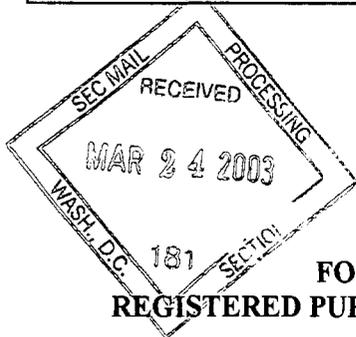


File Number: 85-5374  
 For the reporting period ended  
 December 31, 2002



**OMB APPROVAL**  
 OMB Number: 3235-0337  
 Expires: July 31, 2003  
 Estimated average burden  
 hours per full response.....6.00  
 Estimated average burden  
 hours per intermediate  
 response..... 1.50  
 Estimated average burden  
 hours per minimum  
 response.....50



UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

**FORM TA-2**

**FORM FOR REPORTING ACTIVITIES OF TRANSFER AGENTS  
 REGISTERED PURSUANT TO SECTION 17A OF THE SECURITIES EXCHANGE ACT OF 1934**

**ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT  
 CONSTITUTE FEDERAL CRIMINAL VIOLATIONS.  
 See 18 U.S. C. 1001 and 15 U.S. C. 78ff(a)**

1. Full name of Registrant as stated in Question 3 of Form TA-1:  
 (Do not use Form TA-2 to change name or address.)

Bank of Louisville

2. a. During the reporting period, has the Registrant engaged a service company to perform any of its transfer agent functions (Check appropriate box.)

All                       Some                       None

b. If the answer to subsection (a) is all or some, provide the name(s) and transfer agent file number(s) of all service company(ies) engaged.

| Name of Transfer Agent(s): | File No. (beginning with 84- or 85-) |
|----------------------------|--------------------------------------|
|                            |                                      |
|                            |                                      |
|                            |                                      |
|                            |                                      |
|                            |                                      |
|                            |                                      |
|                            |                                      |
|                            |                                      |
|                            |                                      |
|                            |                                      |

**PROCESSED**  
**APR 10 2003**  
**THOMSON FINANCIAL**

c. During the reporting period, has the Registrant been engaged as a service company by a named transfer agent to perform transfer agent functions?

Yes                       No

d. If the answer to subsection (c) is yes, provide the name(s) and file number(s) of the named transfer agent(s) for which the Registrant has been engaged as a service company to perform transfer agent functions: (If more room is required, please complete and attach the Supplement to Form TA-2).

| Name of Transfer Agent(s): | File No. (beginning with 84- or 85-) |
|----------------------------|--------------------------------------|
|                            |                                      |
|                            |                                      |
|                            |                                      |
|                            |                                      |

2.

3. a. Registrant's appropriate regulatory agency (ARA): (Check one box only.)

- Comptroller of the Currency
- Federal Deposit Insurance Corporation
- Board of Governors of the Federal Reserve System
- Securities and Exchange Commission

b. During the reporting period, has the Registrant amended Form TA-1 within 60 calendar days following the date on which information reported therein became inaccurate, incomplete, or misleading? (Check appropriate box.)

- Yes, filed amendments(s)
- No, failed to file amendments(s)
- No applicable

c. If the answer to subsection (b) is no, provide an explanation:

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**If the response to any of questions 4-11 below is none or zero, enter "0".**

4. Number of items received for transfer during the reporting period 61
5. a. Total number of individual securityholder accounts, including accounts in the Direct Registration System (DRS), dividend reinvestment plans and/or direct purchase plans as of December 31: 0
- b. Number of individual securityholder dividend reinvestment plan and/or direct purchase plan accounts as of December 31: 0
- c. Number of individual securityholder DRS accounts as of December 31: 0
- d. Approximate percentage of individual securityholder accounts from subsection (a) in the following categories as of December 31:

| Corporate Equity Securities | Corporate Debt Securities | Open-End Investment Company Securities | Limited Partnership Securities | Municipal Debt Securities | Other Securities |
|-----------------------------|---------------------------|--|--------------------------------|---------------------------|------------------|
|                             |                           |  |                                |                           |                  |

