

SUNTRUST BANKS INC  
Form 424B5  
November 04, 2014  
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FILED PURSUANT TO RULE 424(B)(5)  
REGISTRATION NO: 333-183516

**The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell nor do they seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

PROSPECTUS SUPPLEMENT (Subject to Completion)

(To Prospectus dated August 23, 2012)

Issued November 4, 2014

# SunTrust Banks, Inc.

Depository Shares Each Representing a 1/100<sup>th</sup> Interest

in a Share of Fixed-to-Floating Rate Perpetual Preferred Stock, Series F

Each of the depository shares offered hereby represents a 1/100<sup>th</sup> ownership interest in a share of Fixed-to-Floating Rate Perpetual Preferred Stock, Series F (the *Shares* or the *Series F Preferred Stock*), \$100,000 liquidation preference per share (equivalent to \$1,000 per depository share), of SunTrust Banks, Inc. ( *SunTrust* ) deposited with U.S. Bank National Association, as depository. The depository shares are evidenced by depository receipts. As a holder of depository shares, you are entitled to all proportional rights and preferences of the Series F Preferred Stock (including dividend, voting, redemption and liquidation rights). You must exercise such rights through the depository.

Holders of Series F Preferred Stock will be entitled to receive dividend payments only when, as and if declared by our board of directors or a duly authorized committee of the board. Dividends will be payable from the date of original issue to, but excluding, December 15, 2019 at a rate of % per annum, payable semi-annually, in arrears, on June 15 and December 15 of each year, beginning on June 15, 2015 and ending on December 15, 2019. From and including December 15, 2019, we will pay dividends when, as, and if declared by our board of directors or such committee at a floating rate equal to three-month LIBOR plus a spread of % per annum, payable quarterly, in arrears, on March 15, June 15, September 15 and December 15 of each year, beginning on March 15, 2020.

Dividends on the Shares will be non-cumulative. In the event dividends are not declared on Series F Preferred Stock for payment on any dividend payment date, then those dividends will not be cumulative and will not accrue or be payable, and if we have not declared a dividend before the dividend payment date for any dividend period, we will have no obligation to pay dividends for that dividend period, whether or not dividends on the Series F Preferred Stock are declared for any future dividend period.

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On any dividend payment date occurring on or after December 15, 2019 we may redeem the Series F Preferred Stock, in whole or in part, at a redemption price of \$100,000 per Share (equivalent to \$1,000 per depositary share), plus any declared and unpaid dividends. In addition, we may redeem the Series F Preferred Stock, in whole but not in part, at any time within 90 days following a Regulatory Capital Event (as defined herein), at a redemption price of \$100,000 per Share (equivalent to \$1,000 per depositary share), plus any declared and unpaid dividends. The Series F Preferred Stock will not have voting rights, except as set forth under [Description of Series F Preferred Stock](#) [Voting Rights](#) beginning on page S-19.

We do not intend to list the depositary shares or the Series F Preferred Stock on any securities exchange.

Neither the Series F Preferred Stock nor the depositary shares are savings accounts, deposits or other obligations of any of our bank or non-bank subsidiaries and they are not insured by the Federal Deposit Insurance Corporation or any other governmental agency or instrumentality.

**Investing in the depositary shares involves risk. See [Risk Factors](#) beginning on page S-9 of this prospectus supplement to read about factors you should consider before investing in the depositary shares.**

**Neither the Securities and Exchange Commission, any state securities commission, the Federal Deposit Insurance Corporation, the Board of Governors of the Federal Reserve System (the Federal Reserve) nor any other regulatory body has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

|  | Per Depositary Share | Total |
|--|----------------------|-------|
| Initial public offering price <sup>(1)</sup>       | \$                   | \$    |
| Underwriting discount                              | \$                   | \$    |
| Proceeds, before expenses, to SunTrust Banks, Inc. | \$                   | \$    |

(1) The initial public offering price set forth above does not include dividends, if any, that may be declared. Dividends, if declared, will be calculated from the date of original issuance, which is expected to be November , 2014.

The underwriters expect to deliver the depositary shares in book-entry form only through the facilities of The Depository Trust Company against payment in New York, New York on November , 2014. Beneficial interests in the depositary shares will be shown on, and transfers thereof will be effected only through, records maintained by The Depository Trust Company and its direct and indirect participants, including Clearstream Banking, société anonyme, Luxembourg and Euroclear Bank S.A./N.V.

SunTrust Robinson Humphrey, Inc., our subsidiary, is participating in this offering of depositary shares as an underwriter. Accordingly, this offering is being conducted in compliance with the provisions of Financial Industry Regulatory Authority ( *FINRA* ) Rule 5121.

*Joint Bookrunners*

**Goldman, Sachs & Co.**

**Morgan Stanley**

**SunTrust Robinson Humphrey**

Prospectus Supplement dated November , 2014

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**Prospectus**

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part is the prospectus, which describes more general information, some of which may not apply to this offering. You should read both this prospectus supplement and the accompanying prospectus, together with additional information described below under the heading *Where You Can Find More Information*.

Unless otherwise mentioned or unless the context requires otherwise, all references in this prospectus supplement to *SunTrust*, *we*, *us*, *our* or similar references mean SunTrust Banks, Inc. and its subsidiaries.

If the information set forth in this prospectus supplement differs in any way from the information set forth in the accompanying prospectus, you should rely on the information set forth in this prospectus supplement.

**You should rely only on the information contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus filed by us with the Securities and Exchange Commission (the SEC). This prospectus supplement may be used only for the purpose for which it has been prepared. No one is authorized to give information other than that contained in this prospectus supplement, the accompanying prospectus or any free writing prospectus filed by us with the SEC and the documents referred to in this prospectus supplement and which are made available to the public. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it.**

**We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information appearing in this prospectus supplement, the accompanying prospectus or any free writing prospectus filed by us with the SEC or any document incorporated by reference is accurate as of any date other than the date of the applicable document. Our business, financial condition, results of operations and prospects may have changed since that date. Neither this prospectus supplement nor the accompanying prospectus constitutes an offer, or an invitation on our behalf or on behalf of the underwriters, to subscribe for and purchase, any of the securities and may not be used for or in connection with an offer or solicitation by anyone, in any jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation.**

