Irene M. Esteves
Chief Financial Officer
Senior Executive Vice President

March 6, 2009

REGIONS

Mr. Neil M. Barofsky
Special Inspector General
1500 Pennsylvania Ave., N.W.
Suite 1064
Washington, D.C. 20220

Dear Mr. Barofsky,

On November 14, 2008, Regions received a $3.5 billion government investment as part of the TARP Capital Purchase Program, a program designed to inject capital directly into healthy financial services institutions. Since receiving the investment, we have sought to fulfill what we understand to be the purpose of the government's capital-infusion program: restore confidence in the financial system, increase the flow of financing to businesses and consumers, and support the United States' economy.

Regions believe transparency is important to the success of this effort. Toward that end, we included information on our lending in our fourth quarter earnings release to enable our shareholders and other stakeholders to understand how we are attempting to fulfill the intent of Congress and the Treasury in creating the Capital Purchase Program. We also reported information to Treasury and to the Federal Reserve regarding our use of TARP capital. Copies of the aforementioned documents are attached to this letter as Exhibits.

At the outset, the TARP capital was viewed as providing three core elements. First, it would enhance the liquidity position as a source of long-term committed funding. Second, it would strengthen the balance sheet by bolstering the capital position, thus giving all key stakeholders (regulators, equity investors, debt investors, customers, employees) confidence in Regions' ability to weather the current "economic storm." The final element is achieved only through satisfying the first two, and that is the ability to continue executing our strategic business model through serving customers and growing our core lending business.

Regions Financial Corporation
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It is also important to note that TARP alone cannot ensure the third element in the current operating environment. In fact, it is the suite of programs introduced by the Federal Reserve and the Treasury that will ultimately determine the full extent to which our business model can be deployed as the industry continues to face significant economic headwinds. The TLGP and TAF have been integral in satisfying near-term liquidity needs in an otherwise "closed" market for unguaranteed funding. In concert, these programs have allowed Regions to continue serving our credit-worthy customers' needs for financing while prudently managing the capital and liquidity needs of Regions.

Uses of TARP Capital: We received the TARP fund investment as a deposit into our Federal Reserve Bank account which is used to meet general funding needs. At that moment, the TARP cash became indistinguishable from any other cash sources in the organization. As we did not segregate the funds, they cannot be tracked separately. From a capital perspective, the TARP preferred shares and related common warrants are clearly visible as discrete components of our overall components of capital. Permissible components of capital are defined and limited by the Federal Reserve's regulatory capital framework. As a result, we are required to review the capital as a whole and manage it in the aggregate.

Despite a challenging operating environment, with the support of TARP, Regions was able to make $16.5 billion of new and renewed lines and loans, including unfunded commitments, to businesses and consumers in the fourth quarter of 2008. This is despite signs of weakening demand, for example, from small and medium size businesses as they reduce inventories and defer capital expenditures. We have also been able to continue our significant efforts to keep our residential mortgage customers in their homes. Through our Capital Assistance Program, in the fourth quarter alone, we have restructured more than $400 million in mortgages. We have been able to continue maintaining a foreclosure rate well below industry average for residential first mortgages. We have also cooperated with the FDIC who asked us to commit resources to take on another failed bank, First Bank Financial in Atlanta Georgia, and continue to provide uninterrupted service to their approximately 6,400 customers.

Capital deployment requires leverage. For the last six months, the credit markets have provided little to no ability for banks to raise unguaranteed term financing which is essential to growing bank balance sheets. Otherwise, liquidity must be internally generated, and given the shortage of securitization alternatives, deposit growth becomes the only viable source. While Regions has been successful in that endeavor, it is a slower path to balance sheet growth, and has proven to be quite competitive as other banks reach the same conclusion and price deposits accordingly.

We expect the economic environment to continue to stress liquidity and capital markets, and as a consequence, impact our ability to aggressively grow our balance sheet. Nevertheless, TARP has enabled us to continue to use our balance sheet to attempt to meet the lending needs of creditworthy current and prospective customers.

Executive Compensation Standards: In conjunction with its participation in the TARP Capital Purchase Program, Regions agreed to take action to ensure that its compensation programs, plan and agreements covering its five Senior Executive Officers (the "SEOs") comply with Section 111(b) of the Emergency Economic Stabilization Act ("EESA"), as in effect in November 2008. The following is a summary of our actions related to executive compensation requirements associated with TARP fund investment.

SEO Waivers and Letter Agreements: As of November 14, 2008, each of our SEOs entered into (i) the required waiver releasing Treasury from any claims the SEOs might have arising out of the implementation of the Capital Purchase Program compensation standards and (ii) letter agreements with Regions agreeing to comply with the Capital Purchase Program executive compensation standards as in effect in November 2008 (including the limitation on golden parachutes and the potential clawback of bonuses and incentive compensation if they are based on materially inaccurate financial statements or another materially inaccurate performance metric criteria). These waivers and letters are attached to this letter as an Exhibit.

Risk Assessment: The Compensation Committee (the "Committee") met with the Company's Risk Officer (CRO) to discuss and review the relationship between Regions' risk management policies and practices and the incentive compensation arrangements applicable to SEOs. The Committee discussed with the CRO the risks (including credit risks) that could threaten the value of Regions. The Committee then reviewed for any features in the SEO incentive compensation arrangements that may encourage unnecessary or excessive risks.

Regions' overall risk management structure is generally designed to avoid unnecessary or excessive risks. This starts with the Board of Directors (the "Board") setting the risk appetite by establishing polices and implementing limits. Management's role is to develop the policies and practices to ensure that Regions operates within the risk appetite. These policies and practices include a standardized risk assessment process and regular, periodic reporting to the Board, as well as independent review functions. This regular reporting includes a quarterly report to the Risk Committee of the Board.

On February 5, 2009, the Committee certified that it had made reasonable efforts to ensure that the incentive compensation arrangements do not encourage unnecessary or excessive risks that threaten the value of Regions. This certification will be set forth in the Committee report that will be included in Regions' upcoming proxy statement. As required under the Capital Purchase Program, the Committee intends to perform this review every year.

Limitations on Deductible Compensation: Regions has not yet filed its federal income tax return for 2008, however, as required under the Capital Purchase Program standards in effect in 2008, Regions has directed its responsible personnel to limit its tax deductions for 2008 annual compensation paid to its SEOs, as contemplated by Section 162(m) of the Internal Revenue Code and applicable regulations.

Say on Pay: On February 18, 2009, the American Recovery and Reinvestment Act of 2009 amended Section 111 of EESA. As a result of the new Section 111(e) of EESA, Regions is planning to permit a separate, non-binding stockholder vote at its 2009 annual meeting of stockholders on April 16, 2009, to approve the compensation of executives, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, as evidenced by the inclusion of Proposal 2 set forth in Regions Preliminary Proxy Statement filed on March 3, 2009. In addition, new Section 111(b) of EESA requires Treasury to adopt new compensation standards applicable to TARP recipients. Until those new compensation standards are adopted or other Treasury guidance is released, Regions intends to comply with the compensation standards in effect under the Capital Purchase Program in November 2008.

To date, Regions has made no changes to other, long-term or deferred forms of executive compensation that may offset the changes required under the Capital Purchase Program.

I certify that the statements, representations, and supporting information contained in this letter are accurate to the best of my knowledge.

Sincerely,

Irene M. Esteves
Chief Financial Officer
Senior Executive Vice President

Regions Financial Corporation

LIST OF EXHIBITS

Exhibit A

Treasury monthly Intermediation Snapshot (December 2008)

TARP MONTHLY INTERMEDIATION SNAPSHOT

Name of institution: **Regions Financial Corporation**
Reporting month(s): December 2008 Submission date: **February 5, 2009**
Person to be contacted regarding this report: **Irene Esteves**

PART II. QUALITATIVE OVERVIEW
Please provide a brief overview of the intermediation activity during the month. This discussion should include a general commentary on the lending environment, loan demand, any changes in lending standards and terms, and any other intermediation activity.

I. Company Description

Regions Financial Corporation ("Regions" or the "Company") is a financial holding company headquartered in Birmingham, Alabama, which operates throughout the South, Midwest and Texas. Regions provides traditional commercial, retail and mortgage banking services, as well as other financial services in the fields of investment banking, asset management, trust, securities brokerage, insurance and other specialty financing. At December 31, 2008, Regions had total consolidated assets of approximately $146.2 billion, total loans of $97.4 billion, total deposits of approximately $90.9 billion and total consolidated stockholders' equity of approximately $16.8 billion.

Regions conducts its banking operations through Regions Bank, its brokerage and investment banking business through Morgan Keegan & Company, Inc. ("Morgan Keegan"), and its insurance brokerage business through Regions Insurance Group, Inc.

II. Consumer Lending

A. Mortgage Lending

The mortgage division originated mortgage loans totaling $1.0 billion during the fourth quarter of 2008. Production was down the first part of the quarter due to a challenging rate environment and general stresses in the housing sector; however, December production improved significantly due primarily to the U.S. Treasury influencing a drop in conforming mortgage rates in mid December and a dramatic increase in refinance activity over the prior two months. Consistent with the increase in December production, Regions experienced an increase in demand for new loans as evidenced by an almost two-fold increase in the number of new loan applications in the final month of the quarter.

B. Home Equity Lending

Home Equity Lending is a key component of the Consumer product offering and includes equity loans and equity lines of credit. The Bank approaches this business from a long-term perspective, and did not participate in broker or correspondent generated Home Equity or Sub-Prime Lending. Lending production is down because of declining home sales and values (especially in the Florida markets). Specifically, during the fourth quarter of 2008 the Bank experienced a decline in new production resulting from fewer loan applications as well as lower approval rates. Even though production declined, average equity line balances were up compared to the third quarter, which led to combined equity loan and line balances increasing during fourth quarter of 2008. The favorable balance sheet growth trend is due largely to reductions in the pace of customers paying down existing balances and continued account utilization.

Given the economic slowdown and the necessary emphasis on lending to creditworthy borrowers, Regions enacted a range of policies to address changing economic conditions during the second half of 2008. Regions has seen an increase in the number of customers having difficulty making home equity payments, and this difficulty usually stems from debt service increases. These increases are often tied to the higher rates on adjustable rate mortgages where Regions home equity may be in second position. To help customers who are having difficulty making their loan payments, we are offering flexible repayment programs on second mortgages that can be used while customers restructure their first mortgage. We also offer a fixed payment option to our customers with home equity lines that are based on a variable rate.

C. Other Consumer Lending

While we did not have significant changes to credit underwriting or pricing, Regions other consumer lending demand declined in the fourth quarter compared to the third quarter (as is typical). Demand in the fourth quarter of 2008 was weaker than experienced in the fourth quarter of 2007 as individuals deleveraged given the economic slowdown. Additionally, Regions made the decision to cease originations in the Dealer Retail Indirect business in October 2008 which caused a decline in production for this product in the fourth quarter.

D. Customer Assistance Program

Regions launched an extensive Customer Assistance Program (CAP) for troubled borrowers in late 2007, well before the full effects of the credit crisis were realized by most consumers and businesses. During the first year of the CAP, Regions was able to contact upward of 125,000 residential first mortgage and home equity customers.

As a result, Regions has taken steps including renegotiating the terms of mortgages, keeping families in their homes and allowing Regions to maintain a foreclosure rate well below industry average for residential first mortgages. As of the fourth quarter, Regions has restructured more than $400 million in mortgages.

III. Commercial Lending

A. C & I Lending

Borrowing for working capital increased, but this has been partially offset by reduced expansion and capital expenditure needs. Line utilization in middle market and large commercial edged up slightly in the fourth quarter of 2008. Credit quality requirements have become more conservative and the retail syndication market is very tight.

In the middle market we are seeing some decline in clients' appetite for additional debt and utilization of cash to pay down debt. The slower economy is driving more conservative leverage positions; however, the large commercial market remains active. Continued tightness in the bond markets has resulted in senior bank debt frequently being the only alternative for clients. Loan pipelines continue to decline, down 15% - 20% from September to December 2008.

In the small business market there is a clear weakening in loan demand, with the loan pipeline at half of its peak in the spring of 2008. This decline is attributed to weakness in business conditions, creditworthiness and general reluctance to make business investments in this environment.

B. CRE Lending

New loan demand has continued to slow as developers are reluctant to begin new projects or purchase existing projects under current economic conditions. The lack of permanent financing from CMBS and insurance companies has also slowed the refinancing of construction and bridge loans. Our focus has been on renewing and restructuring these loans to provide clients additional time to wait for the markets to recover. Our underwriting criteria have been adjusted to account for the risk of declining property prices and stressed cash flows for both developers and individual projects.