6. Number of securities issues for which Registrant acted in the following capacities, as of December 31:

|   | Corporate Securities |      | Open-End Investment Company Securities | Limited Partnership Securities | Municipal Debt Securities | Other Securities |
|---|----------------------|------|--|--------------------------------|---------------------------|------------------|
|   | Equity               | Debt |  |                                |                           |                  |
| a. Receives items for transfer and maintains the master securityholder files:         | 0                    | 0    |  |                                |                           |                  |
| b. Receives items for transfer but does not maintain the master securityholder files: | 0                    | 0    |  |                                |                           |                  |
| c. Does not receive items for transfer but maintains the master securityholder files: | 0                    | 0    |  |                                |                           |                  |

2

7. Scope of certain additional types of activities performed:
- a. Number of issues for which dividend reinvestment plan and/or direct purchase plan services were provided, as of December 31: 0
  - b. Number of issues for which DRS services were provided, as of December 31: 0
  - c. Dividend disbursement and interest paying agent activities conducted during the reporting period:
    - i. number of issues 339
    - ii. amount (in dollars) 47,372,001.14

8. a. Number and aggregate market value of securities aged record differences, existing for more than 30 days, as of December 31:

|                               | Prior<br>Transfer Agent (s)<br>(if applicable) | Current<br>Transfer Agent |
|-------------------------------|--|---------------------------|
| i. Number of issues           | 0  | 0                         |
| ii. Market value (in dollars) | 0  | 0                         |

b. Number of quarterly reports regarding buy-ins filed by the Registrant with its ARA (including the SEC) during the reporting period pursuant to Rule 17Ad-11(c)(2) 0

c. During the reporting period, did the Registrant file all quarterly reports regarding buy-ins with its ARA (including the SEC) required by Rule 17Ad-11(c)(2)?

Yes                       No

d. If the answers to subsection (c) is no, provide an explanation for each failure to file:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

9. a. During the reporting period, has the Registrant always been in compliance with the turnaround time for routine items as set forth in Rule 17Ad-2?

Yes                       No

**If the answer to subsection (a) is no, complete subsections (i) through (ii).**

- i. Provide the number of months during the reporting period in which the Registrant was **not** in compliance with the turnaround time for routine items according to Rule 17Ad-2
- ii. Provide the number of written notices Registrant filed during the reporting period with the SEC and with its ARA that reported its noncompliance with turnaround time for routine items according to Rule 17Ad-2.

10. Number of open-end investment company securities purchases and redemptions (transactions) excluding dividend, interest and distribution postings, and address changes processed during the reporting period:
- a. Total number of transactions processed: 0
  - b. Number of transactions processed on a date other than date of receipt of order (as ofs): 0

11. a. During reporting period, provide the date of all database searches conducted for lost securityholder accounts listed on the transfer agent's master securityholder files, the number of lost securityholder accounts for which a database search has been conducted, and the number of lost securityholder accounts for which a different address has been obtained as a result of a database search:

| Date of Database Search                   | Number of Lost Securityholder Accounts Submitted for Database Search | Number of Different Addresses Obtained from Database Search |
|---|--|---|
| Taken over by BB&T, BB&T performed search |  |   |
|   |  |   |
|   |  |   |
|   |  |   |
|   |  |   |
|   |  |   |

b. Number of lost securityholders accounts that have been remitted to states during the reporting period: 0

SIGNATURE: The Registrant submitting this Form, and the person signing the Form, hereby represent that all the information contained in the Form is true, correct, and complete.

|   |   |
|---|---|
| Manual signature of Official responsible for Form.<br> | Title: Corporate Trust Services Manager<br>Branch Banking and Trust Co.<br><br>Telephone Number: 252-246-4316 |
| Name of Official responsible for Form:<br>(First name, Middle name, Last name)<br><br>J. Michael Pollock                                  | Date signed 3/17/2003<br>(Month/Day/Year)   |



Branch Banking & Trust Co.

March 17, 2003

Trust Division

223 West Nash Street (27893)  
P.O. Box 2887  
Wilson, NC 27894-2887  
(252) 246-4111

Securities and Exchange Commission  
450 5<sup>th</sup> Street, N. W.  
Washington, DC 20549-0013



Dear Sir:

Enclosed please find one original and two copies of Form TA-2 for the period ending December 31, 2002 for the Bank of Louisville. The Bank of Louisville was merged into Branch Banking and Trust Co. as a result of BB&T Corporation acquiring Mid-America Corp. during 2002.

If you have any questions, please contact me at 252-246-4316.

Sincerely,

J. Michael Pollock  
Senior Vice President  
Corporate Trust Services