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**WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available to the public from the SEC's web site at <http://www.sec.gov>. To receive copies of public records not posted to the SEC's web site at prescribed rates, you may complete an online form at <http://www.sec.gov>, send a fax to (202) 772-9337 or submit a written request to the SEC, Office of FOIA/PA Operations, 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information. Our SEC filings are also available at the offices of the New York Stock Exchange. For further information on obtaining copies of our public filings at the New York Stock Exchange, you should call 212-656-3000.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus supplement, and later information that we file with the SEC will automatically update and supersede this information. We incorporate by reference the following documents listed below and any future filings made with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or the *Exchange Act* (other than, in each case, information deemed to have been furnished and not filed in accordance with SEC rules), prior to the termination of the offering:

Annual Report on Form 10-K for the year ended December 31, 2013;

Quarterly Reports on Form 10-Q for the quarters ended March 31, 2014 and June 30, 2014; and

Current Reports on Form 8-K dated December 11, 2013 (Form 8-K/A filed February 24, 2014), January 21, 2014, February 11, 2014, March 26, 2014, April 22, 2014, April 24, 2014, June 17, 2014, July 3, 2014, August 12, 2014, September 9, 2014 (Item 8.01 only) and November 4, 2014.

You may request a copy of these filings (other than an exhibit to a filing unless that exhibit is specifically incorporated by reference into that filing), at no cost, by writing or calling us at the following address:

SunTrust Banks, Inc.

303 Peachtree Street, NE

Atlanta, Georgia 30308

Telephone: 404-588-7711

Attn: Corporate Secretary

We have also filed a registration statement (No. 333-183516) with the SEC relating to the securities offered by this prospectus supplement and the accompanying prospectus. This prospectus supplement is part of the registration statement. You may obtain from the SEC a copy of the registration statement and exhibits that we filed with the SEC when we registered the depositary shares and the Series F Preferred Stock. The registration statement may contain additional information that may be important to you.

Unless otherwise indicated, currency amounts in this prospectus supplement are stated in U.S. dollars.

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**SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

The information included or incorporated by reference in this prospectus supplement may contain forward-looking statements, including statements about credit quality and the future prospects of SunTrust. Statements that do not describe historical or current facts, including statements about beliefs and expectations, are forward-looking statements. These statements often include the words *believes*, *expects*, *anticipates*, *estimates*, *intends*, *plans*, *targets*, *potentially*, *probably*, *projects*, *outlook* or similar expressions or future conditions. Words such as *may*, *will*, *should*, *would* and *could*.

Such statements are based upon the current beliefs and expectations of SunTrust's management and on information currently available to management. The forward-looking statements are intended to be subject to the safe harbor provided by Section 27A of the Securities Act of 1933, as amended, or the *Securities Act*, and Section 21E of the Exchange Act. Such statements speak as of the date hereof, and SunTrust does not assume any obligation to update the statements included or incorporated by reference herein or to update the reasons why actual results could differ from those contained in such statements in light of new information or future events.

Forward-looking statements are subject to significant risks and uncertainties. Investors are cautioned against placing undue reliance on such statements. Actual results may differ materially from those set forth in the forward-looking statements. Factors that could cause actual results to differ materially from those described in the forward-looking statements can be found beginning on page 8 of SunTrust's Annual Report on Form 10-K for the year ended December 31, 2013 and elsewhere in SunTrust's periodic reports and Current Reports filed on Form 8-K with the SEC and available at the SEC's internet site (<http://www.sec.gov>). Those factors include:

our framework for managing risks may not be effective in mitigating risk and loss to us;

as one of the largest lenders in the Southeast and Mid-Atlantic United States and a provider of financial products and services to consumers and businesses across the United States, our financial results have been, and may continue to be, materially affected by general economic conditions, particularly unemployment levels and home prices in the United States, and a deterioration of economic conditions or of the financial markets may materially adversely affect our lending and other businesses and our financial results and condition;

legislation and regulation, including the Dodd-Frank Act, as well as future legislation and/or regulation, could require us to change certain of our business practices, reduce our revenue, impose additional costs on us, or otherwise adversely affect our business operations and/or competitive position;

we are subject to capital adequacy and liquidity guidelines and, if we fail to meet these guidelines, our financial condition would be adversely affected;

loss of customer deposits and market illiquidity could increase our funding costs;

we rely on the mortgage secondary market and government-sponsored enterprises for some of our liquidity;

we are subject to credit risk;

our allowance for loan and lease losses may not be adequate to cover our eventual losses;

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we may have more credit risk and higher credit losses to the extent that our loans are concentrated by loan type, industry segment, borrower type, or location of the borrower or collateral;

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we will realize future losses if the proceeds we receive upon liquidation of nonperforming assets are less than the carrying value of such assets;

a downgrade in the U.S. government's sovereign credit rating, or in the credit ratings of instruments issued, insured or guaranteed by related institutions, agencies or instrumentalities, could result in risks to us and general economic conditions that we are not able to predict;

weakness in the real estate market, including the secondary residential mortgage loan markets, has adversely affected us and may continue to adversely affect us;

we are subject to certain risks related to originating and selling mortgages, and may be required to repurchase mortgage loans or indemnify mortgage loan purchasers as a result of breaches of representations and warranties, borrower fraud, or certain breaches of our servicing agreements, and this could harm our liquidity, results of operations, and financial condition;

financial difficulties or credit downgrades of mortgage and bond insurers may adversely affect our servicing and investment portfolios;

we face certain risks as a servicer of loans, and may be terminated as a servicer or master servicer, be required to repurchase a mortgage loan or reimburse investors for credit losses on a mortgage loan, or incur costs, liabilities, fines and other sanctions, if we fail to satisfy our servicing obligations, including our obligations with respect to mortgage loan foreclosure actions;

we are subject to risks related to delays in the foreclosure process;

we are subject to risks related to delays in the foreclosure process;

we face risks related to recent mortgage settlements;

we may continue to suffer increased losses in our loan portfolio despite enhancement of our underwriting policies and practices;

our mortgage production and servicing revenue can be volatile;

changes in market interest rates or capital markets could adversely affect our revenue and expense, the value of assets and obligations, and the availability and cost of capital and liquidity;

changes in interest rates could also reduce the value of our mortgage servicing rights and mortgages held for sale, reducing our earnings;

the fiscal and monetary policies of the federal government and its agencies could have a material adverse effect on our earnings;

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clients could pursue alternatives to bank deposits, causing us to lose a relatively inexpensive source of funding;

consumers may decide not to use banks to complete their financial transactions, which could affect net income;

we have businesses other than banking which subject us to a variety of risks;

hurricanes and other disasters may adversely affect loan portfolios and operations and increase the cost of doing business;

negative public opinion could damage our reputation and adversely impact business and revenues;