IV. Treasury Activities

Management of interest rate risk is among the most fundamental tenets in banking. Banking institutions utilize the Available for Sale investment portfolio as a primary tool to balance the inherent interest rate risk arising from core banking activities.

The third and fourth quarters of 2008 were characterized by unprecedented levels of interest rate volatility, credit market dislocation, and pervasive illiquidity. These factors led to an increasingly asset sensitive profile for Regions. Agency Mortgage-Backed securities provided an efficient means to offset asset sensitivity and maintain the desired liquidity profile, while offering a compelling risk adjusted return on the use of capital.

V. Equity and Debt Activities at Morgan Keegan

During the fourth quarter, the capital markets continued to be frozen with very few deals. The company's broker dealer subsidiary Morgan Keegan participated in one underwriting during the fourth quarter as a co-manager. Municipal underwritings were very slow in the fourth quarter as markets and liquidity were in question. When stability returned, November and December were stronger months for debt underwritings and Morgan Keegan was involved in a large number of them. About half of the December underwriting volume involves three FDIC guarantee deals.

TARP MONTHLY INTERMEDIATION SNAPSHOT

Name of institution: Regions Financial Corp. Submission date: 1/31/09 Person to be contacted regarding this report: Irene Esteves

PART I. QUANTITATIVE OVERVIEW

SCHEDULE A: CONSUMER LENDING (Millions $)	2008 OCT	NOV	DEC	Key	Comments
1. First Mortgage					
a Average Loan Balance (Daily Average Total Outstanding)	$16,551.4	$16,374 0	$16,256.9	First and second residential 1-4 family mortgages. including residential mortgages held for sale	During 4th quarter, secondary market production increased significantly relative to the portfolio. December 2008 Mortgage volume increase is driven by U S Treasury drop in conforming mortgage rates in mid December.
b Total Originations	$349.7	$222 7	$449.6	Loans originations designated for the secondary market and those to be held in portfolio on Regions' balance sheet	
(1) Refinancings	$143.2	$82 8	$274.0	Total originations designated as refinance status	
(2) New Home Purchases	$206.5	$139 9	$175.6	Total originations designated as new purchase status	
2. Home Equity					
a Average Total Loan Balance	$15,953.1	$16,046 1	$16,108.6	Average balances include Home Equity loans and HELOCs	Home Equity loan balances and portfolio commitments remain relatively consistent in 4th quarter 2008.
b Originations (New Lines+Line Increases)	$225.2	$136.6	$125.6	New Home Equity loans. lines and line increases	
c Total Used and Unused Commitments	$27,840.6	$27,781 8	$27,641.2	Total portfolio of Home Equity loans and funded and unfunded HELOCs Funded portion included in average balance above	
3. US Card - Managed					
a Average Total Loan Balance - Managed	$0.0	$0 0	$0.0	NA - Regions Financial Corp is an Agent Bank	
b. New Account Originations (Initial Line Amt)	$0.0	$0 0	$0.0		
c Total Used and Unused Commitments	$0.0	$0 0	$0.0		
4. Other Consumer					
a Average Total Loan Balance	$6,243.0	$5,656 1	$5,462.5	Includes consumer direct. indirect. over revolving (i e . overdraft lines) and student loans held for sale	Other Consumer primarily reflects direct, indirect and student lending. During the 4th quarter. student loan sales in the normal course of business totaled $600 million
b Originations	$159.6	$75 1	$74.9	Includes direct, indirect and student lending origination activity Indirect originations included in October only as we ceased originations during the month of October	

SCHEDULE B: COMMERCIAL LENDING (Millions $)	OCT	NOV	DEC	Key	Comments
1. C & I					
a Average Total Loan and Lease Balance	$24,655.4	$24,065.4	$23,642.9	Average outstanding funded balances (net of deferred fees and costs) for non-real estate. commercial related loans and leases	Loan fundings related to Variable Rate Demand Note letters of credit peaked in October. While Variable Rate Demand Note remarketings resulted in lower November and December balances, the number of new and renewed C&I commitments totaled 6,469 for the quarter (2.062 in December).
b. Renewal of Existing Accounts	$1,714.7	$1.537.2	$1,334.1	Renewal of existing funded and unfunded commitments for non-real estate. commercial related loans based upon posting date of renewal Also includes letters of credit	
c. New Commitments	$1,008.5	$571.9	$1,046.9	New funded and unfunded commitments for non-real estate. commercial related loans based upon posting date of commitment Also includes letters of credit and leases Variable Rate Demand Note (VRDN) fundings are excluded from new commitment activity.	
2. Commercial Real Estate					
a Average Total Loan and Lease Balance	$37,658.1	$37,637.9	$37,555.0	Average outstanding funded balances (net of deferred fees and costs) for commercial related loans secured by real estate Also includes Commercial loans held for sale	Residential homebuilder and condominium exposure continues to decline as a result of property dispositions and paydowns.
b Renewal of Existing Accounts	$1,838.2	$1.520.0	$2,109.3	Renewal of existing funded and unfunded commitments for commercial related loans secured by real estate based upon posting date of renewal Also includes letters of credit	
c New Commitments	$698.0	$600.5	$691.5	New funded and unfunded commitments for commercial related loans secured by real estate based upon posting date of the commitment. Also includes letters of credit VRDN fundings are excluded from commercial real estate new commitment activity.	
SCHEDULE C: OTHER INTERMEDIATION ACTIVITIES (Millions $)					
1. MBS/ABS Net Purchased Volume					
a Mortgage Backed Securities	$0.0	$902.3	$1,049.7	Net purchase volume as captured in bond accounting system Reflects settlement date	MBS consists of 30 year agency fixed-rate mortgage backed passthroughs.
b Asset Backed Securities					
2. Secured Lending (Repo, PB, Margin Lending)					
a Average Total Matched Book (Repo/Reverse Repo)[1]	NA	NA	NA		
b Average Total Debit Balances[2]	$595.4	$638.3	$845.7	Reflects average margin receivables as recorded on the general ledger	
3. Underwriting					
a Total Equity Underwriting	$9.7	$0.0	$0.0	Total equity underwriting activity - represents Regions' participation percentage	Increase in December debt underwriting is primarily due to commercial debt issuances related to the FDIC's recently established Temporary Liquidity Guarantee Program.
b Total Debt Underwriting	$283.7	$794.8	$1,945.1	Debt issuances delivered monthly Represents Regions' participation percentage	Gross debt issuance size for October, November and December was $935 million, $2.4 billion and $12.3 billion respectively. Gross equity issuance for October was $194 million.

Notes:
1 Not applicable if matched book activity does not exceed $50 billion.
2. Applicable only for institutions offering prime brokerage or other margin lending services to clients.

Exhibit B

Treasury monthly Intermediation Snapshot (January 2009)

TARP MONTHLY INTERMEDIATION SNAPSHOT

Name of institution: **Regions Financial Corporation**
Reporting month(s): January 2009 Submission date: **February 27, 2009**
Person to be contacted regarding this report: **Irene Esteves, Chief Financial Officer**

PART II. QUALITATIVE OVERVIEW

Please provide a brief overview of the intermediation activity during the month. This discussion should include a general commentary on the lending environment, loan demand, any changes in lending standards and terms, and any other intermediation activity.

I. Company Description

Regions Financial Corporation ("Regions" or the "Company") is a financial holding company headquartered in Birmingham, Alabama, which operates throughout the South, Midwest and Texas. Regions provides traditional commercial, retail and mortgage banking services, as well as other financial services in the fields of investment banking, asset management, trust, securities brokerage, insurance and other specialty financing. At December 31, 2008, Regions had total consolidated assets of approximately $146.2 billion.

Regions conducts its banking operations through Regions Bank, its brokerage and investment banking business through Morgan Keegan & Company, Inc. ("Morgan Keegan"), and its insurance brokerage business through Regions Insurance Group, Inc.

II. Consumer Lending

A. Mortgage Lending

The mortgage division originated mortgage loans totaling $722 million during January of 2009, an increase of 61% over the prior month. This increase was due primarily to the U.S. Treasury influencing a drop in conforming mortgage rates in mid-December and again in early January. The lower rates triggered a dramatic increase in refinance activity which began in December and continued into January. Consistent with the increase in January production, Regions experienced an increase in demand for new mortgage loans as new mortgage loan applications increased 30% in January over the prior month.

B. Home Equity Lending

Home Equity Lending is a key component of the Consumer product offering and includes equity loans and equity lines of credit. The Bank approaches this business from a long-term perspective, and did not participate in broker or correspondent generated Home Equity or Sub-Prime Lending. Home Equity Lending continues to experience a decline in new production resulting from fewer applications as well as lower approval rates. In addition, the December to January decline includes a seasonal component in that January is historically a low volume month. Even though production declined, average equity line balances were up compared to December which led to combined equity loan and line balance sheet growth. The favorable balance sheet growth trend is due largely to reductions in the pace of customers paying down existing balances and continued line utilization.

TARP MONTHLY INTERMEDIATION SNAPSHOT

Name of institution: **Regions Financial Corporation**
Reporting month(s): January 2009 Submission date: **February 27, 2009**
Person to be contacted regarding this report: **Irene Esteves, Chief Financial Officer**

Given the economic slowdown and the necessary emphasis on lending to creditworthy borrowers, Regions enacted a range of policies to address changing economic conditions during the second half of 2008. Regions has seen an increase in the number of customers having difficulty making home equity payments, and this difficulty usually stems from debt service increases. These increases are often tied to the higher rates on adjustable rate mortgages where Regions' home equity may be in second position. To help customers who are having difficulty making their loan payments, we are offering flexible repayment programs on second mortgages that can be used while customers restructure their first mortgage. We also offer a fixed payment option to our customers with home equity lines that are based on a variable rate.

C. Other Consumer Lending

While we did not have significant changes to credit underwriting or pricing, demand for direct consumer lending products decreased in January over December as is the typical seasonal pattern. Student lending production increased in January over December as a result of seasonality. January is typically a high production month as a result of students returning to school for the spring term.

D. Customer Assistance Program

Regions launched an extensive Customer Assistance Program (CAP) for troubled borrowers in late 2007, well before the full effects of the credit crisis were realized by most consumers and businesses. Today the Customer Assistance Program's overall goals remain the same: to increase customer assistance, stem foreclosure and keep customers in their homes.

As a result, Regions has taken steps including renegotiating the terms of mortgages and home equity loans, keeping families in their homes and allowing Regions to maintain a foreclosure rate well below industry average for residential first mortgages. Since inception of the program, Regions has restructured more than $700 million in mortgages.

III. Commercial Lending

A. C & I Lending

Line utilization edged up slightly in January 2009 versus December 2008. Credit quality requirements have become more conservative and the syndication market is tight.

In the middle market we are seeing a decline in clients' appetite for additional debt. The slower economy is driving more conservative leverage positions. Reductions in commodity prices and lower sales volumes have begun to result in lower inventory and accounts receivable financing requirements. However, the large commercial market remains active.

TARP MONTHLY INTERMEDIATION SNAPSHOT

Name of institution: **Regions Financial Corporation**
Reporting month(s): January 2009 Submission date: **February 27, 2009**
Person to be contacted regarding this report: **Irene Esteves, Chief Financial Officer**

Continued tightness in the bond markets has resulted in senior bank debt frequently being the only alternative for clients. January loan pipelines have trended upward versus December 2008.

In the small business market, loan demand continues to weaken as evidenced by loan pipelines at half their peak levels in the spring of 2008. We attribute this to reduced working capital requirements resulting from lower sales volumes and reluctance by business owners to make capital investments given the negative economic outlook.

B. CRE Lending

In January, new loan demand has continued to slow as developers are reluctant to begin new projects or purchase existing projects under current economic conditions. The lack of permanent financing from CMBS and insurance companies has also slowed the refinancing of construction and bridge loans. Our focus has been on renewing and restructuring these loans to provide clients additional time to wait for the markets to recover. Our underwriting criteria have been adjusted to account for the risk of declining property prices and stressed cash flows for both developers and individual projects.

IV. Treasury Activities

Agency Mortgage-Backed securities continue to provide an efficient means to offset asset sensitivity and maintain the desired liquidity profile, while offering a compelling risk adjusted return on the use of capital. January activity reflects $777 million of 30 year GNMA mortgage-backed securities that were purchased.

