November 22, 2006

Director, TA&I—FSP
Financial Accounting Standards Board
401 Merritt 7
P.O. Box 5116
Norwalk, CT 06856-5116

Proposed FASB Staff Position

"FSP FAS 141-b, 142-e, and 144-b – Fair Value Measurements in Business Combinations and Impairment Tests"

We appreciate the opportunity to comment on the above-proposed FSP. BB&T Corporation and its subsidiaries offer full-service commercial and retail banking and additional financial services such as insurance, investments, retail brokerage, corporate finance, treasury services, international banking, leasing and trust. With over $116 billion in assets, BB&T Corporation is the nation’s ninth largest financial holding company.

We commend the FASB on its efforts to clarify the guidance on fair value measurements that is set forth in Statements 141, 142 and 144. However, as discussed below, we believe the FSP does not result in a meaningful improvement in financial reporting prior to the application of Statement 157.

We agree with the Alternative Views presented in the FSP. We believe the guidance would represent only an incremental change to measuring fair value in that it does not specify many of the important clarifications included in Statement 157. Therefore, the resulting measurements might not be fair value, as that term is defined in Statement 157.

Since this FSP is extremely late and would not be issued until near the time it would be required to be implemented, we do not believe that valuation specialists will have sufficient time to understand its requirements and thus it could easily result in misapplication of the requirements. In our specific case, we have announced an acquisition that is planned to close on January 2, 2007 that we have already spent considerable time and money analyzing and valuing using the current accepted methods. The proposal would require unwarranted additional costs and efforts to revise this work. We acknowledge the proposal’s statements regarding “reasonably available without undue cost and effort”; however, this is highly subjective and will leave companies at the mercy of their auditors who generally take the most conservative position.
We believe Statement 157 addresses the fair value concerns of constituents and allows an entity time to appropriately consider and plan for its changes. To single out business acquisitions with a temporary measure is not appropriate and potentially results in additional inconsistencies since it would only apply for a brief period. We believe the proposal results in no positive changes to current practice and no further actions should be taken.

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We would be pleased to discuss our comments with the Board members or the FASB staff at your convenience.

Very truly yours,

Henry R. Sturkie, III
Senior Accounting Policy Manager