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we rely on other companies to provide key components of our business infrastructure;

a failure in or breach of our operational or security systems or infrastructure, or those of our third party vendors and other service providers, including as a result of cyber-attacks, could disrupt our businesses, result in the disclosure or misuse of confidential or proprietary information, damage our reputation, increase our costs and cause losses;

the soundness of other financial institutions could adversely affect us;

we depend on the accuracy and completeness of information about clients and counterparties;

competition in the financial services industry is intense and could result in losing business or margin declines;

maintaining or increasing market share depends on market acceptance and regulatory approval of new products and services;

our ability to receive dividends from our subsidiaries could affect our liquidity and ability to pay dividends;

disruptions in our ability to access global capital markets may adversely affect our capital resources and liquidity;

any reduction in our credit rating could increase the cost of our funding from the capital markets;

we have in the past and may in the future pursue acquisitions, which could affect costs and from which we may not be able to realize anticipated benefits;

we are subject to certain litigation, and our expenses related to this litigation may adversely affect our results;

we may incur fines, penalties and other negative consequences from regulatory violations, possibly even inadvertent or unintentional violations;

we depend on the expertise of key personnel, and if these individuals leave or change their roles without effective replacements, operations may suffer;

we may not be able to hire or retain additional qualified personnel and recruiting and compensation costs may increase as a result of turnover, both of which may increase costs and reduce profitability and may adversely impact our ability to implement our business strategies;

our accounting policies and processes are critical to how we report our financial condition and results of operations, and require management to make estimates about matters that are uncertain;

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changes in our accounting policies or in accounting standards could materially affect how we report our financial results and condition;

our stock price can be volatile;

our disclosure controls and procedures may not prevent or detect all errors or acts of fraud;

our financial instruments carried at fair value expose us to certain market risks;

our revenues derived from our investment securities may be volatile and subject to a variety of risks; and

we may enter into transactions with off-balance sheet affiliates or our subsidiaries.

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**SUMMARY**

*The following information should be read together with the information contained in or incorporated by reference in other parts of this prospectus supplement and in the accompanying prospectus. It may not contain all the information that is important to you. You should carefully read this entire prospectus supplement and the accompanying prospectus, as well as the information to which we refer you and the information incorporated by reference herein, before making a decision about whether to invest in the depositary shares representing interests in our Series F Preferred Stock.*

**SunTrust Banks, Inc.**

SunTrust Banks, Inc., with total assets of \$186.8 billion as of September 30, 2014, is one of the nation's largest commercial banking organizations whose businesses provide a broad range of financial services to consumer, business, and corporate clients.

Through our flagship subsidiary, SunTrust Bank, we offer a full line of financial services for consumers and businesses including deposit, credit, mortgage banking, and trust and investment services. Additional subsidiaries provide asset management, securities brokerage, and capital market services. SunTrust's client base encompasses a broad range of individuals and families, businesses, institutions, and governmental agencies.

SunTrust enjoys strong market positions in some of the highest growth markets in the United States and also serves clients in selected markets nationally. Our priorities include consistency in financial performance, quality in customer service and a strong commitment to all segments of the communities we serve.

As of September 30, 2014, SunTrust had 1,454 retail and specialized service branches and 2,192 ATMs, which are located primarily in Florida, Georgia, Maryland, North Carolina, South Carolina, Tennessee, Virginia and the District of Columbia. In addition, SunTrust provides clients with a selection of branch-based and technology-based banking channels, including the internet, mobile, ATMs, and telebanking. Our internet address is [www.suntrust.com](http://www.suntrust.com). Information presented on or accessed through our web site is not incorporated into, or made a part of, this prospectus supplement.

As of September 30, 2014, SunTrust had total assets under advisement of \$149.6 billion. This includes \$103.2 billion in trust assets as well as \$46.4 billion in retail brokerage assets. SunTrust's mortgage servicing portfolio was \$135.8 billion as of September 30, 2014.

Our principal executive offices are located at SunTrust Banks, Inc., 303 Peachtree Street, NE, Atlanta, Georgia 30308. Our telephone number is 404-588-7711.

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**Summary of the Offering**

*The following summary contains basic information about the depositary shares representing interests in our Series F Preferred Stock and the offering and is not intended to be complete. It does not contain all the information that is important to you. For a more complete understanding of these securities, you should read the sections of this prospectus supplement entitled *Description of the Series F Preferred Stock* and *Description of the Depositary Shares*.*

Issuer SunTrust Banks, Inc.

Securities Offered depositary shares, each representing a 1/100th ownership interest in a share of Fixed-to-Floating Rate Perpetual Preferred Stock, Series F, no par value (the *Shares* or the *Series F Preferred Stock* ), with a liquidation preference of \$100,000 per Share (equivalent to \$1,000 per depositary share) and \$ in the aggregate, of SunTrust. Each holder of a depositary share will be entitled, through the depositary, in proportion to the applicable fraction of a Share represented by such depositary share, to all the rights and preferences of the Shares represented thereby (including dividend, voting, redemption and liquidation rights).

SunTrust may from time to time elect to issue additional depositary shares representing additional Shares, and all such additional Shares will be deemed to form a single series with the Shares represented by the depositary shares offered hereby.

Dividends Dividend Rate. Dividends on the Shares will accrue at a rate equal to (i) % per annum for each semi-annual dividend period from the issue date of the depositary shares to, but excluding, December 15, 2019, (the *Fixed Rate Period* ) and (ii) three-month LIBOR plus a spread of % per annum, for each quarterly dividend period from December 15, 2019 through the redemption date of the Preferred Stock, if any (the *Floating Rate Period* ).

Dividend Payment Dates. During the Fixed Rate Period, we will pay dividends on the Preferred Stock semi-annually, in arrears, on June 15 and December 15 of each year, beginning on June 15, 2015 and ending on December 15, 2019, and during the Floating Rate Period, we will pay dividends on the Preferred Stock quarterly, in arrears, on March 15, June 15, September 15 and December 15 of each year, beginning on March 15, 2020, subject to adjustment in the case that a dividend payment date after December 15, 2019 falls on a day that is not a business day as described under *Description of Series F Preferred Stock Dividends* below.

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Declaration of Dividends, etc. Holders of Shares will be entitled to receive cash dividends, only when, as and if declared by SunTrust's board of directors or a duly authorized committee of the board, payable at the dividend rate applied to the liquidation preference per Share.

