and conversion plan.

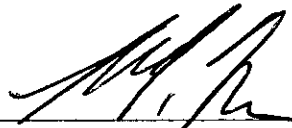
By Order of the Board of Directors of the Corporation.

Dated at Washington, D.C., this 19th day of November, 2019.

FEDERAL DEPOSIT INSURANCE CORPORATION

(SEAL)

BY:



Robert E. Feldman
Executive Secretary

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