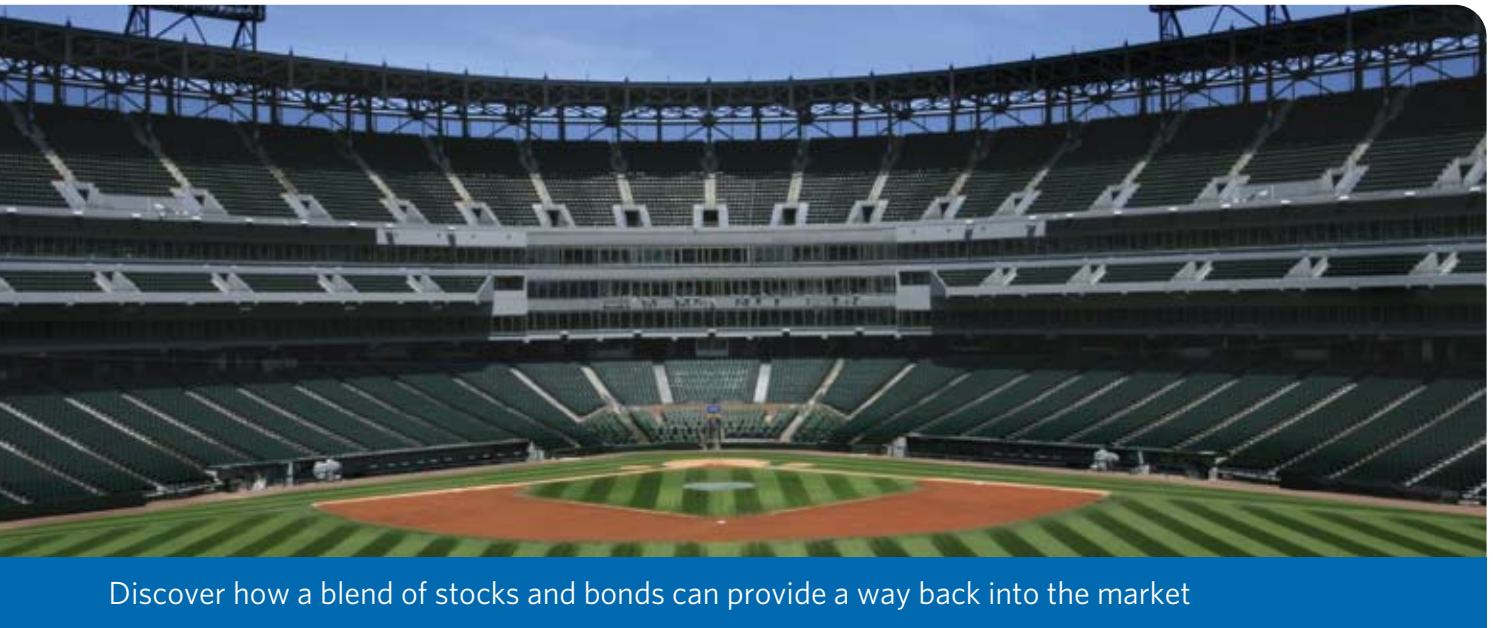




Is it time to get back in the game?



Discover how a blend of stocks and bonds can provide a way back into the market

Not a deposit • No FDIC insured • Not guaranteed by the bank • Not insured by any government agency • May lose value



The view from the sidelines comes with a cost: loss of opportunity

On the sidelines long enough?

Many investors have moved to the investment sidelines and are waiting for market conditions to improve.

Yet, with the average money market fund yielding just over 1%,¹ they may well wonder whether staying on the sidelines will help them meet their longer-term investment objectives. Whether an investor is planning for retirement, paying for college tuition or some other long-term objective, money still has to work hard enough for to help pay for these long-term goals.

It's understandable

Market uncertainties over the past year have certainly led to a sense of anxiety about equity investing – and a desire for safe havens.

Yet, while the view from the sidelines may seem comforting over the short-term, it comes with a potential price – the loss of opportunity.

Having cash reserves makes sense. But is that enough?