Non-Cumulative Dividends. Dividends on the Shares will be non-cumulative. For any dividend payment date we will have no obligation to pay dividends for the corresponding dividend period after that dividend payment date or to pay interest with respect to those dividends, whether or not we declare dividends on the Shares for any subsequent dividend period.

Redemption

On any dividend payment date occurring on or after December 15, 2019, we may redeem the Shares, in whole or in part, at a redemption price equal to \$100,000 per Share (equivalent to \$1,000 per depository share), plus any declared and unpaid dividends, without regard to any undeclared dividends.

In addition, we may redeem the Shares, in whole but not in part, at any time within 90 days following a Regulatory Capital Event (as defined herein), at a redemption price equal to \$100,000 per Share (equivalent to \$1,000 per depository share), plus any declared and unpaid dividends, without regard to any undeclared dividends.

The Shares will not be subject to any sinking fund or other obligation of SunTrust to redeem, repurchase or retire the Shares.

Ranking

The Shares:

will rank senior to SunTrust's junior stock with respect to the payment of dividends and distributions upon liquidation, dissolution or winding-up. Junior stock includes SunTrust's common stock and any other class of stock that ranks junior to the Shares either as to the payment of dividends or as to the distribution of assets upon any liquidation, dissolution or SunTrust's winding-up.

will rank equally with SunTrust's outstanding Perpetual Preferred Stock, Series A, Perpetual Preferred Stock, Series B and Perpetual Preferred Stock, Series E and at least equally with each other series of parity stock that SunTrust may issue with respect to the payment of dividends and distributions upon liquidation, dissolution or SunTrust's winding-up.

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During any dividend period, so long as any Shares remain outstanding, unless (a) the full dividends for the then-current dividend period on all outstanding Shares have been paid, or declared and funds set aside therefor and (b) we are not in default on our obligation to redeem any Shares that have been called for redemption as described herein:

no dividend whatsoever shall be paid or declared on SunTrust's common stock or other junior stock, other than:

a dividend payable in junior stock;

cash in lieu of fraction shares in connection with such dividend; or

any dividend in connection with the implementation of a shareholders' rights plan, or the redemption or repurchase of any rights under any such plan;

no common stock or other junior stock shall be purchased, redeemed or otherwise acquired for consideration by SunTrust, other than:

as a result of a reclassification of junior stock for or into other junior stock;

the exchange or conversion of one share of junior stock for or into another share of junior stock;

through the use of the proceeds of a substantially contemporaneous sale of other shares of junior stock;

purchases, redemptions or other acquisitions of shares of junior stock in connection with any employment contract, benefit plan or other similar arrangement with or for the benefit of employees, officers, directors or consultants;

purchases of shares of junior stock pursuant to a contractually binding requirement to buy junior stock existing prior to the preceding dividend period, including under a contractually binding stock repurchase plan;

purchases of shares of junior stock by any investment banking subsidiary of SunTrust in connection with the distribution thereof;

purchases of shares of junior stock by any investment banking subsidiary of SunTrust in connection with market-making or other secondary-market activities in the ordinary course of business of the subsidiary; or



the purchase of fractional interests in shares of junior stock pursuant to the conversion or exchange provisions of such stock or the security being converted or exchanged; and

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no shares of parity stock shall be repurchased, redeemed or otherwise acquired for consideration by us otherwise than pursuant to *pro rata* offers to purchase all, or a *pro rata* portion, of the Series F Preferred Stock and such parity stock except:

as a result of a reclassification of parity stock for or into other parity stock;

the exchange or conversion of one share of parity stock for or into another share of parity stock;

through the use of the proceeds of a substantially contemporaneous sale of other shares of parity stock;

purchases, redemptions or other acquisitions of shares of parity stock in connection with any employment contract, benefit plan or other similar arrangement with or for the benefit of employees, officers, directors or consultants;

purchases of shares of parity stock pursuant to a contractually binding requirement to buy parity stock existing prior to the preceding dividend period, including under a contractually binding stock repurchase plan;

purchases of shares of parity stock by any investment banking subsidiary of SunTrust in connection with the distribution thereof;

purchases of shares of parity stock by any investment banking subsidiary of SunTrust in connection with market-making or other secondary-market activities in the ordinary course of business of the subsidiary; or

the purchase of fractional interests in shares of parity stock pursuant to the conversion or exchange provisions of such stock or the security being converted or exchanged.

On any dividend payment date for which full dividends are not paid, or declared and funds set aside therefor, upon the Shares and other equity securities designated as ranking on parity with the Shares as to payment of dividends, all dividends paid or declared for payment on that dividend payment date with respect to the Shares and any such dividend parity stock shall be shared first ratably by the holders of any such shares who have the right to receive dividends with respect to prior dividend periods, in proportion to the respective amounts of the unpaid dividends relating to prior dividend periods, and thereafter by the holders of these shares on a *pro rata* basis.

Liquidation Rights

Upon SunTrust's voluntary or involuntary liquidation, dissolution or winding-up, holders of depositary shares representing the Shares are entitled to receive out of SunTrust's assets that are available for distribution to shareholders, before any distribution



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is made to holders of common stock or other junior stock, a liquidating distribution in the amount of \$100,000 per Share (equivalent to \$1,000 per depositary share), plus any declared and unpaid dividends, without regard for any undeclared dividends.

Distributions will be made pro rata as to the Shares and any other parity stock and only to the extent of SunTrust's assets, if any, that are available after satisfaction of all liabilities to creditors.

Voting Rights

Holders of depositary shares representing the Shares will have no voting rights, except as provided below or as otherwise provided by applicable law. Holders of depositary shares must act through the depositary to exercise any voting rights.

If and when dividends payable on the Shares and on any other class or series of stock of SunTrust ranking on a parity with the Shares as to payment of dividends and that have equivalent voting rights (including the Perpetual Preferred Stock, Series A, Perpetual Preferred Stock, Series B, and Perpetual Preferred Stock, Series E) (*voting parity stock*) shall have not been declared and paid in an aggregate amount equal, as to any such class or series, to at least six quarterly dividends (whether or not consecutive), the number of directors then constituting SunTrust's board of directors will be increased by two and the holders of Shares, together with the holders of all other affected classes and series of voting parity stock, voting as a single class, shall be entitled to elect the two additional directors at any annual meeting of shareholders or any special meeting of holders of Shares and holders of voting parity stock. In the case of the Shares, these voting rights shall continue until full dividends have been paid for at least one year.