V. Equity and Debt Activities at Morgan Keegan

During January 2009, the capital markets continued to be frozen with very few deals. The company's broker dealer subsidiary Morgan Keegan participated in one underwriting during January as a co-manager. Tax-exempt debt underwritings continued to be very slow in January as liquidity remained tight and issuers awaited the outcome of the government stimulus package.

TREASURY MONTHLY INTERMEDIATION SNAPSHOT

Name of institution: Regions Financial Corp. | Submission date: February 27, 2009 | Person to be contacted about this report: Irene Esteves, Chief Financial Officer

PART I. QUANTITATIVE OVERVIEW

SCHEDULE A: CONSUMER LENDING (Millions $)	2008 NOV	DEC	2009 JAN	Key	Comments
1. First Mortgage					
a Average Loan Balance (Daily Average Total Outstanding)	$16,374	$16,257	$16,378	First and second residential 1-4 family mortgages, including residential mortgages held for sale	November and December secondary market production increased significantly relative to the portfolio December 2008 and January 2009 Mortgage volume increase is driven by U S Treasury drop in conforming mortgage rates in mid December
b Total Originations	$223	$450	$722	Loans originations designated for the secondary market and those to be held in portfolio on Regions' balance sheet	
(1) Refinancings	$83	$274	$599	Total originations designated as refinance status	
(2) New Home Purchases	$140	$176	$123	Total originations designated as new purchase status	
2. Home Equity					
a Average Total Loan Balance	$16,046	$16,109	$16,150	Average balances include Home Equity loans and HELOCs	Loan balances and portfolio commitments remain relatively consistent in January 2009
b Originations (New Lines+Line Increases)	$137	$126	$109	New Home Equity loans, lines and line increases	
c Total Used and Unused Commitments	$27,782	$27,641	$27,677	Total portfolio of Home Equity loans and funded and unfunded HELOCs Funded portion included in average balance above	
3. US Card - Managed					
a Average Total Loan Balance - Managed	$0	$0	$0	NA - Regions Financial Corp is an Agent Bank	
b New Account Originations (Initial Line Amt)	$0	$0	$0		
c Total Used and Unused Commitments	$0	$0	$0		
4. Other Consumer					
a Average Total Loan Balance	$5,656	$5,463	$5,442	Includes consumer direct, indirect, other revolving (i e . overdraft lines) and student loans held for sale	Student Lending production increased in January over December as a result of seasonality January is typically a high production month as a result of students returning to school for the spring term
b Originations	$75	$75	$290	Includes direct and student lending origination activity	

SCHEDULE B: COMMERCIAL LENDING (Millions $)	NOV	DEC	JAN	Key	Comments
1. C & I					
a Average Total Loan and Lease Balance	$24,065	$23,643	$23,355	Average outstanding funded balances (net of deferred fees and costs) for non-real estate. commercial related loans and leases	Loan fundings in prior months related to Variable Rate Demand Note letters of credit were largely offset by remarketings, resulting in lower November through January balances The number of new and renewed C&I commitments totaled 5,458 for the three month period (1.632 in January)
b Renewal of Existing Accounts	$1,537	$1,334	$1,275	Renewal of existing funded and unfunded commitments for non-real estate. commercial related loans based upon posting date of renewal Also includes letters of credit	
c New Commitments	$572	$1,047	$854	New funded and unfunded commitments for non-real estate. commercial related loans based upon posting date of commitment Also includes letters of credit and leases Variable Rate Demand Note (VRDN) fundings are excluded from new commitment activity.	
2. Commercial Real Estate					
a Average Total Loan and Lease Balance	$37,638	$37,555	$37,238	Average outstanding funded balances (net of deferred fees and costs) for commercial related loans secured by real estate Also includes Commercial loans held for sale	Residential homebuilder and condominium exposure continues to decline as a result of property dispositions and paydowns Loan balances (including construction) secured by owner occupied real estate remain flat November through January at $13 15 billion
b Renewal of Existing Accounts	$1,520	$2,109	$1,326	Renewal of existing funded and unfunded commitments for commercial related loans secured by real estate based upon posting date of renewal Also includes letters of credit	
c New Commitments	$601	$692	$406	New funded and unfunded commitments for commercial related loans secured by real estate based upon posting date of the commitment Also includes letters of credit VRDN fundings are excluded from commercial real estate new commitment activity.	
SCHEDULE C: OTHER INTERMEDIATION ACTIVITIES (Millions $)					
1. MBS/ABS Net Purchased Volume					
a Mortgage Backed Securities	$902	$1.050	$777	Purchase volume as captured in bond accounting system Reflects settlement date	January MBS consists of 30 year agency fixed-rate mortgage backed securities
b Asset Backed Securities					
2. Secured Lending (Repo, PB, Margin Lending)					
a Average Total Matched Book (Repo/Reverse Repo)[1]	NA	NA	NA		
b. Average Total Debit Balances[2]	$638	$846	$923	Reflects average margin receivables as recorded on the general ledger	
3. Underwriting					
a Total Equity Underwriting	$0	$0	$3	Total equity underwriting activity - represents Regions' participation percentage	January debt underwriting decline reflects weaker than anticipated tax-exempt offering volumes as Issuers were awaiting the details of the government stimulus package before going to market. Gross debt issuance size for November, December, and January was $2.4 billion, $12 3 billion, and $15.6 billion respectively. with January taxable debt offerings representing $14 billion of the total. Gross equity issuance for January was $101.3 million
b Total Debt Underwriting	$795	$1,945	$538	Debt issuances delivered monthly Represents Regions' participation percentage	

Notes:
1. Not applicable if matched book activity does not exceed $50 billion
2. Applicable only for institutions offering prime brokerage or other margin lending services to clients.

Exhibit C

10/24/08 News Release: Regions Received Preliminary Approval for U.S. Treasury Capital Purchase Program

REGIONS

NEWS RELEASE

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Tim Deighton
(205) 264-4551

Investor Relations Contact:
List Underwood
(205) 801-0265

Regions Receives Preliminary Approval for U.S. Treasury Capital Purchase Program

BIRMINGHAM, Ala. – (BUSINESS WIRE) – Oct. 24, 2008 – Regions Financial Corporation (NYSE:RF) announced today that it has received preliminary approval from the U.S. Treasury Department, subject to standard closing conditions, for the investment of $3.5 billion in the company as part of the government's effort to restore confidence in our nation's financial system, increase the flow of credit to consumers and businesses, and to provide additional assistance to distressed homeowners facing foreclosure. This will increase Regions' Tier 1 capital to approximately 10.5 percent.

The Treasury's plan to invest $3.5 billion in preferred stock and warrants in Regions, subject to closing conditions, is part of its program to provide capital to the healthy financial institutions that are the core of the nation's economy. Treasury originally announced the infusion of $125 billion into nine large banks, and encouraged other strong financial institutions to also participate.

"Regions believes this government program is important to restoring the flow of funds to consumers and businesses, both large and small, who are at the core of our economy," said Dowd Ritter, Regions' chairman, president and chief executive officer. "These funds, while still strengthening our capital base, will enable us to expand lending and step up acquisitions."

Regions will pay the government a 5 percent dividend, or $175 million annually, for each of the first five years of the investment, and 9 percent thereafter unless Regions redeems the shares. The government will also receive 10-year warrants for common stock, which will give the Treasury the opportunity to benefit from an increase in the common stock price of the company.

About Regions Financial Corporation

Regions Financial Corporation is a member of the S&P 100 Index and Forbes Magazine's "Platinum 400" list of America's best big companies. With $144 billion in assets, Regions is one of the nation's largest full-service providers of consumer and commercial banking, trust, securities brokerage, mortgage and insurance products and services. Regions serves customers in 16 states across the South, Midwest and Texas, and through its subsidiary, Regions Bank, operates over 1,900 banking offices and approximately 2,400 ATMs. Its investment and securities brokerage trust and asset management division, Morgan Keegan & Company Inc., provides services from some 400 offices. Additional information about Regions and its full line of products and services can be found at www.regions.com.

Exhibit D

11/14/08 News Release: Regions Completes Sale of $3.5 Billion in Preferred Shares to the U.S. Treasury

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Regions Completes Sale of $3.5 Billion in Preferred Shares to the U.S. Treasury

BIRMINGHAM, Ala. – (BUSINESS WIRE) – Nov. 14, 2008 – Regions Financial Corporation (NYSE:RF) announced today that it has completed the sale of $3.5 billion in preferred shares in the company to the U.S. Treasury as part of the government's Capital Purchase Program. Regions' preliminary approval to participate in the program was announced on October 24, 2008.

"This government investment program is an important step in supporting consumers and businesses that will drive economic recovery and growth," said Dowd Ritter, Regions' chairman, president and chief executive officer. "These funds will strengthen our Tier 1 capital to approximately 10.5 percent and enable us to continue lending where our high standards of credit quality, full pricing and depository relationships can be met."

The Treasury's investment in Regions is part of the government's program to provide capital to the healthy financial institutions that are the core of the nation's economy so that they can increase the flow of credit to consumers and businesses and provide additional assistance to distressed homeowners facing foreclosure.

As previously reported, Regions will pay the government a 5 percent dividend, or $175 million annually, for each of the first five years of the investment, and 9 percent thereafter unless Regions redeems the shares. The government will also receive 10-year warrants for common stock, which will give the Treasury the opportunity to benefit from an increase in the price of the company's common stock.

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Exhibit E

1/20/09 News Release: Regions' fourth quarter 2008 earnings

REGIONS NEWS RELEASE

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Regions Reports Fourth Quarter 2008 Loss Largely Driven by Non-cash Goodwill Impairment Charge

Company accelerated disposition of problem assets, bolstered loan loss reserve, strengthened capital

BIRMINGHAM, Ala. – (BUSINESS WIRE) – January 20, 2009 – Regions Financial Corporation (NYSE:RF) today reported a loss for the quarter and year ending December 31, 2008.

Key points for the quarter included:

- Loss of $9.01 per diluted share for the quarter ended December 31, 2008 was largely driven by a $6 billion non-cash charge for impairment of goodwill. Excluding goodwill impairment, Regions' loss totaled 35 cents per diluted share for the quarter (see reconciliation in "Earnings Highlights" table below). Regulatory and tangible capital ratios were unaffected by the goodwill impairment.
- Full-year results reflect a net loss available to common shareholders of $5.6 billion or $8.09 cents per diluted share. Excluding the goodwill impairment charge and $124 million in after-tax merger-related expenses, full-year earnings from continuing operations available to common shareholders were 74 cents per diluted share.
- Issuance of preferred stock, as a participant in the Treasury's Capital Purchase Program, strengthened the Tier 1 capital ratio to an estimated 10.39 percent, $5 billion above well-capitalized level
- Accelerated disposition of problem assets, with approximately $1 billion in non-performing assets sold or transferred to held for sale, resulting in approximately $479 million of losses
- Net loan charge-offs rose to an annualized 3.19 percent of average loans
- Increased loan loss provision to $1.150 billion, $354 million above net charge-offs; raised allowance for credit losses to 1.95 percent of loans
- Tax settlement benefits earnings per share by 40 cents, resolves tax years 1999 through 2006
- Non-cash impairment charge on mortgage servicing rights reduced earnings per share 9 cents
- Grew total customer deposits 6.6 percent, with low-cost deposits posting 4.5 percent linked-quarter gain

Regions Financial Corporation
Post Office Box 11007
Birmingham, Alabama 35288

Earnings Results

(In millions, except per share data)	Three months ended: December 31, 2008 Amount	Dil. EPS	September 30, 2008 Amount	Dil. EPS	December 31, 2007 Amount	Dil. EPS
Earnings						
Net interest income (FTE)	$933 1		$930.6		$1,050 4	
Provision for loan losses	1,150 0		417 0		358 0	
Non-interest income	701 8		719 3		733 0	
Goodwill impairment	6,000 0		0 0		0 0	
Non-interest expense, excluding goodwill impairment	1,272 7		1,127 6		1,348 3	
Income (loss) from continuing operations	(6,218 0)	($8 97)	90 4	$0 13	71 1	$0 10
Income (loss) from continuing operations available to common shareholders	(6,244 3)	(9 01)	90 4	0 13	71 1	0 10
Loss from discontinued operations, net of tax	(0 02)	(0 00)	(10 9)	(0 02)	(0 5)	0 00
Net income (loss) available to common shareholders	($6,244 5)	$(9 01)	$79 5	$0 11	$70 6	$0 10
GAAP to Non-GAAP Reconciliation						
Income (loss) from continuing operations available to common shareholders	$(6,244 3)	$(9 01)	$90 4	$0 13	$71 1	$0 10
Goodwill impairment*	6,000 0	8 66	0 0	0 00	0 0	0 00
Merger-related charges, net of tax*	0 0	0 00	15 2	0 02	93 5	0 14
Income (loss) from continuing operations available to common shareholders, excluding merger-related charges and goodwill impairment (Non-GAAP)*	**($244.3)**	**($0.35)**	**$105.6**	**$0.15**	**$164.6**	**$0.24**
Key ratios						
Net interest margin (FTE)	2 96%		3 10%		3 61%	
Return on average assets**	NM		0 22%		0 20%	
Return on average tangible common equity**	NM		4 20%		3 67%	
Asset quality						
Allowance for credit losses as % of net loans	1 95%		1 57%		1 45%	
Net charge-offs as % of average net loans**	3 19%		1 68%		0 45%	
Non-performing assets as % of loans and other real estate	1 76%		1 79%		0 90%	
Non-performing assets as % of loans and other real estate (excluding loans held for sale)	1 33%		1 66%		0 90%	
Non-performing assets (including 90+ past due) as % of loans and other real estate	2 33%		2 25%		1 28%	
Non-performing assets (including 90+ past due) as % of loans and other real estate (excluding loans held for sale)	1 89%		2 12%		1 28%	

**See "Use of non-GAAP financial measures" at the end of this release*
*** Annualized*

Non-cash goodwill impairment charge impacts net income; regulatory and tangible capital unaffected

The results of goodwill impairment testing at the end of the fourth quarter indicated that the estimated fair value of Regions' banking reporting unit was less than its book value, requiring a $6 billion non-cash charge. However, regulatory and tangible capital ratios were unaffected by this adjustment.

