



On December 5, 2008, the Board of Trustees of the BB&T Funds authorized the BB&T Prime Money Market Fund and BB&T National Tax-Free Money Market Fund (each, a “Fund” and, collectively, the “Funds”) to apply for continued participation in the U.S. Department of the Treasury’s Temporary Guarantee Program for Money Market Funds (the “Program”). Subject to certain conditions and limitations, in the event that the per share value of a Fund falls below \$0.995 and a Fund liquidates its holdings, the Program will provide coverage to shareholders in the Fund for up to \$1.00 per share for the lesser of either the number of shares the investor held in the Fund at the close of business on September 19, 2008 or the number of shares the investor held the date the per share value fell below \$0.995. Any increase in the number of shares an investor holds after the close of business on September 19, 2008 will not be covered by the Program. In addition, if an investor closes his or her account with a Fund or broker-dealer, any future investment in the Fund will not be guaranteed. **Shares acquired by investors after September 19, 2008 generally are not eligible for protection under the Program.**

The Program is funded from assets in the Exchange Stabilization Fund (the “ESF”). Payments to investors under the Program will depend on the availability of assets in the ESF. The U.S. Department of the Treasury and the Secretary of the Treasury have the authority to use assets from the ESF for purposes other than those of the Program.

In addition to the payment the Funds made for participation in the initial three-month term of the Program, extended participation in the Program (*i.e.*, for the period from December 19, 2008 through April 30, 2009) requires a non-refundable Program extension payment to the U.S. Department of the Treasury in the amount of 0.015% multiplied by the number of outstanding shares of each Fund as of September 19, 2008. This expense will be borne by the Funds without regard to any expense limitation currently in effect for the Funds and is in addition to the total annual Fund operating expenses reflected in each Fund’s “Fees and Expenses” table in the Prospectus. The Secretary of the Treasury may continue to extend the Program beyond the extension period through the close of business on September 18, 2009. If the Program is extended again, the Funds will consider whether to continue to participate.

You can contact the Funds at 1-800-228-1872 for more information regarding the Funds’ participation in the Program.

An investment in the money market funds is not insured or guaranteed by the FDIC or any other governmental agency. Although the funds seek to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in the funds

Past performance does not guarantee future results. The investment return and principal value of an investment will fluctuate so that an investor’s shares, when redeemed, may be worth more or less than the original cost. To obtain performance information current to the most recent month end, please visit www.bbtffunds.com.

Shares of the BB&T Funds are not deposits or obligations of, or guaranteed or endorsed by, Branch Banking and Trust Company or its affiliates. The funds are distributed by BB&T AM Distributors, Inc., which is not affiliated with Branch Banking and Trust Company or its affiliates.