Additionally, so long as any Shares remain outstanding, the affirmative vote of the holders of at least two-thirds of the Shares outstanding at the time, given in person or by proxy, either in writing or at a meeting (voting separately as a class), will be required to:

authorize or create, or increase the authorized or issued amount of, any class or series of capital stock ranking senior to the Shares with respect to payment of dividends or the distribution of assets upon liquidation, dissolution or winding-up, or reclassify any authorized shares of capital stock into Shares; or

amend, alter or repeal the provisions of our articles of incorporation, whether by merger, consolidation or otherwise, so as to materially and adversely affect any right, preference, privilege or voting power of the Shares or the holders thereof.

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| Maturity                                   | The Shares do not have any maturity date, and SunTrust is not required to redeem the Shares. Accordingly, the Shares will remain outstanding indefinitely, unless and until SunTrust decides to redeem them. SunTrust may not redeem the Shares without receiving the prior approval of the Federal Reserve.   |
| Preemptive Rights                          | Holders of depositary shares representing the Shares will have no preemptive rights.   |
| Tax Consequences                           | Dividends paid to U.S. holders should generally be taxable as dividend income to the extent paid out of our earnings and profits (as determined for tax purposes). Dividends paid to corporate U.S. holders generally should be eligible for the dividends-received deduction, subject to certain conditions and limitations. For further information, see <a href="#">United States Federal Tax Consequences to Holders of Depositary Shares</a> in this prospectus supplement.   |
| Use of Proceeds                            | We expect to receive net proceeds from this offering of approximately \$ , after expenses and underwriting commissions. We intend to use the net proceeds for general corporate purposes. For further information, see <a href="#">Use of Proceeds</a> in this prospectus supplement.  |
| Registrar, Transfer Agent and Paying Agent | Computershare Trust Company, N.A.  |
| Depositary                                 | U.S. Bank National Association.  |
| Calculation Agent                          | U.S. Bank National Association.  |
| Conflicts of Interest                      | <p>SunTrust Robinson Humphrey, Inc., our subsidiary, is participating in this offering of depositary shares as an underwriter. Accordingly, this offering is being conducted in compliance with the provisions of FINRA Rule 5121. SunTrust Robinson Humphrey, Inc. is not permitted to sell the depositary shares in this offering to an account over which it exercises discretionary authority without the prior specific written approval of the customer to which the account relates.</p> <p>In the future, SunTrust Robinson Humphrey, Inc. or our other affiliates may repurchase and resell the depositary shares in market-making transactions, with resales being made at prices related to prevailing market prices at the time of the resale or at negotiated prices.</p> |

**Table of Contents****Ratio of Earnings to Fixed Charges and Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends**

The following table shows the ratio of earnings to fixed charges of our company, which includes our subsidiaries, on a consolidated basis. The ratio of earnings to fixed charges has been computed by dividing:

net income excluding income taxes plus fixed charges, by

fixed charges.

The ratio of earnings to combined fixed charges and preferred stock dividends has been computed by dividing:

net income excluding income taxes plus fixed charges, by

fixed charges plus preferred stock dividends.

Fixed charges represent interest expense, either including or excluding interest on deposits as set forth below, and the portion of net rental expense deemed to be equivalent to interest on long-term debt. Interest expense, other than on deposits, includes interest on long-term debt, funds purchased and securities sold under agreements to repurchase, trading liabilities and other short-term borrowings.

|  | Nine Months Ended<br>September 30 <sup>(2)</sup> |       | 2013  | Year Ended<br>December 31 <sup>(2)</sup> |       |       |                   |
|--|--|-------|-------|--|-------|-------|-------------------|
|  | 2014   | 2013  |       | 2012                                     | 2011  | 2010  | 2009              |
| <b>Ratio of Earnings to Fixed Charges</b>  |  |       |       |  |       |       |                   |
| Including interest on deposits   | 4.68x  | 3.33x | 3.67x | 4.26x                                    | 1.65x | 1.03x | NM <sup>(1)</sup> |
| Excluding interest on deposits   | 6.93x  | 5.43x | 5.99x | 7.60x                                    | 2.36x | 1.07x | NM <sup>(1)</sup> |
| <b>Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends</b> |  |       |       |  |       |       |                   |
| Including interest on deposits   | 4.35x  | 3.11x | 3.41x | 4.18x                                    | 1.44x | 0.88x | NM <sup>(1)</sup> |
| Excluding interest on deposits   | 6.18x  | 4.79x | 5.26x | 7.30x                                    | 1.80x | 0.77x | NM <sup>(1)</sup> |

(1) NM-not meaningful. For the year ended December 31, 2009, earnings were inadequate to cover fixed charges by \$2.5 billion and combined fixed charges and preferred stock dividends by \$2.7 billion. Earnings included a \$751 million non-cash goodwill impairment charge in 2009, as well as elevated provision for credit losses.

(2) Ratios for periods prior to January 1, 2014 have been restated in accordance with our adoption of ASU 2014-01, Investments Equity Method and Joint Ventures: Accounting for Investments in Qualified Affordable Housing Projects .

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**RISK FACTORS**

*An investment in the depositary shares involves certain risks. You should carefully consider the risks related to the depositary shares and the Series F Preferred Stock described below, the risk factors included in our Annual Report on Form 10-K for the year ended December 31, 2013, as well as the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus, before making an investment decision. Our business, financial condition or results of operations could be materially adversely affected by any of these risks. This prospectus supplement also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks related to the depositary shares and faced by us described below and elsewhere in this prospectus supplement and the accompanying prospectus.*

***You Are Making an Investment Decision with Regard to the Depositary Shares as well as the Series F Preferred Stock.***

As described in this prospectus supplement and the accompanying prospectus, we are issuing depositary shares representing fractional interests in shares of Series F Preferred Stock. Accordingly, the depositary will rely on the payments it receives on the Series F Preferred Stock to fund all payments on the depositary shares. You should carefully review the information in this prospectus supplement and the accompanying prospectus regarding both of these securities before making an investment decision.

***The Series F Preferred Stock Is Equity and Is Subordinate to our Existing and Future Indebtedness.***

The Shares are equity interests in SunTrust and do not constitute indebtedness. As such, the Shares will rank junior to all indebtedness and other non-equity claims on SunTrust with respect to assets available to satisfy claims on SunTrust, including in a liquidation of SunTrust. Additionally, unlike indebtedness, where principal and interest would customarily be payable on specified due dates, in the case of preferred stock like the Shares (1) dividends are payable only if declared by our board of directors and (2) as a corporation, we are subject to restrictions on payments of dividends and redemption price out of lawfully available funds.