As previously announced, Regions is participating in the Treasury's Capital Purchase Program, having issued $3.5 billion of senior perpetual preferred stock and warrants to the government. At December 31, 2008, Regions' Tier 1 ratio was an estimated 10.39 percent, $5 billion above the "well capitalized" threshold as defined by regulatory standards.

Regions' ratio of tangible common equity to tangible assets was 5.23 percent at year-end 2008, a 46 basis point decline versus the third quarter. The decline between quarters is mainly due to a change of 32 basis points related to an increase in tangible assets primarily due to an increase in invested funds from preferred share and debt issuances.

Fourth quarter loss of 35 cents per share, full-year 2008 EPS of 74 cents, excluding goodwill impairment, merger charges and discontinued operations

Regions' 2008 fourth quarter net loss available to common shareholders was $6.2 billion or $9.01 per diluted share, bringing full-year results to a net loss available to common shareholders of $5.6 billion or $8.09 per diluted share. These results included a $6.0 billion goodwill impairment charge. Excluding the goodwill impairment charge, for the fourth quarter of 2008, Regions incurred a loss available to common shareholders of $245 million or 35 cents per share. Excluding the goodwill impairment charge and $124 million in after-tax merger-related expenses, full-year earnings from continuing operations available to common shareholders were 74 cents per diluted share. Fourth quarter's loss reflects intensified efforts by the company to aggressively reduce exposure in its most stressed loan portfolios as well as incremental weakness in housing valuations and the overall economy.

"Although we're encouraged by steps the government has taken to stabilize the housing market and revitalize the economy, there is no quick fix for credit quality issues currently plaguing the financial services industry," said Dowd Ritter, chairman, president and chief executive officer. "We fully acknowledge the challenges that we face in 2009. We have been aggressively preparing for those challenges and will continue to take appropriate actions to successfully steer Regions through this difficult environment."

Accelerated disposition of problem assets drives net charge-offs; provision for loan losses and allowance for credit losses increase

During the fourth quarter, Regions either sold or transferred to held for sale approximately $1 billion of non-performing loans and foreclosed properties. Losses on those transactions, most of which was included in net-charge-offs, totaled $479 million, driving the linked-quarter increase in net loan charge-offs.

As expected, Regions' most stressed portfolios continue to be residential homebuilders; home equity, mainly second liens in Florida; and condominiums. The company has made progress in working through homebuilder and condo exposures, which declined significantly during 2008. These assets currently amount to $9.0 billion, or about 9 percent of the total loan portfolio.

Total fourth quarter net loan charge-offs rose to $796 million, or to an annualized 3.19 percent of average loans, from third quarter's $416 million, or 1.68 percent. Commercial real estate construction write-offs, primarily related to homebuilders and condominiums, drove the losses.

Home equity net loan charge-offs increased modestly to an annualized 1.72 percent of average loans and lines from third quarter's 1.59 percent. Residential first mortgage losses, primarily in Florida, also rose, reaching $42 million or an annualized 105 basis points during the fourth quarter. Embedded in the residential mortgage net charge-offs for the quarter, was $17 million related to loan dispositions. The company has continued its proactive efforts in contacting and helping customers, along with fortifying collection efforts, in order to mitigate losses.

Fourth quarter's provision for loan losses increased to $1.150 billion, $354 million above net charge-offs and $733 million higher than the third quarter. This increased provision raised the company's allowance for credit losses to 1.95 percent of loans, up 38 basis points linked quarter. Continued declines in housing and residential-related construction project values, as well as rising unemployment, necessitated the reserve increase. Prices of Florida-based properties remain under particular pressure, with the real estate downturn rippling through the economy and propelling unemployment levels.

Non-performing asset levels, excluding held for sale, and allowance-to-non-performing coverage improve

Due to sales and transfers, non-performing assets, excluding those classified as held for sale, have been reduced, dropping to $1.3 billion or 1.33 percent of related outstanding loans at year-end 2008 versus 1.66 percent at September 30, 2008. The decrease in non-performing loans, coupled with a larger allowance for credit losses, increased the non-performing loan coverage ratio to 1.81x in the fourth quarter from third quarter's 1.07x. This excludes loans held for sale, which were marked down during the quarter.

Total non-performing assets declined $53 million linked quarter to $1.7 billion, or to 1.76 percent of loans and other real estate. However, the loan portfolio still experienced further migration of residential homebuilder credits and condominium projects to non-performing status. Deterioration in retail-related commercial real estate was also an emerging factor.

Deposit growth gaining momentum

Regions remains focused on profitably growing deposits, taking advantage of opportunities to deepen existing customer relationships as well as develop new long-term relationships. Total customer deposits grew 4 percent on average in the fourth quarter, reflecting strong certificate of deposit (CD) growth in response to competitive offers and customer desire to lock in rates in the falling rate environment. The Integrity Bank acquisition on August 29 had a full quarter impact in the fourth quarter as well.

Low-cost deposits, which are total customer deposits less customer CDs, declined 0.5 percent on average linked-quarter; however, balances were up 4.5 percent on an ending basis. Money markets and interest-free categories reflect the benefit of competitive rate offers and the introduction of new Consumer and Business checking products. On another positive note, net new consumer checking household growth picked up dramatically late in the year to an annualized rate of 3.2 percent, which is double the growth rate of 2007.

Average loans increased 1 percent in the fourth quarter. Within total loans, commercial and industrial lending increased modestly versus the third quarter. As reported in the previous quarter, Regions is targeting new commercial business relationships that extend beyond lending to include deposits and fee-based services such as treasury management products. Commercial real estate construction balances declined as expected, reflecting the general environment for residential real estate. Within the consumer categories, home equity balances increased slightly but were more than offset by a decline in other consumer balances, driven largely by student loan sales.

Government investment supports loan production

Regions is also continuing to make credit available to consumers, small businesses and commercial companies as intended by Treasury and the Congress in establishing the government investment in banks. During the fourth quarter, the government's investment of $3.5 billion strengthened Regions' capital, which supported origination of $12 billion in new or renewed loans:

- 22,000 home loans and other lending to consumers totaling $1.3 billion
- 13,000 loans to businesses totaling $10.4 billion

This $12 billion in lending production was an increase of approximately 3 percent compared with the prior quarter during an economic environment when lending is typically flat or reduced. In addition, Regions is paying the government $175 million each year in dividends on its investment, providing taxpayers a fair return while meeting the government's objectives of making credit available to consumers and businesses.

Net interest margin squeezed by falling short-term interest rates

On a reported basis, fourth quarter taxable-equivalent net interest income totaling $933 million was little changed versus the third quarter level. However, adjusting for the third quarter's one-time SILO leveraged lease charge, taxable equivalent net interest income declined $41 million linked quarter. Fourth quarter's 2.96 percent margin dropped 14 basis points on a reported basis or 28 basis points as adjusted for the SILO impact. Regions' margin has been pressured by falling short-term interest rates, as approximately 55 percent of the company's loan portfolio is tied to prime or LIBOR and immediately reprices downward upon a rate change; whereas, deposit pricing must remain at competitive levels.

Non-interest income affected by economic weakness; non-interest expense impacted by sizable non-cash charges

Non-interest revenues were $18 million lower than in the third quarter, largely due to a drop in service charge and trust income. Broader economic weakness is negatively affecting customer transaction volumes and, in turn, service charge income. Trust income was impacted by lower asset valuations.

Excluding goodwill impairment, mortgage servicing rights (MSR) impairment and merger charges, non-interest expenses were up 7 percent primarily due to higher legal and professional costs, as well as loan and securities valuation adjustments. Increased branch personnel incentives tied to deposit growth were also a contributing factor.

Tax agreement reached for tax years 1999-2006

The Company reached an agreement with the Internal Revenue Service, which resulted in a $275 million or an approximate 40 cents diluted earnings per share benefit reflected through a reduction to tax expense for the fourth quarter of 2008. The agreement resolves tax years 1999 through 2006.

For supplemental financial information about the fourth quarter results, please refer to the information on Form 8-K furnished by Regions to the Securities and Exchange Commission on January 20, 2009, or visit the Investor Relations page at www.regions.com.

About Regions Financial Corporation

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Forward-looking statements

This press release may include forward-looking statements, which reflect Regions current views with respect to future events and financial performance. The Private Securities Litigation Reform Act of 1995 ("the Act") provides a safe *harbor for forward-looking statements which are identified as such and are accompanied by the identification of important factors that could cause actual results to differ materially from the forward-looking statements. For these statements, we, together with our subsidiaries, unless the context implies otherwise, claim the protection afforded by the safe harbor in the Act. Forward-looking statements are not based on historical information, but rather are related to future operations, strategies, financial results or other developments. Forward-looking statements are based on management's expectations as well as certain assumptions and estimates made by, and information available to, management at the time the statements are made. Those statements are based on general assumptions and are subject to various risks, uncertainties and other factors that may cause actual results to differ materially from the views, beliefs and projections expressed in such statements. These risks, uncertainties and other factors include, but are not limited to, those described below:*

- *Regions' ability to manage fluctuations in the value of assets and liabilities and off-balance sheet exposure so as to maintain sufficient capital and liquidity to support Regions' business.*
- *Regions' ability to achieve the earnings expectations related to businesses that have been acquired or that may be acquired in the future.*
- *Regions' ability to expand into new markets and to maintain profit margins in the face of competitive pressures.*
- *Regions' ability to keep pace with technological changes.*
- *Regions' ability to develop competitive new products and services in a timely manner and the acceptance of such products and services by Regions' customers and potential customers.*
- *Regions' ability to effectively manage interest rate risk, market risk, credit risk, operational risk, legal risk, liquidity risk, and regulatory and compliance risk.*
- *The current stresses in the financial and real estate markets, including possible continued deterioration in property values.*
- *The cost and other effects of material contingencies, including litigation contingencies.*
- *The effects of increased competition from both banks and non-banks.*
- *Possible changes in interest rates may increase funding costs and reduce earning asset yields, thus reducing margins.*
- *Possible changes in general economic and business conditions in the United States in general and in the communities Regions serves in particular.*
- *Possible changes in the creditworthiness of customers and the possible impairment of collectibility of loans.*
- *The effects of geopolitical instability and risks such as terrorist attacks.*
- *Possible changes in trade, monetary and fiscal policies, laws and regulations, and other activities of governments, agencies, and similar organizations, including changes in accounting standards, may have an adverse effect on business.*
- *Possible changes in consumer and business spending and saving habits could affect Regions' ability to increase assets and to attract deposits.*
- *The effects of weather and natural disasters such as droughts and hurricanes.*
- *Congress recently enacted the Emergency Economic Stabilization Act of 2008, and the U.S. Treasury and banking regulators are implementing a number of programs to address capital and liquidity issues in the banking system, all of which may have significant effects on Regions and the financial services industry, the exact nature of which cannot be determined at this time.*

The foregoing list of factors is not exhaustive; for discussion of these and other risks that may cause actual results to differ from expectations, please look under the caption "Forward-Looking Statements" in Regions' Annual Report on Form 10-K for the year ended December 31, 2007 and Forms 10-Q for the quarters ended September 30, 2008, June 30, 2008 and March 31, 2008, as on file with the Securities and Exchange Commission.