¹Bankrate.com, June 1, 2009. *An investment in a money market fund is neither insured nor guaranteed by the FDIC or any other governmental agency. Although a money market fund seeks to preserve the net asset value of \$1.00 per share, it is possible to lose money by investing in a fund.*

Why not play the game differently?

Some investors recognize that staying on the sidelines may not work for their long-term investment plan. If so, what should they do next?

It may be worthwhile to consider asset allocation, an investment strategy that major institutions have employed for many years. Asset allocation combines a number of asset classes with the aim of tempering overall volatility, according to an individual's goals, risk tolerance and investment horizon.

A prudent course of action, a powerful blend of securities

A combination of professionally managed mutual funds that combine stocks and bonds together may offer the potential for both capital appreciation and current income in addition to these benefits:

- **Diversification** By investing in a range of stocks and bonds, an investor may potentially spread the risks inherent in individual securities across each mutual fund's entire portfolio.
- **Conservative approach** Investments that include stocks and high-quality bonds are typical of many conservative, balanced investing strategies.
- **Emphasis on quality** Creditworthy, investment-grade bonds tend to be more marketable and may help temper volatility when included as underlying investments in a fund's portfolio.

By blending stocks and bonds, an investor may increase their likelihood of going the distance – even in challenging market environments.



Through a balanced, moderate approach, investors can set the stage for re-visiting their long-term goals

Discover a game changer and put asset allocation to work

This chart shows how well a hypothetical investment blend representing a portfolio invested one-third in the Barclays Capital U.S. Aggregate Index and two-thirds invested in the S&P 500 Index performed against a portfolio representing a 100% investment in the S&P 500.²

For four out of five periods shown, the blend outperformed the S&P 500

✓ = best for period, through 6/30/09

	1 years	5 years	10 years	20 years	30 years
The blend	✓	✓	✓	✓	
<ul style="list-style-type: none"> • 2/3 S&P 500 • 1/3 Barclays Capital U.S. Aggregate Index 	-3.19%	-0.39%	+0.76%	+7.80%	+10.29%
S&P 500	-8.22%	-2.24%	-2.22%	+7.77%	✓ +10.76%

Historically, the blended approach reduced risk

Standard deviation is a measure of portfolio volatility on both the upside and the downside. Here we see the impact of the non-correlative power of blended assets in action. Volatility is calculated using annualized standard deviation, a measure of how returns over time have varied from the mean; a lower number signifies lower volatility. Of course, results of an investment are not guaranteed, and combining stocks with bonds does not eliminate risk.

✓ = best for period, through 6/30/09

	1 years	5 years	10 years	20 years	30 years
The blend	✓ 1.49%	✓ 9.29%	✓ 9.23%	✓ 9.02%	✓ 9.80%
<ul style="list-style-type: none"> • 2/3 S&P 500 • 1/3 Barclays Capital U.S. Aggregate Index 					
S&P 500	18.97%	15.50%	16.03%	15.00%	15.52%

Putting it together

- On a 20-year basis, the blend provided 103% of the return of the S&P 500 with 69% of the risk
- On a 30-year basis, the blend provided 99% of the return with 70% of the risk

Re-adjusting a portfolio may help better meet long-term goals

²The indexes reflect a blend of 2/3 S&P 500 Index and 1/3 Barclays Capital Aggregate Bond Index. The indexes are generally representative of the U.S. stock market and the U.S. bond market. Unlike a mutual fund, these market indexes are unmanaged and do not reflect fees, charges, taxes or expenses. The index performance quoted is not intended to represent or predict the performance of any BB&T Fund. Past performance is no guarantee of future results.

Historically, the blend of stocks and bonds offered returns comparable to stocks -- with reduced volatility

Based on the illustration from the previous page of 20 years of monthly observations, the blended approach had an upside capture ratio of 70.18 % and a downside capture ratio of 67.65%. This means that during positive return months for the S&P 500 Index, the blended approach achieved, on average, 70.18% of the gain of the S&P 500 Index return. On the other hand, during negative return months for the S&P 500 Index, the blended approach achieved, on average, only 67.65% of the loss of the S&P 500 Index return.

Why this matters

The blended approach may provide a way for cautious investors to get back into the market.