Also, as a bank holding company, SunTrust's ability to declare and pay dividends is dependent on certain federal regulatory considerations. SunTrust has issued and outstanding debt securities under which we may defer interest payments from time to time, but in that case we would not be permitted to pay dividends on any of our capital stock, including the Shares, during the deferral period.

***Additional Issuances of Preferred Stock or Securities Convertible into Preferred Stock May Dilute Existing Holders of the Depositary Shares.***

We may, in the future, determine that it is advisable, or we may encounter circumstances where we determine it is necessary, to issue additional shares of preferred stock, securities convertible into, exchangeable for or that represent an interest in preferred stock, or preferred stock-equivalent securities. Our board of directors is authorized to cause us to issue one or more classes or series of preferred stock from time to time without any action on the part of the stockholders, including issuing additional Shares or additional depositary shares. Our board of directors also has the power, without stockholder approval, to set the terms of any such classes or series of preferred stock that may be issued, including voting rights, dividend rights, and preferences over the Series F Preferred Stock with respect to dividends or upon our dissolution, winding-up and liquidation and other terms. Though the approval of holders of depositary shares representing interests in the Series F Preferred Stock will be

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needed to issue any equity security ranking senior to the Series F Preferred Stock, if we issue preferred stock in the future that has preference over the Series F Preferred Stock with respect to the payment of dividends or upon liquidation, or if we issue preferred stock with voting rights that dilute the voting power of the Series F Preferred Stock or depositary shares, the rights of holders of the depositary shares or the market price of the depositary shares could be adversely affected. The market price of the depositary shares could decline as a result of these other offerings, as well as other sales of a large block of depositary shares, Series F Preferred Stock or similar securities in the market thereafter, or the perception that such sales could occur. Holders of the Series F Preferred Stock or depositary shares are not entitled to preemptive rights or other protections against dilution.

### ***Investors Should Not Expect SunTrust to Redeem the Shares on the Date They First Become Redeemable or on any Particular Date After They Become Redeemable.***

The Shares are perpetual equity securities. The Shares have no maturity or mandatory redemption date and are not redeemable at the option of investors. By their terms, the Shares may be redeemed by us at our option either in whole or in part on any dividend payment date occurring on or after December 15, 2019. Any decision we may make at any time to propose a redemption of the Shares will depend, among other things, upon our evaluation of the overall level and quality of our capital components, considered in light of our risk exposures, earnings and growth strategy, as well as general market conditions at such time. Our right to redeem the Shares is subject to the limitation described below. Accordingly, investors should not expect us to redeem the Shares on the date they first become redeemable or on any particular date thereafter.

Under the Federal Reserve's risk-based capital guidelines applicable to bank holding companies, any redemption of the Shares is subject to prior approval of the Federal Reserve. There can be no assurance that the Federal Reserve will approve any redemption of the Shares that we may propose. We understand that the factors that the Federal Reserve will consider in evaluating a proposed redemption include its evaluation of the overall level and quality of our capital components, considered in light of our risk exposures, earnings and growth strategy, and other supervisory considerations.

### ***SunTrust May Be Able to Redeem the Shares prior to the Dividend Payment Date in June 2023.***

By their terms, the Shares may be redeemed by SunTrust prior to the dividend payment date in June 2023 upon the occurrence of certain events involving the capital treatment of the Shares. In particular, upon SunTrust's determination in good faith that an event has occurred that would constitute a Regulatory Capital Event (as defined herein), SunTrust may, at its option at any time within 90 days following such Regulatory Capital Event, redeem in whole but not in part the Shares, subject to regulatory approval. See Description of the Series Preferred Stock Redemption.

If a Regulatory Capital Event occurs, SunTrust would have the right, subject to regulatory approval, to redeem the Shares in accordance with their terms prior to the dividend payment date in December 2019 at a redemption price equal to \$100,000 per Share (equivalent to \$1,000 per depositary share), plus any declared and unpaid dividends.

### ***Dividends on the Shares Will Be Non-Cumulative.***

Dividends on the Series F Preferred Stock are discretionary and will not be cumulative. If our board of directors does not authorize and declare a dividend for any dividend period, holders of depositary shares would not be entitled to receive any such dividend, and any such unpaid dividend will not accrue or be payable. We will have no obligation to pay dividends for a dividend period after the dividend payment date for that period if our board of directors has not declared such dividend before



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the related dividend payment date, whether or not dividends are declared for any subsequent dividend period with respect to the Shares or any other preferred stock we have issued or may issue.

***The dividend rate will vary commencing on December 15, 2019 and any dividends declared may be less than the initial fixed annual rate of % in effect until December 15, 2019.***

The annual dividend rate on the Shares commencing on December 15, 2019 will equal three-month LIBOR plus a spread of % per annum. Therefore, any dividends declared after December 15, 2019 may vary from period to period and could be more or less than the fixed rate for the initial ten-year period. SunTrust has no control over a number of factors that may affect market interest rates, including geopolitical conditions and economic, financial, political, regulatory, judicial or other events that affect the markets generally and that are important in determining the existence, magnitude, and longevity of market rate risk.

***The historical levels of three-month LIBOR are not an indication of the future levels of three-month LIBOR.***

In the past, the level of three-month LIBOR has experienced significant fluctuations. You should note that historical levels, fluctuations and trends of three-month LIBOR are not necessarily indicative of future levels. Any historical upward or downward trend in three-month LIBOR is not an indication that three-month LIBOR is more or less likely to increase or decrease at any time during the Floating Rate Period, and you should not take the historical levels of three-month LIBOR as an indication of its future performance.

***Our Results of Operations and Our Ability to Fund Dividend Payments and All Payments on Our Other Obligations Depend Upon the Results of Operations of Our Subsidiaries.***

SunTrust Banks, Inc. is a separate and distinct legal entity from our banking and non-banking subsidiaries. Our principal source of funds to make payments on securities is dividends from our banking subsidiaries. Various federal and state statutes and regulations limit the amount of dividends that our banking and non-banking subsidiaries may pay to us without regulatory approval. In particular, dividend and other distributions from our bank subsidiary to us would require notice to or approval of the applicable regulatory authority. There can be no assurances that we would receive such approval.