The words "believe," "expect," "anticipate," "project," and similar expressions often signify forward-looking statements. You should not place undue reliance on any forward-looking statements, which speak only as of the date made. Regions assumes no obligation to update or revise any forward-looking statements that are made from time to time.

Use of non-GAAP financial measures

Page two of this earnings release presents computations of earnings and certain other financial measures excluding discontinued operations, merger charges and goodwill impairment (non-GAAP). Merger charges and goodwill impairment are included in financial results presented in accordance with generally accepted accounting principles (GAAP). Regions believes the exclusion of merger charges and goodwill impairment in expressing earnings and certain other financial measures, including "earnings per share from continuing operations available to common shareholders, excluding merger charges and goodwill impairment" and "return on average tangible common equity, excluding discontinued operations, merger charges and goodwill impairment", provides a meaningful base for period-to-period and company-to-company comparisons, which management believes will assist investors in analyzing the operating results of the Company and predicting future performance. These non-GAAP financial measures are also used by management to assess the performance of Regions' business, because management does not consider merger charges and goodwill impairment to be relevant to ongoing operating results. Management and the Board of Directors utilize these non-GAAP financial measures for the following purposes:

- *Preparation of Regions' operating budgets*
- *Calculation of performance-based annual incentive bonuses for certain executives*
- *Calculation of performance-based multi-year incentive bonuses for certain executives*
- *Monthly financial performance reporting, including segment reporting*
- *Monthly close-out "flash" reporting of consolidated results (management only)*
- *Presentations of company performance to investors*

Regions believes that presenting these non-GAAP financial measures will permit investors to assess the performance of the Company on the same basis as that applied by management and the Board of Directors.

Non-GAAP financial measures have inherent limitations, are not required to be uniformly applied and are not audited. To mitigate these limitations, Regions has policies in place to address expenses that qualify as merger charges and goodwill impairment and procedures in place to approve and segregate merger charges and goodwill impairment from other normal operating expenses to ensure that the Company's operating results are properly reflected for period-to-period comparisons. Although these non-GAAP financial measures are frequently used by stakeholders in the evaluation of a company, they have limitations as analytical tools, and should not be considered in isolation, or as a substitute for analyses of results as reported under GAAP. In particular, a measure of earnings that excludes merger charges and goodwill impairment does not represent the amount that effectively accrues directly to stockholders (i.e., merger charges and goodwill impairment are a reduction in earnings and stockholders' equity).

See page 22 of the supplement to this earnings release for computations of earnings and certain other GAAP financial measures and corresponding reconciliation to non-GAAP financial measures, which exclude discontinued operations, merger charges and goodwill impairment for the periods presented.

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Exhibit F

2/6/09 News Release: Regions Acquires its Second Failed Bank in Five Months from FDIC

REGIONS

NEWS RELEASE

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Regions Acquires its Second Failed Bank in Five Months from FDIC
Customers and Deposits of FirstBank Financial Services Find Safe Home With Regions

BIRMINGHAM, Ala. – (BUSINESS WIRE) – February 6, 2009 – Regions Financial Corporation (NYSE:RF) today announced that it has assumed from the Federal Deposit Insurance Corporation (FDIC) approximately $285 million in total deposits, including all uninsured deposits, of FirstBank Financial Services, based in Henry County, Ga. This is the second acquisition in five months where Regions has worked with the FDIC to provide a safe harbor for the customers of a failed bank.

The Georgia Department of Banking and Finance at the close of business on February 6, 2009, appointed the FDIC as receiver of FirstBank. The FDIC approved the assumption of approximately $285 million in deposits by Regions Bank. The FDIC will retain most of FirstBank's loan portfolio for later disposition.

"As a strong national institution, we believe it is our responsibility to work with and support the FDIC in finding solutions for depositors in these challenging times. We also felt it was important to be a safe harbor for all customers by assuming both insured and uninsured deposits," said Dowd Ritter, chairman, president and chief executive officer. "Having recently completed a highly successful conversion of customers and deposits of another failed bank, we are ready to put our proven integration team and processes to work for the benefit of our new customers."

Under terms of an agreement with the FDIC, Regions will serve 6,400 accounts of FirstBank and will assume operations of the three branches in Henry County and one branch in Clayton County, when they reopen on February 9, 2009. The former FirstBank branches will immediately operate under the Regions name and customers will be able to conduct their business as usual. Customers of both banks should continue to use their existing branches until Regions can fully integrate the deposit records of FirstBank. Regions will work with FirstBank employees to identify possible job opportunities within Regions.

"We look forward to welcoming the former customers of FirstBank into the Regions family," said Bill Linginfelter, area executive for Atlanta/North Georgia. "We are committed to serving the needs of the entire community and this agreement will provide a safe and secure home for FirstBank customers' banking relationships."

- More -

About Regions Financial Corporation

Regions Financial Corporation, with $146 billion in assets, is a member of the S&P 100 Index and one of the nation's largest full-service providers of consumer and commercial banking, trust, securities brokerage, mortgage and insurance products and services. Regions serves customers in 16 states across the South, Midwest and Texas, and through its subsidiary, Regions Bank, operates 1,900 banking offices and approximately 2,300 ATMs. Its investment and securities brokerage trust and asset management division, Morgan Keegan & Company Inc., provides services from over 300 offices. Additional information about Regions and its full line of products and services can be found at www.regions.com.

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Exhibit G

SEO Waiver and Letter Agreement – Mr. Ritter

REGIONS

WAIVER

In consideration for the benefits I will receive as a result of my employer's participation in the United States Department of the Treasury's TARP Capital Purchase Program, I hereby voluntarily waive any claim against the United States or my employer for any changes to my compensation or benefits that are required to comply with the regulation issued by the Department of the Treasury as published in the Federal Register on October 20, 2008.

I acknowledge that this regulation may require modification of the compensation, bonus, incentive and other benefit plans, arrangements, policies and agreements (including so-called "golden parachute" agreements) that I have with my employer or in which I participate as they relate to the period the United States holds any equity or debt securities of my employer acquired through the TARP Capital Purchase Program.

This waiver includes all claims I may have under the laws of the United States or any state related to the requirements imposed by the aforementioned regulation, including without limitation a claim for any compensation or other payments I would otherwise receive, any challenge to the process by which this regulation was adopted and any tort or constitutional claim about the effect of these regulations on my employment relationship.

C. Dowd Ritter

11-13-08
Date

Post Office Box 11007
Birmingham, Alabama 35288

REGIONS

November 14, 2008

C. Dowd Ritter
[redacted]
Birmingham, AL [redacted]

Dear Dowd,

Regions Financial Corporation (the "*Company*") has entered into a Securities Purchase Agreement, (the "*Participation Agreement*"), with the United States Department of Treasury ("*Treasury*") that provides for the Company's participation in the Treasury's TARP Capital Purchase Program (the "*CPP*").

For the Company to participate in the CPP and as a condition to the closing of the investment contemplated by the Participation Agreement, the Company is required to establish specified standards for incentive compensation to its senior executive officers and to make changes to its compensation arrangements. To comply with these requirements, and in consideration of the benefits that you will receive as a result of the Company's participation in the CPP, you agree as follows:

(1) *No Golden Parachute Payments.* The Company is prohibiting any golden parachute payment to you during any "CPP Covered Period". A "*CPP Covered Period*" is any period during which (A) you are a senior executive officer and (B) Treasury holds an equity or debt position acquired from the Company in the CPP.

(2) *Recovery of Bonus and Incentive Compensation.* Any bonus and incentive compensation paid to you during a CPP Covered Period is subject to recovery or "clawback" by the Company if the payments were based on materially inaccurate financial statements or any other materially inaccurate performance metric criteria.

(3) *Compensation Program Amendments.* Each of the Company's compensation, bonus, incentive and other benefit plans, arrangements and agreements (including golden parachute, severance and employment agreements) (collectively, "*Benefit Plans*") with respect to you is hereby amended to the extent necessary to give effect to provisions (1) and (2).

In addition, the Company is required to review its Benefit Plans to ensure that they do not encourage senior executive officers to take unnecessary and excessive risks that threaten the value of the Company. To the extent any such review requires revisions to any Benefit Plan with respect to you, you and the Company agree to execute such additional documents as the Company deems necessary to effect such revisions.

(4) *Definitions and Interpretation.* This letter shall be interpreted as follows:

- "Senior executive officer" means the Company's "senior executive officers" as defined in subsection 111(b)(3) of EESA.

- "Golden parachute payment" is used with the same meaning as in subsection 111(b)(2)(C) of EESA.

- "EESA" means the Emergency Economic Stabilization Act of 2008 as implemented by guidance or regulation that has been issued and is in effect as of the "Closing Date" as defined in the Participation Agreement.

- The term "Company" includes any entities treated as a single employer with the Company under 31 C.F.R. § 30.1(b) (as in effect on the Closing Date). You are also delivering a waiver pursuant to the Participation Agreement, and, as between the Company and you, the term "employer" in that waiver will be deemed to mean the Company as used in this letter.

- The term "CPP Covered Period" shall be limited by, and interpreted in a manner consistent with, 31 C.F.R. § 30.11 (as in effect on the Closing Date).

- Provisions (1) and (2) of this letter are intended to, and will be interpreted, administered and construed to, comply with Section 111 of EESA (and, to the maximum extent consistent with the preceding, to permit operation of the Benefit Plans in accordance with their terms before giving effect to this letter).

- This Agreement will be governed by and construed in accordance with the law of the State of Alabama applicable to contracts made and to be performed entirely within that state. To the extent permitted by law, you and the Company waive any and all rights to a jury trial with respect to this Agreement and the Benefit Plans. You and the Company further irrevocably submit to the exclusive jurisdiction of any state or federal court located in Birmingham, Alabama over any contest related to this Agreement and the Benefit Plans. This includes any action or proceeding to compel arbitration or to enforce an arbitration award. Both you and the Company acknowledge that (a) the forum stated in this Section has a reasonable relation to this Agreement and to the relationship between you and the Company and that the submission to the forum will apply even if the forum chooses

to apply non-forum law, (b) waive, to the extent permitted by law, any objection to personal jurisdiction or to the laying of venue of any action or proceeding covered by this Section in the forum stated in this Section, (c) agree not to commence any such action or proceeding in any forum other than the forum stated in this Section and (d) agree that, to the extent permitted by law, a final and non-appealable judgment in any such action or proceeding in any such court will be conclusive and binding on you and the Company. However, nothing in this Agreement precludes you or the Company from bringing any action or proceeding in any court for the purpose of enforcing the provisions of this Section.

The Board appreciates the concessions you are making and looks forward to your continued leadership during these financially turbulent times.

Very truly yours,

REGIONS FINANCIAL CORPORATION.

By: David B Edmonds
David B. Edmonds, Sr. Executive Vice President

Intending to be legally bound, I agree with and accept the foregoing terms.

C Dowd Ritter

C. Dowd Ritter

Exhibit H

SEO Waiver and Letter Agreement – Mr. Hall

REGIONS

WAIVER

In consideration for the benefits I will receive as a result of my employer's participation in the United States Department of the Treasury's TARP Capital Purchase Program, I hereby voluntarily waive any claim against the United States or my employer for any changes to my compensation or benefits that are required to comply with the regulation issued by the Department of the Treasury as published in the Federal Register on October 20, 2008.

I acknowledge that this regulation may require modification of the compensation, bonus, incentive and other benefit plans, arrangements, policies and agreements (including so-called "golden parachute" agreements) that I have with my employer or in which I participate as they relate to the period the United States holds any equity or debt securities of my employer acquired through the TARP Capital Purchase Program.

This waiver includes all claims I may have under the laws of the United States or any state related to the requirements imposed by the aforementioned regulation, including without limitation a claim for any compensation or other payments I would otherwise receive, any challenge to the process by which this regulation was adopted and any tort or constitutional claim about the effect of these regulations on my employment relationship.

O.B. Grayson Hall Jr.
O.B. Grayson Hall, Jr.