Where can investors turn for a blend of stock and bond mutual funds?

Investors can take the time and effort to weigh the advantages and disadvantages of choosing when to buy, sell or hold portfolio securities.

Or, they can choose the route many others have elected: portfolio management by professionals who do this every business day.

At BB&T Funds, we offer an effective, simple way to allocate assets among three of our most attractive mutual funds:

- BB&T Special Opportunities Equity Fund
- BB&T Equity Income Fund
- BB&T Total Return Bond Fund

Performance you can see from a blend of stocks and bonds



This blend of mutual funds - with underlying securities primarily consisting of underappreciated value stocks, growth stocks, dividend-paying common stocks, high-quality bonds and cash equivalents - provides a broad degree of diversification well-suited to meeting the challenges of the market's ups and downs.



A trio of BB&T performers in equal measure

- BB&T Special Opportunities Equity Fund
- BB&T Equity Income Fund
- BB&T Total Return Bond Fund

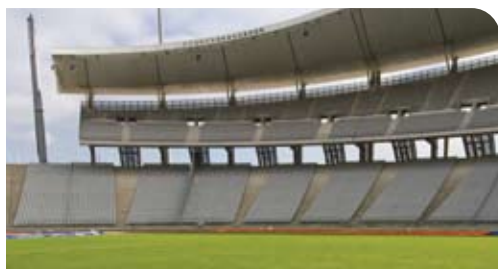
To achieve an attractive blend between stocks and bonds consider investing equal amounts into each of the three mutual funds shown here

The whole is greater than the sum of the parts

Strong portfolio management and an additional measure of diversification underscore BB&T's appealing three-fund offering.

	BB&T Special Opportunities Equity Fund	BB&T Equity Income Fund	BB&T Total Return Bond Fund
Inception	6/2/03	6/30/04	12/2/99
Objective	Seeks long-term capital appreciation by investing in a blend of underappreciated value stocks and emerging growth stocks.	Seeks capital growth and current income from U.S. equities	Seeks a high level of current income and a competitive total return by investing primarily in a diversified portfolio of bonds; asset-backed securities; mortgage-backed securities; and convertible securities.
Portfolio Manager	George F. Shipp, CFA, CIO <ul style="list-style-type: none"> • MBA from Darden Graduate School of Business, University of Virginia • Investment industry since 1982 • Fund manager since inception (2003) 		Mark Montgomery, CFA <ul style="list-style-type: none"> • MBA from Drexel University • Investment industry since 1990 • Fund Manager since January 2008
Subadviser	Scott & Stringfellow, Inc.		Sterling Capital Management LLC
Upside/downside capture ratios are used to evaluate how well an investment manager performed relative to indexes across similar time periods. The upside/downside capture ratios below measure each fund's cumulative return divided by its benchmark's cumulative returns during positive and negative market periods. All figures are as of 6/30/09			
Upside capture ratios (since inception)	132.69%	106.66%	105.83%
Downside capture ratios (since inception)	85.14%	71.83%	106.97%

For more details of the funds, please see the information in the rear pocket



It may be time to reclaim your seat

[Inside cover has a pocket for other information]

Some investors have been on the sidelines long enough.
Discover how a blend of stocks and bonds can provide a
way back into the market.

About BB&T Asset Management



At BB&T Asset Management, Inc., adviser to the BB&T Funds, the quality and dedication of our team members exemplify the singular focus we bring to the investment process. Our parent company (along with its predecessors) has been managing money since 1912. Ranked as the 10th largest financial holding company in the United States, the company has \$152.4 billion in assets as of June 30, 2009.

A subsidiary of BB&T Corporation, BB&T Asset Management, Inc. is a registered investment adviser—a full-service money management firm with a full complement of mutual funds.

For more information, interested investors should contact their investment representative for more details about BB&T Funds

This material is authorized for distribution only when preceded or accompanied by a current prospectus. An investor should consider the Fund's investment objectives, risks, and charges and expenses carefully before investing or sending money. This and other important information about the BB&T Funds can be found in the Fund's prospectus. To obtain more information, please call 1-800-228-1872 or visit us online at www.bbtffunds.com. Please read the prospectus carefully before investing.

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