In addition, if, in the opinion of the applicable regulatory authority, a bank under its jurisdiction is engaged in or is about to engage in an unsafe or unsound practice, such authority may require, after notice and hearing, that such bank cease and desist from such practice. Depending on the financial condition of our banking subsidiaries, the applicable regulatory authority might deem us to be engaged in an unsafe or unsound practice if our banking subsidiaries were to pay dividends. The Federal Reserve has issued policy statements generally requiring insured banks and bank holding companies only to pay dividends out of current operating earnings.

Payment of dividends could also be subject to regulatory limitations if any of our banking subsidiaries became *under-capitalized* for purposes of the *prompt corrective action* regulations of the federal bank regulatory agencies that are the primary regulators of our banking subsidiaries.

Furthermore, our right to participate in any distribution of assets of any of our subsidiaries upon its liquidation or otherwise, and thus your ability as a holder of the depository shares to benefit indirectly from such distribution, will be subject to the prior claims of creditors of such subsidiary, except to the extent that any of our claims as a creditor of such subsidiary may be recognized. As a result, our depository shares are effectively subordinated to all existing and future liabilities and obligations of our subsidiaries.

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### ***If We Are Deferring Payments on our Outstanding Junior Subordinated Debt Securities or Are in Default Under the Indentures Governing Those Securities, We Will Be Prohibited from Making Distributions on or Redeeming the Shares.***

The terms of our outstanding junior subordinated debt securities prohibit us from declaring or paying any dividends or distributions on the Shares, or redeeming, purchasing, acquiring or making a liquidation payment with respect to the Shares, if we are aware of any event that would be an event of default under the indenture governing those junior subordinated debt securities or at any time when we have deferred interest thereunder.

### ***Holders of Shares Will Have Limited Voting Rights.***

Holders of the depositary shares or the Shares have no voting rights with respect to matters that generally require the approval of voting shareholders, except as required by law and as provided below under [Description of the Series F Preferred Stock](#) [Voting Rights](#).

### ***General Market Conditions and Unpredictable Factors Could Adversely Affect Market Prices for the Depositary Shares.***

There can be no assurance about the market prices for the depositary shares. Several factors, many of which are beyond our control, will influence the market value of the depositary shares. Factors that might influence the market value of the depositary shares include:

whether dividends have been declared and are likely to be declared on the Shares from time to time;

our creditworthiness;

the market for similar securities; and

economic, financial, geopolitical, regulatory or judicial events that affect us or the financial markets generally.

Accordingly, the depositary shares that an investor purchases, whether in this offering or in the secondary market, may trade at a discount to the price that the investor paid for the depositary shares.

### ***A Downgrade, Suspension or Withdrawal of Any Rating Assigned by a Rating Agency to SunTrust or Our Securities, Including the Depositary Shares and the Series F Preferred Stock, Could Cause the Liquidity or Trading Price of the Depositary Shares to Decline Significantly.***

Real or anticipated changes in the credit ratings assigned to the depositary shares, the Series F Preferred Stock or our credit ratings generally could affect the trading price of the depositary shares. Credit ratings are not a recommendation to buy, sell or hold any security, and may be revised or withdrawn at any time by the issuing organization in its sole discretion. In addition, credit rating agencies continually review their ratings for the companies that they follow, including us. The credit rating agencies also evaluate the financial services industry as a whole and may change their credit rating for us and our securities, including the Series F Preferred Stock and depositary shares, based on their overall view of our industry. A future downgrade, withdrawal, or the announcement of a possible downgrade or withdrawal in the ratings assigned to the depositary shares, the Series F Preferred Stock, us or our other securities, or any perceived decrease in our creditworthiness could cause the trading price of the depositary shares to decline significantly.

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***The Shares and the Related Depositary Shares May Not Have an Active Trading Market.***

The Shares and the related depositary shares are new issues with no established trading market. The underwriters have advised us that they intend to make a market in the depositary shares. However, they are not obligated to do so and may discontinue any market making in the depositary shares at any time in their sole discretion. Therefore, we cannot assure you that a liquid trading market for the depositary shares will develop, that you will be able to sell your depositary shares at a particular time or that the price you receive when you sell will be favorable.

***The Depositary Shares Are not Insured or Guaranteed By the FDIC.***

The depositary shares are not savings accounts, deposits or other obligations of any of our bank or non-bank subsidiaries and are not insured by the Federal Deposit Insurance Corporation (the FDIC ) or any other governmental agency or instrumentality. In addition, the depositary shares are not guaranteed under the FDIC s Temporary Liquidity Guarantee Program.

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**USE OF PROCEEDS**

We expect to receive net proceeds from this offering of approximately \$ \_\_\_\_\_, after expenses and underwriting commissions. We intend to use the net proceeds for general corporate purposes, which may include securities repurchase programs, capital expenditures, working capital, repayment or reduction of long-term and short-term debt and the financing of acquisitions. Pending such use of the net proceeds, we may invest the proceeds in highly liquid short-term securities.

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**REGULATORY CONSIDERATIONS**

As a financial holding company and a bank holding company under the Bank Holding Company Act of 1956, as amended (the *BHC Act*), SunTrust is subject to regulation, supervision and examination by the Federal Reserve. For a discussion of the material elements of the regulatory framework applicable to financial holding companies, bank holding companies and their subsidiaries and specific information relevant to SunTrust, please refer to SunTrust's Annual Report on Form 10-K for the fiscal year ended December 31, 2013, and the subsequent reports we file with the SEC, which are incorporated by reference in this prospectus supplement. This regulatory framework is intended primarily for the protection of depositors and the federal deposit insurance funds and, after the Dodd-Frank Act and other reforms of recent years, the financial stability of the United States and not for the protection of security holders. As a result of this regulatory framework, SunTrust's earnings are affected by actions of the Federal Reserve, the FDIC, which insures the deposits of our banking subsidiaries within certain limits, and the SEC, which regulates the activities of certain subsidiaries engaged in the securities business.

SunTrust's earnings are also affected by general economic conditions, our management policies and legislative action.

In addition, there are numerous governmental requirements and regulations that affect our business activities. A change in applicable statutes, regulations or regulatory policy may have a material effect on SunTrust's business.

Depository institutions, like SunTrust's bank subsidiaries, are also affected by various federal and state laws, including those relating to consumer protection and similar matters. SunTrust also has other financial services subsidiaries regulated, supervised and examined by the Federal Reserve, as well as other relevant state and federal regulatory agencies and self-regulatory organizations. SunTrust's non-bank subsidiaries may be subject to other laws and regulations of the federal government or the various states in which they are authorized to do business.