November 14, 2008
Date

Post Office Box 11007
Birmingham, Alabama 35288

REGIONS

November 14, 2008

O. B. Grayson Hall, Jr.
[redacted]
Birmingham, AL [redacted]

Dear Grayson,

Regions Financial Corporation (the "*Company*") has entered into a Securities Purchase Agreement, (the "*Participation Agreement*"), with the United States Department of Treasury ("*Treasury*") that provides for the Company's participation in the Treasury's TARP Capital Purchase Program (the "*CPP*").

For the Company to participate in the CPP and as a condition to the closing of the investment contemplated by the Participation Agreement, the Company is required to establish specified standards for incentive compensation to its senior executive officers and to make changes to its compensation arrangements. To comply with these requirements, and in consideration of the benefits that you will receive as a result of the Company's participation in the CPP, you agree as follows:

(1) *No Golden Parachute Payments*. The Company is prohibiting any golden parachute payment to you during any "CPP Covered Period". A "*CPP Covered Period*" is any period during which (A) you are a senior executive officer and (B) Treasury holds an equity or debt position acquired from the Company in the CPP.

(2) *Recovery of Bonus and Incentive Compensation*. Any bonus and incentive compensation paid to you during a CPP Covered Period is subject to recovery or "clawback" by the Company if the payments were based on materially inaccurate financial statements or any other materially inaccurate performance metric criteria.

(3) *Compensation Program Amendments*. Each of the Company's compensation, bonus, incentive and other benefit plans, arrangements and agreements (including golden parachute, severance and employment agreements) (collectively, "*Benefit Plans*") with respect to you is hereby amended to the extent necessary to give effect to provisions (1) and (2).

In addition, the Company is required to review its Benefit Plans to ensure that they do not encourage senior executive officers to take unnecessary and excessive risks that threaten the value of the Company. To the extent any such review requires revisions to any Benefit Plan with respect to you, you and the Company agree to execute such additional documents as the Company deems necessary to effect such revisions.

(4) *Definitions and Interpretation.* This letter shall be interpreted as follows:

- "Senior executive officer" means the Company's "senior executive officers" as defined in subsection 111(b)(3) of EESA.
- "Golden parachute payment" is used with the same meaning as in subsection 111(b)(2)(C) of EESA.
- "EESA" means the Emergency Economic Stabilization Act of 2008 as implemented by guidance or regulation that has been issued and is in effect as of the "Closing Date" as defined in the Participation Agreement.
- The term "Company" includes any entities treated as a single employer with the Company under 31 C.F.R. § 30.1(b) (as in effect on the Closing Date). You are also delivering a waiver pursuant to the Participation Agreement, and, as between the Company and you, the term "employer" in that waiver will be deemed to mean the Company as used in this letter.
- The term "CPP Covered Period" shall be limited by, and interpreted in a manner consistent with, 31 C.F.R. § 30.11 (as in effect on the Closing Date).
- Provisions (1) and (2) of this letter are intended to, and will be interpreted, administered and construed to, comply with Section 111 of EESA (and, to the maximum extent consistent with the preceding, to permit operation of the Benefit Plans in accordance with their terms before giving effect to this letter).
- This Agreement will be governed by and construed in accordance with the law of the State of Alabama applicable to contracts made and to be performed entirely within that state. To the extent permitted by law, you and the Company waive any and all rights to a jury trial with respect to this Agreement and the Benefit Plans. You and the Company further irrevocably submit to the exclusive jurisdiction of any state or federal court located in Birmingham, Alabama over any contest related to this Agreement and the Benefit Plans. This includes any action or proceeding to compel arbitration or to enforce an arbitration award. Both you and the Company acknowledge that (a) the forum stated in this Section has a reasonable relation to this Agreement and to the relationship between you and the Company and that the submission to the forum will apply even if the forum chooses

to apply non-forum law, (b) waive, to the extent permitted by law, any objection to personal jurisdiction or to the laying of venue of any action or proceeding covered by this Section in the forum stated in this Section, (c) agree not to commence any such action or proceeding in any forum other than the forum stated in this Section and (d) agree that, to the extent permitted by law, a final and non-appealable judgment in any such action or proceeding in any such court will be conclusive and binding on you and the Company. However, nothing in this Agreement precludes you or the Company from bringing any action or proceeding in any court for the purpose of enforcing the provisions of this Section.

The Board appreciates the concessions you are making and looks forward to your continued leadership during these financially turbulent times.

Very truly yours,

REGIONS FINANCIAL CORPORATION.

By: C. Dowd Ritter

C. Dowd Ritter, Chairman and Chief Executive Officer

Intending to be legally bound, I agree with and accept the foregoing terms.

O. B. Grayson Hall, Jr.

O. B. Grayson Hall, Jr.

Exhibit I

SEO Waiver and Letter Agreement – Ms. Esteves

REGIONS

<u>**WAIVER**</u>

In consideration for the benefits I will receive as a result of my employer's participation in the United States Department of the Treasury's TARP Capital Purchase Program, I hereby voluntarily waive any claim against the United States or my employer for any changes to my compensation or benefits that are required to comply with the regulation issued by the Department of the Treasury as published in the Federal Register on October 20, 2008.

I acknowledge that this regulation may require modification of the compensation, bonus, incentive and other benefit plans, arrangements, policies and agreements (including so-called "golden parachute" agreements) that I have with my employer or in which I participate as they relate to the period the United States holds any equity or debt securities of my employer acquired through the TARP Capital Purchase Program.

This waiver includes all claims I may have under the laws of the United States or any state related to the requirements imposed by the aforementioned regulation, including without limitation a claim for any compensation or other payments I would otherwise receive, any challenge to the process by which this regulation was adopted and any tort or constitutional claim about the effect of these regulations on my employment relationship.

Irene M. Esteves

11-14-08
Date

Post Office Box 11007
Birmingham, Alabama 35288

REGIONS

November 14, 2008

Irene M. Esteves
[redacted]
Mountain Brook, AL [redacted]

Dear Irene,

Regions Financial Corporation (the "*Company*") has entered into a Securities Purchase Agreement, (the "*Participation Agreement*"), with the United States Department of Treasury ("*Treasury*") that provides for the Company's participation in the Treasury's TARP Capital Purchase Program (the "*CPP*").

For the Company to participate in the CPP and as a condition to the closing of the investment contemplated by the Participation Agreement, the Company is required to establish specified standards for incentive compensation to its senior executive officers and to make changes to its compensation arrangements. To comply with these requirements, and in consideration of the benefits that you will receive as a result of the Company's participation in the CPP, you agree as follows:

(1) *No Golden Parachute Payments*. The Company is prohibiting any golden parachute payment to you during any "CPP Covered Period". A "*CPP Covered Period*" is any period during which (A) you are a senior executive officer and (B) Treasury holds an equity or debt position acquired from the Company in the CPP.

(2) *Recovery of Bonus and Incentive Compensation*. Any bonus and incentive compensation paid to you during a CPP Covered Period is subject to recovery or "clawback" by the Company if the payments were based on materially inaccurate financial statements or any other materially inaccurate performance metric criteria.

(3) *Compensation Program Amendments*. Each of the Company's compensation, bonus, incentive and other benefit plans, arrangements and agreements (including golden parachute, severance and employment agreements) (collectively, "*Benefit Plans*") with respect to you is hereby amended to the extent necessary to give effect to provisions (1) and (2).

In addition, the Company is required to review its Benefit Plans to ensure that they do not encourage senior executive officers to take unnecessary and excessive risks that threaten the value of the Company. To the extent any such review requires revisions to any Benefit Plan with respect to you, you and the Company agree to execute such additional documents as the Company deems necessary to effect such revisions.

(4) *Definitions and Interpretation.* This letter shall be interpreted as follows:

- "Senior executive officer" means the Company's "senior executive officers" as defined in subsection 111(b)(3) of EESA.
- "Golden parachute payment" is used with the same meaning as in subsection 111(b)(2)(C) of EESA.
- "EESA" means the Emergency Economic Stabilization Act of 2008 as implemented by guidance or regulation that has been issued and is in effect as of the "Closing Date" as defined in the Participation Agreement.
- The term "Company" includes any entities treated as a single employer with the Company under 31 C.F.R. § 30.1(b) (as in effect on the Closing Date). You are also delivering a waiver pursuant to the Participation Agreement, and, as between the Company and you, the term "employer" in that waiver will be deemed to mean the Company as used in this letter.
- The term "CPP Covered Period" shall be limited by, and interpreted in a manner consistent with, 31 C.F.R. § 30.11 (as in effect on the Closing Date).
- Provisions (1) and (2) of this letter are intended to, and will be interpreted, administered and construed to, comply with Section 111 of EESA (and, to the maximum extent consistent with the preceding, to permit operation of the Benefit Plans in accordance with their terms before giving effect to this letter).
- This Agreement will be governed by and construed in accordance with the law of the State of Alabama applicable to contracts made and to be performed entirely within that state. To the extent permitted by law, you and the Company waive any and all rights to a jury trial with respect to this Agreement and the Benefit Plans. You and the Company further irrevocably submit to the exclusive jurisdiction of any state or federal court located in Birmingham, Alabama over any contest related to this Agreement and the Benefit Plans. This includes any action or proceeding to compel arbitration or to enforce an arbitration award. Both you and the Company acknowledge that (a) the forum stated in this Section has a reasonable relation to this Agreement and to the relationship between you and the Company and that the submission to the forum will apply even if the forum chooses

to apply non-forum law, (b) waive, to the extent permitted by law, any objection to personal jurisdiction or to the laying of venue of any action or proceeding covered by this Section in the forum stated in this Section, (c) agree not to commence any such action or proceeding in any forum other than the forum stated in this Section and (d) agree that, to the extent permitted by law, a final and non-appealable judgment in any such action or proceeding in any such court will be conclusive and binding on you and the Company. However, nothing in this Agreement precludes you or the Company from bringing any action or proceeding in any court for the purpose of enforcing the provisions of this Section.

The Board appreciates the concessions you are making and looks forward to your continued leadership during these financially turbulent times.

Very truly yours,

REGIONS FINANCIAL CORPORATION.

By: C. Dowd Ritter

C. Dowd Ritter, Chairman and Chief Executive Officer

Intending to be legally bound, I agree with and accept the foregoing terms.

Irene M. Esteves

Irene M. Esteves

Exhibit J

SEO Waiver and Letter Agreement – Mr. Edmonds

REGIONS

WAIVER

In consideration for the benefits I will receive as a result of my employer's participation in the United States Department of the Treasury's TARP Capital Purchase Program, I hereby voluntarily waive any claim against the United States or my employer for any changes to my compensation or benefits that are required to comply with the regulation issued by the Department of the Treasury as published in the Federal Register on October 20, 2008.

I acknowledge that this regulation may require modification of the compensation, bonus, incentive and other benefit plans, arrangements, policies and agreements (including so-called "golden parachute" agreements) that I have with my employer or in which I participate as they relate to the period the United States holds any equity or debt securities of my employer acquired through the TARP Capital Purchase Program.

This waiver includes all claims I may have under the laws of the United States or any state related to the requirements imposed by the aforementioned regulation, including without limitation a claim for any compensation or other payments I would otherwise receive, any challenge to the process by which this regulation was adopted and any tort or constitutional claim about the effect of these regulations on my employment relationship.

David B. Edmonds

11-12-08
Date

Post Office Box 11007
Birmingham, Alabama 35288

REGIONS

November 14, 2008

David B. Edmonds
[redacted]
Birmingham, AL [redacted]

Dear Dave,

Regions Financial Corporation (the "*Company*") has entered into a Securities Purchase Agreement, (the "*Participation Agreement*"), with the United States Department of Treasury ("*Treasury*") that provides for the Company's participation in the Treasury's TARP Capital Purchase Program (the "*CPP*").

For the Company to participate in the CPP and as a condition to the closing of the investment contemplated by the Participation Agreement, the Company is required to establish specified standards for incentive compensation to its senior executive officers and to make changes to its compensation arrangements. To comply with these requirements, and in consideration of the benefits that you will receive as a result of the Company's participation in the CPP, you agree as follows:

(1) *No Golden Parachute Payments.* The Company is prohibiting any golden parachute payment to you during any "CPP Covered Period". A "*CPP Covered Period*" is any period during which (A) you are a senior executive officer and (B) Treasury holds an equity or debt position acquired from the Company in the CPP.