**Table of Contents****SELECTED FINANCIAL DATA**

The following is selected consolidated financial data for SunTrust for the nine months ended September 30, 2014 and 2013 and the years ended December 31, 2013, 2012 and 2011.

The selected consolidated financial data for the nine months ended September 30, 2014 and 2013 are derived from our unaudited consolidated financial statements filed in a Current Report on Form 8-K dated November 4, 2014. Results for the nine months ended September 30, 2014 are not necessarily indicative of results for any other interim period or for the year as a whole. The selected consolidated financial data for each of the years ended December 31, 2013, 2012 and 2011 are derived from our audited consolidated financial statements. Our consolidated financial statements for each of the three fiscal years ended December 31, 2013, 2012 and 2011 were audited by Ernst & Young LLP, an independent registered public accounting firm. The summary below should be read in conjunction with our unaudited consolidated condensed financial statements included in a Current Report on Form 8-K dated November 4, 2014 and our audited consolidated financial statements, and the related notes thereto, and the other detailed information contained in our Annual Report on Form 10-K for the year ended December 31, 2013. For more information, see the section entitled *Where You Can Find More Information*.

| (Dollars in millions, except per share amounts)                     | Nine Months<br>Ended<br>September 30 |          | Year Ended<br>December 31 |          |          |
|---|--------------------------------------|----------|---------------------------|----------|----------|
|   | 2014                                 | 2013     | 2013                      | 2012     | 2011     |
| <b>Summary of Operations</b>  |                                      |          |                           |          |          |
| Interest income   | \$ 4,036                             | \$ 4,045 | \$ 5,388                  | \$ 5,867 | \$ 6,181 |
| Interest expense  | 407                                  | 405      | 535                       | 765      | 1,116    |
| Net interest income   | 3,629                                | 3,640    | 4,853                     | 5,102    | 5,065    |
| Provision for credit losses   | 268                                  | 453      | 553                       | 1,395    | 1,513    |
| Net interest income after provision for credit losses               | 3,361                                | 3,187    | 4,300                     | 3,707    | 3,552    |
| Noninterest income  | 2,528                                | 2,401    | 3,214                     | 5,373    | 3,421    |
| Noninterest expense   | 4,134                                | 4,470    | 5,831                     | 6,283    | 6,193    |
| Income before provision for income taxes                            | 1,755                                | 1,118    | 1,683                     | 2,797    | 780      |
| Provision for income taxes  | 364                                  | 184      | 322                       | 813      | 120      |
| Net income including income attributable to noncontrolling interest | 1,391                                | 934      | 1,361                     | 1,984    | 660      |
| Net income attributable to noncontrolling interest                  | 11                                   | 16       | 17                        | 26       | 13       |
| Net income  | \$ 1,380                             | \$ 918   | \$ 1,344                  | \$ 1,958 | \$ 647   |
| Net income available to common shareholders                         | \$ 1,343                             | \$ 884   | \$ 1,297                  | \$ 1,931 | \$ 495   |
| Net interest income-FTE(1)  | 3,734                                | 3,733    | 4,980                     | 5,225    | 5,179    |
| Total revenue-FTE(1)  | 6,262                                | 6,134    | 8,194                     | 10,598   | 8,600    |
| <b>Net Income Per Average Common Share</b>                          |                                      |          |                           |          |          |
| Diluted   | \$ 2.51                              | \$ 1.64  | \$ 2.41                   | \$ 3.59  | \$ 0.94  |
| Basic   | 2.54                                 | 1.65     | 2.43                      | 3.62     | 0.94     |
| Dividends declared per common share                                 | 0.50                                 | 0.25     | 0.35                      | 0.20     | 0.12     |
| <b>Market Price</b>   |                                      |          |                           |          |          |
| High  | \$ 41.26                             | \$ 36.29 | \$ 36.99                  | \$ 30.79 | \$ 33.14 |
| Low   | 36.23                                | 26.93    | 26.93                     | 18.07    | 15.79    |
| Close   | 38.03                                | 32.42    | 36.81                     | 28.35    | 17.70    |

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| (Dollars in millions, except per share amounts) | Nine Months Ended<br>September 30 |            | Year Ended<br>December 31 |            |            |
|---|-----------------------------------|------------|---------------------------|------------|------------|
|   | 2014                              | 2013       | 2013                      | 2012       | 2011       |
| <b>Selected Average Balances</b>                |                                   |            |                           |            |            |
| Total assets                                    | \$ 180,098                        | \$ 172,061 | \$ 172,497                | \$ 176,134 | \$ 172,440 |
| Earning assets                                  | 160,491                           | 153,412    | 153,728                   | 153,479    | 147,802    |
| Loans   | 130,010                           | 121,649    | 122,657                   | 122,893    | 116,308    |
| Consumer and commercial deposits                | 130,369                           | 126,947    | 127,076                   | 126,249    | 122,672    |
| Total shareholders' equity                      | 21,972                            | 21,138     | 21,167                    | 20,495     | 20,696     |
| <b>As of Period End</b>                         |                                   |            |                           |            |            |
| Total assets                                    | \$ 186,818                        | \$ 171,777 | \$ 175,335                | \$ 173,442 | \$ 176,859 |
| Earning assets                                  | 165,434                           | 154,802    | 156,978                   | 151,223    | 154,696    |
| Loans   | 132,151                           | 124,340    | 127,877                   | 121,470    | 122,495    |
| Allowance for loan and lease losses             | 1,968                             | 2,071      | 2,044                     | 2,174      | 2,457      |
| Consumer and commercial deposits                | 135,077                           | 126,861    | 127,735                   | 130,180    | 125,611    |
| Long-term debt                                  | 12,942                            | 9,985      | 10,700                    | 9,357      | 10,908     |
| Total shareholders' equity                      | 22,269                            | 21,070     | 21,422                    | 20,985     | 20,066     |
| <b>Financial Ratios and Other Data</b>          |                                   |            |                           |            |            |
| Return on average total assets                  | 1.02%                             | 0.71%      | 0.78%                     | 1.11%      | 0.38%      |
| Return on average common shareholders' equity   | 8.45                              | 5.79       | 6.34                      | 9.56       | 2.56       |
| Net interest margin-FTE(1)                      | 3.11                              | 3.25       | 3.24                      | 3.40       | 3.50       |
| Efficiency ratio-F                              |                                   |            |                           |            |            |