(2) *Recovery of Bonus and Incentive Compensation.* Any bonus and incentive compensation paid to you during a CPP Covered Period is subject to recovery or "clawback" by the Company if the payments were based on materially inaccurate financial statements or any other materially inaccurate performance metric criteria.

(3) *Compensation Program Amendments.* Each of the Company's compensation, bonus, incentive and other benefit plans, arrangements and agreements (including golden parachute, severance and employment agreements) (collectively, "*Benefit Plans*") with respect to you is hereby amended to the extent necessary to give effect to provisions (1) and (2).

In addition, the Company is required to review its Benefit Plans to ensure that they do not encourage senior executive officers to take unnecessary and excessive risks that threaten the value of the Company. To the extent any such review requires revisions to any Benefit Plan with respect to you, you and the Company agree to execute such additional documents as the Company deems necessary to effect such revisions.

(4) *Definitions and Interpretation.* This letter shall be interpreted as follows:

- "Senior executive officer" means the Company's "senior executive officers" as defined in subsection 111(b)(3) of EESA.

- "Golden parachute payment" is used with the same meaning as in subsection 111(b)(2)(C) of EESA.

- "EESA" means the Emergency Economic Stabilization Act of 2008 as implemented by guidance or regulation that has been issued and is in effect as of the "Closing Date" as defined in the Participation Agreement.

- The term "Company" includes any entities treated as a single employer with the Company under 31 C.F.R. § 30.1(b) (as in effect on the Closing Date). You are also delivering a waiver pursuant to the Participation Agreement, and, as between the Company and you, the term "employer" in that waiver will be deemed to mean the Company as used in this letter.

- The term "CPP Covered Period" shall be limited by, and interpreted in a manner consistent with, 31 C.F.R. § 30.11 (as in effect on the Closing Date).

- Provisions (1) and (2) of this letter are intended to, and will be interpreted, administered and construed to, comply with Section 111 of EESA (and, to the maximum extent consistent with the preceding, to permit operation of the Benefit Plans in accordance with their terms before giving effect to this letter).

- This Agreement will be governed by and construed in accordance with the law of the State of Alabama applicable to contracts made and to be performed entirely within that state. To the extent permitted by law, you and the Company waive any and all rights to a jury trial with respect to this Agreement and the Benefit Plans. You and the Company further irrevocably submit to the exclusive jurisdiction of any state or federal court located in Birmingham, Alabama over any contest related to this Agreement and the Benefit Plans. This includes any action or proceeding to compel arbitration or to enforce an arbitration award. Both you and the Company acknowledge that (a) the forum stated in this Section has a reasonable relation to this Agreement and to the relationship between you and the Company and that the submission to the forum will apply even if the forum chooses

to apply non-forum law, (b) waive, to the extent permitted by law, any objection to personal jurisdiction or to the laying of venue of any action or proceeding covered by this Section in the forum stated in this Section, (c) agree not to commence any such action or proceeding in any forum other than the forum stated in this Section and (d) agree that, to the extent permitted by law, a final and non-appealable judgment in any such action or proceeding in any such court will be conclusive and binding on you and the Company. However, nothing in this Agreement precludes you or the Company from bringing any action or proceeding in any court for the purpose of enforcing the provisions of this Section.

The Board appreciates the concessions you are making and looks forward to your continued leadership during these financially turbulent times.

Very truly yours,

REGIONS FINANCIAL CORPORATION.

By: C. Dowd Ritter

C. Dowd Ritter, Chairman and Chief Executive Officer

Intending to be legally bound, I agree with and accept the foregoing terms.

David B. Edmonds

David B. Edmonds

<u>Exhibit K</u>

<u>SEO Waiver and Letter Agreement – Mr. Wells</u>

REGIONS

WAIVER

In consideration for the benefits I will receive as a result of my employer's participation in the United States Department of the Treasury's TARP Capital Purchase Program, I hereby voluntarily waive any claim against the United States or my employer for any changes to my compensation or benefits that are required to comply with the regulation issued by the Department of the Treasury as published in the Federal Register on October 20, 2008.

I acknowledge that this regulation may require modification of the compensation, bonus, incentive and other benefit plans, arrangements, policies and agreements (including so-called "golden parachute" agreements) that I have with my employer or in which I participate as they relate to the period the United States holds any equity or debt securities of my employer acquired through the TARP Capital Purchase Program.

This waiver includes all claims I may have under the laws of the United States or any state related to the requirements imposed by the aforementioned regulation, including without limitation a claim for any compensation or other payments I would otherwise receive, any challenge to the process by which this regulation was adopted and any tort or constitutional claim about the effect of these regulations on my employment relationship.

W. C. Wells

William C. Wells

Date 11/14/08

Post Office Box 11007
Birmingham, Alabama 35288

REGIONS

November 14, 2008

William C. Wells
[redacted]
Hoover, AL [redacted]

Dear Bill,

Regions Financial Corporation (the "*Company*") has entered into a Securities Purchase Agreement, (the "*Participation Agreement*"), with the United States Department of Treasury ("*Treasury*") that provides for the Company's participation in the Treasury's TARP Capital Purchase Program (the "*CPP*").

For the Company to participate in the CPP and as a condition to the closing of the investment contemplated by the Participation Agreement, the Company is required to establish specified standards for incentive compensation to its senior executive officers and to make changes to its compensation arrangements. To comply with these requirements, and in consideration of the benefits that you will receive as a result of the Company's participation in the CPP, you agree as follows:

(1) *No Golden Parachute Payments.* The Company is prohibiting any golden parachute payment to you during any "CPP Covered Period". A "*CPP Covered Period*" is any period during which (A) you are a senior executive officer and (B) Treasury holds an equity or debt position acquired from the Company in the CPP.

(2) *Recovery of Bonus and Incentive Compensation.* Any bonus and incentive compensation paid to you during a CPP Covered Period is subject to recovery or "clawback" by the Company if the payments were based on materially inaccurate financial statements or any other materially inaccurate performance metric criteria.

(3) *Compensation Program Amendments.* Each of the Company's compensation, bonus, incentive and other benefit plans, arrangements and agreements (including golden parachute, severance and employment agreements) (collectively, "*Benefit Plans*") with respect to you is hereby amended to the extent necessary to give effect to provisions (1) and (2).

In addition, the Company is required to review its Benefit Plans to ensure that they do not encourage senior executive officers to take unnecessary and excessive risks that threaten the value of the Company. To the extent any such review requires revisions to any Benefit Plan with respect to you, you and the Company agree to execute such additional documents as the Company deems necessary to effect such revisions.

(4) *Definitions and Interpretation.* This letter shall be interpreted as follows:

- "Senior executive officer" means the Company's "senior executive officers" as defined in subsection 111(b)(3) of EESA.

- "Golden parachute payment" is used with the same meaning as in subsection 111(b)(2)(C) of EESA.

- "EESA" means the Emergency Economic Stabilization Act of 2008 as implemented by guidance or regulation that has been issued and is in effect as of the "Closing Date" as defined in the Participation Agreement.

- The term "Company" includes any entities treated as a single employer with the Company under 31 C.F.R. § 30.1(b) (as in effect on the Closing Date). You are also delivering a waiver pursuant to the Participation Agreement, and, as between the Company and you, the term "employer" in that waiver will be deemed to mean the Company as used in this letter.

- The term "CPP Covered Period" shall be limited by, and interpreted in a manner consistent with, 31 C.F.R. § 30.11 (as in effect on the Closing Date).

- Provisions (1) and (2) of this letter are intended to, and will be interpreted, administered and construed to, comply with Section 111 of EESA (and, to the maximum extent consistent with the preceding, to permit operation of the Benefit Plans in accordance with their terms before giving effect to this letter).

- This Agreement will be governed by and construed in accordance with the law of the State of Alabama applicable to contracts made and to be performed entirely within that state. To the extent permitted by law, you and the Company waive any and all rights to a jury trial with respect to this Agreement and the Benefit Plans. You and the Company further irrevocably submit to the exclusive jurisdiction of any state or federal court located in Birmingham, Alabama over any contest related to this Agreement and the Benefit Plans. This includes any action or proceeding to compel arbitration or to enforce an arbitration award. Both you and the Company acknowledge that (a) the forum stated in this Section has a reasonable relation to this Agreement and to the relationship between you and the Company and that the submission to the forum will apply even if the forum chooses

to apply non-forum law, (b) waive, to the extent permitted by law, any objection to personal jurisdiction or to the laying of venue of any action or proceeding covered by this Section in the forum stated in this Section, (c) agree not to commence any such action or proceeding in any forum other than the forum stated in this Section and (d) agree that, to the extent permitted by law, a final and non-appealable judgment in any such action or proceeding in any such court will be conclusive and binding on you and the Company. However, nothing in this Agreement precludes you or the Company from bringing any action or proceeding in any court for the purpose of enforcing the provisions of this Section.

The Board appreciates the concessions you are making and looks forward to your continued leadership during these financially turbulent times.

Very truly yours,

REGIONS FINANCIAL CORPORATION.

By: ______________________________
C. Dowd Ritter, Chairman and Chief Executive Officer

Intending to be legally bound, I agree with and accept the foregoing terms.

____
William C. Wells

NY12532:426455.2

Exhibit L

Excerpts from Regions Financial Corp 10-K

PART I

FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K, other periodic reports filed by Regions Financial Corporation ("Regions") under the Securities Exchange Act of 1934, as amended, and any other written or oral statements made by or on behalf of Regions may include forward-looking statements. The Private Securities Litigation Reform Act of 1995 (the "Act") provides a safe harbor for forward-looking statements which are identified as such and are accompanied by the identification of important factors that could cause actual results to differ materially from the forward-looking statements. For these statements, we, together with our subsidiaries, unless the context implies otherwise, claim the protection afforded by the safe harbor in the Act. Forward-looking statements are not based on historical information, but rather are related to future operations, strategies, financial results or other developments Forward-looking statements are based on management's expectations as well as certain assumptions and estimates made by, and information available to, management at the time the statements are made Those statements are based on general assumptions and are subject to various risks, uncertainties and other factors that may cause actual results to differ materially from the views, beliefs and projections expressed in such statements These risks, uncertainties and other factors include, but are not limited to, those described below:

- In October of 2008, Congress enacted, and President Bush signed into law, the Emergency Economic Stabilization Act of 2008, and on February 17, 2009 the American Recovery and Reinvestment Act of 2009 was signed into law Additionally, the U S. Treasury and federal banking regulators are implementing a number of programs to address capital and liquidity issues in the banking system, all of which may have significant effects on Regions and the financial services industry, the exact nature and extent of which cannot be determined at this time

- Possible changes in interest rates may affect funding costs and reduce earning asset yields, thus reducing margins

- Possible changes in general economic and business conditions in the United States in general and in the communities Regions serves in particular

- Possible changes in the creditworthiness of customers and the possible impairment of collectibility of loans

- Possible other changes in trade, monetary and fiscal policies, laws and regulations, and other activities of governments, agencies, and similar organizations, including changes in accounting standards, may have an adverse effect on business

- The current stresses in the financial and real estate markets, including possible continued deterioration in property values

- Regions' ability to manage fluctuations in the value of assets and liabilities and off-balance sheet exposure so as to maintain sufficient capital and liquidity to support Regions' business.

- Regions' ability to achieve the earnings expectations related to businesses that have been acquired or that may be acquired in the future

- Regions' ability to expand into new markets and to maintain profit margins in the face of competitive pressures

- Regions' ability to develop competitive new products and services in a timely manner and the acceptance of such products and services by Regions' customers and potential customers

- Regions' ability to keep pace with technological changes.

- Regions' ability to effectively manage credit risk, interest rate risk, market risk, operational risk, legal risk, liquidity risk, and regulatory and compliance risk

- The cost and other effects of material contingencies, including litigation contingencies types of financial institutions such as broker-dealers, investment advisors and insurance companies, and strengthened the ability of the U.S Government to help prevent, detect and prosecute international money laundering and the financing of terrorism The principal provisions of Title III of the USA PATRIOT Act require that regulated financial institutions, including state member banks: (i) establish an anti-money laundering program that includes training and audit components; (ii) comply with regulations regarding the verification of identity of any person seeking to open an account; (iii) take additional required precautions with non-U S owned accounts; and (iv) perform certain verification and certification of money laundering risk for their foreign correspondent banking relationships Failure of a financial institution to comply with the USA PATRIOT Act's requirements could have serious legal and reputational consequences for the institution Regions' banking, broker-dealer and insurance subsidiaries have augmented their systems and procedures to meet the requirements of these regulations and will continue to revise and update their policies, procedures and controls to reflect changes required by the USA PATRIOT Act and implementing regulations

U.S. Treasury Capital Purchase Program Pursuant to the U S Department of the Treasury's (the "U S. Treasury") Capital Purchase Program (the "CPP"), on November 14, 2008, Regions issued and sold to the U S Treasury in an offering exempt from registration under Section 4(2) of the Securities Act of 1933, (i) 3 5 million shares of Regions' Fixed Rate Cumulative Perpetual Preferred Stock, Series A, par value $1 00 and liquidation preference $1,000 per share ($3 5 billion aggregate liquidation preference) (the "Series A Preferred Stock") and (ii) a warrant (the "Warrant") to purchase 48,253,677 shares of Regions' common stock, at an exercise price of $10.88 per share, subject to certain anti-dilution and other adjustments for an aggregate purchase price of $3 5 billion in cash The securities purchase agreement, dated November 14, 2008, pursuant to which the securities issued to the U.S Treasury under the CPP were sold, limits the payment of dividends on Regions' common stock to the current quarterly dividend of $0 10 per share without prior approval of the U S Treasury, limits Regions' ability to repurchase shares of its common stock (with certain exceptions, including the repurchase of our common stock to offset share dilution from equity-based compensation awards), grants the holders of the Series A Preferred Stock, the Warrant and the common stock of Regions to be issued under the Warrant certain registration rights, and subjects Regions to certain of the executive compensation limitations included in the Emergency Economic Stabilization Act of 2008

FDIC Temporary Liquidity Guarantee Program Regions and Regions Bank have chosen to participate in the FDIC's Temporary Liquidity Guarantee Program (the "TLGP"), which applies to, among others, all U S depository institutions insured by the FDIC and all United States bank holding companies, unless they have opted out. Under the TLGP, the FDIC guarantees certain senior unsecured debt of Regions and Regions Bank, as well as non-interest bearing transaction account deposits at Regions Bank. Under the transaction account guarantee component of the TLGP, all non-interest bearing transaction accounts maintained at Regions Bank are insured in full by the FDIC until December 31, 2009, regardless of the standard maximum deposit insurance amounts Under the debt guarantee component of the TLGP, the FDIC will pay the unpaid principal and interest on an FDIC-guaranteed debt instrument upon the uncured failure of the participating entity to make a timely payment of principal or interest On December 11, 2008, Regions Bank issued and sold $3.5 billion aggregate principal amount of its senior bank notes guaranteed under the TLGP Regions Bank issued and sold an additional $250 million aggregate principal amount of guaranteed senior bank notes on December 16, 2008 Neither Regions nor Regions Bank is permitted to use the proceeds from the sale of securities guaranteed under the TLGP to prepay any of its other debt that is not guaranteed by the FDIC

Comprehensive Financial Stability Plan of 2009 On February 10, 2009, Treasury Secretary Timothy Geithner announced a new comprehensive financial stability plan (the "Financial Stability Plan"), which builds upon existing programs and earmarks the second $350 billion of unused funds originally authorized under the Emergency Economic Stabilization Act of 2008

The major elements of the Financial Stability Plan include: (i) a capital assistance program that will invest in convertible preferred stock of certain qualifying institutions, (ii) a consumer and business lending initiative to fund new consumer loans, small business loans and commercial mortgage asset-backed securities issuances,

(iii) a new public-private investment fund that will leverage public and private capital with public financing to purchase up to $500 billion to $1 trillion of legacy "toxic assets" from financial institutions, and (iv) assistance for homeowners by providing up to $75 billion to reduce mortgage payments and interest rates and establishing loan modification guidelines for government and private programs In addition, all banking institutions with assets over $100 billion, such as Regions, will be required to undergo a comprehensive "stress test" to determine if they have sufficient capital to continue lending and to absorb losses that could result from a more severe decline in the economy than projected

Institutions receiving assistance under the Financial Stability Plan going forward will be subject to higher transparency and accountability standards, including restrictions on dividends, acquisitions and executive compensation and additional disclosure requirements Regions cannot predict at this time the effect that the Financial Stability Plan may have on it or its business, financial condition or results of operations

Payment of Dividends Regions is a legal entity separate and distinct from its banking and other subsidiaries. The principal source of cash flow of Regions, including cash flow to pay dividends to its stockholders and principal and interest on any debt of Regions, is dividends from Regions Bank There are statutory and regulatory limitations on the payment of dividends by Regions Bank to Regions, as well as by Regions to its stockholders

As to the payment of dividends, Regions Bank is subject to the laws and regulations of the state of Alabama and to the regulations of the Federal Reserve The payment of dividends by Regions and Regions Bank may also be affected or limited by other factors, such as the requirement to maintain adequate capital above regulatory guidelines

If, in the opinion of a federal regulatory agency, an institution under its jurisdiction is engaged in or is about to engage in an unsafe or unsound practice (which, depending on the financial condition of the institution, could include the payment of dividends), such agency may require, after notice and hearing, that such institution cease and desist from such practice The federal banking agencies have indicated that paying dividends that deplete an institution's capital base to an inadequate level would be an unsafe and unsound banking practice Under the Federal Deposit Insurance Act ("FDIA"), an insured institution may not pay any dividend if payment would cause it to become "undercapitalized" or if it already is "undercapitalized." See "Regulatory Remedies under the FDIA" below Moreover, the Federal Reserve and the FDIC have issued policy statements stating that bank holding companies and insured banks should generally pay dividends only out of current operating earnings

Under the Federal Reserve's Regulation H, Regions Bank may not, without the approval of the Federal Reserve, declare or pay a dividend to Regions if the total of all dividends declared in a calendar year exceeds the total of (a) Regions Bank's net income for that year and (b) its retained net income for the preceding two calendar years, less any required transfers to additional paid-in capital or to a fund for the retirement of preferred stock As a result of our $5 6 billion loss in 2008, Regions Bank cannot, without approval from the Federal Reserve, declare or pay a dividend to Regions until such time as Regions Bank is able to satisfy the criteria discussed in the preceding sentence Given the loss in 2008, Regions Bank does not expect to be able to pay dividends to Regions in the near term without obtaining regulatory approval. Under Alabama law, a bank may not pay a dividend in excess of 90 percent of its net earnings until the bank's surplus is equal to at least 20 percent of capital Regions Bank is also required by Alabama law to obtain approval of the Superintendent of Banking prior to the payment of dividends if the total of all dividends declared by Regions Bank in any calendar year will exceed the total of (a) Regions Bank's net earnings (as defined by statute) for that year, plus (b) its retained net earnings for the preceding two years, less any required transfers to surplus Also, no dividends may be paid from Regions Bank's surplus without the prior written approval of the Superintendent of Banking

However, the ability of Regions to pay dividends to its stockholders is not totally dependent on the receipt of dividends from Regions Bank, as Regions has other cash available to make such payment As of December 31, 2008, Regions had $4 8 billion of cash and cash equivalents, which is available for corporate purposes, including debt service and to pay dividends to its stockholders This is compared to an anticipated common dividend requirement, assuming current dividend payment levels, of approximately $277 million and preferred cash dividends of approximately $175 million for the full year 2009 Expected debt maturities in 2009 are approximately $425 million

Although Regions currently has capacity to make common dividend payments in 2009, the payment of dividends by Regions and the dividend rate are subject to management review and approval by Regions' Board of Directors on a quarterly basis Preferred dividends are to be paid in accordance with the terms of the CPP. See Item 1A "Risk Factors" of this Annual Report on Form 10-K for additional information

In the current financial and economic environment, the Federal Reserve has indicated that bank holding companies should carefully review their dividend policy and has discouraged payment ratios that are at maximum allowable levels unless both asset quality and capital are very strong

Prior to November 14, 2011, unless Regions has redeemed all of the Series A Preferred Stock issued to the U S Treasury on November 14, 2008 or unless the U S Treasury has transferred all the preferred securities to a third party, the consent of the U S Treasury will be required for Regions to declare or pay any dividend or make any distribution on common stock other than (i) regular quarterly cash dividends of not more than the current level of $0 10 per share, as adjusted for any stock split, stock dividend, reverse stock split, reclassification or similar transaction, (ii) dividends payable solely in shares of common stock and (iii) dividends or distributions of rights or junior stock in connection with a stockholders' rights plan

Capital Adequacy. Regions and Regions Bank are required to comply with the applicable capital adequacy standards established by the Federal Reserve. There are two basic measures of capital adequacy for bank holding companies that have been promulgated by the Federal Reserve: a risk-based measure and a leverage measure

The risk-based capital standards are designed to make regulatory capital requirements more sensitive to differences in credit and market risk profiles among banks and financial holding companies, to account for off-balance sheet exposure, and to minimize disincentives for holding liquid assets. Assets and off-balance sheet items are assigned to broad risk categories, each with appropriate weights The resulting capital ratios represent capital as a percentage of total risk-weighted assets and off-balance sheet items

The minimum guideline for the ratio of total capital ("Total Capital") to risk-weighted assets (including certain off-balance sheet items, such as standby letters of credit) is 8 0% At least half of the Total Capital must be composed of qualifying common equity, qualifying noncumulative perpetual preferred stock, including related surplus, and senior perpetual preferred stock issued to the U S Treasury under the CPP, minority interests relating to qualifying common or noncumulative perpetual preferred stock issued by a consolidated U S depository institution or foreign bank subsidiary, and certain "restricted core capital elements", as discussed below, less goodwill and certain other intangible assets ("Tier 1 Capital")

Tier 2 Capital may consist of, among other things, qualifying subordinated debt, mandatorily convertible debt securities, other preferred stock and trust preferred securities and a limited amount of the allowance for loan losses. Non-cumulative perpetual preferred stock, trust preferred securities and other so-called "restricted core capital elements" are currently limited to 25% of Tier 1 Capital The minimum guideline for Tier 1 Capital is 4 0%. At December 31, 2008, Regions' consolidated Tier 1 Capital ratio was 10 38% and its Total Capital ratio was 14 64%.

In addition, the Federal Reserve has established minimum leverage ratio guidelines for bank holding companies These guidelines provide for a minimum ratio of Tier 1 Capital to average total assets, less goodwill and certain other intangible assets (the "Leverage Ratio"), of 3 0% for bank holding companies that meet certain specified criteria, including having the highest regulatory rating. All other bank holding companies generally are required to maintain a Leverage Ratio of at least 4%. Regions' Leverage Ratio at December 31, 2008 was 8 47%

Overall, during the past year, the general business environment has had an adverse effect on our business, and there can be no assurance that the environment will improve in the near term Until conditions improve, we expect our businesses, financial condition and results of operations to be adversely affected

Current market developments may adversely affect our industry, businesses and results of operations.

Dramatic declines in the housing market during the prior year, with falling home prices and increasing foreclosures and unemployment, have resulted in, and may continue to result in, significant write-downs of asset values by us and other financial institutions, including government-sponsored entities and major commercial and investment banks These write-downs, initially of mortgage-backed securities but spreading to credit default swaps and other derivative securities, have caused many financial institutions to seek additional capital, to merge with larger and stronger institutions and, in some cases, to fail Reflecting concern about the stability of the financial markets generally and the strength of counterparties, many lenders and institutional investors have reduced, and in some cases, ceased to provide funding to borrowers including financial institutions

This market turmoil and tightening of credit have led to an increased level of commercial and consumer delinquencies, lack of consumer confidence, increased market volatility and widespread reduction of business activity generally The resulting lack of available credit, lack of confidence in the financial sector, increased volatility in the financial markets and reduced business activity could materially and adversely affect our business, financial condition and results of operations

Further negative market developments may affect consumer confidence levels and may cause adverse changes in payment patterns, causing increases in delinquencies and default rates, which may impact our charge-offs and provisions for credit losses A worsening of these conditions would likely exacerbate the adverse effects of these difficult market conditions on us and others in the financial services industry

The soundness of other financial institutions could adversely affect us.

Since mid-2007, the financial services industry as a whole, as well as the securities markets generally, have been materially and adversely affected by very significant declines in the values of nearly all asset classes and by a very serious lack of liquidity Financial institutions in particular have been subject to increased volatility and an overall loss in investor confidence

Our ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions Financial services companies are interrelated as a result of trading, clearing, counterparty, or other relationships. We have exposure to many different industries and counterparties, and we routinely execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, mutual and hedge funds, and other institutional clients As a result, defaults by, or even rumors or questions about, one or more financial services companies, or the financial services industry generally, have led to market-wide liquidity problems and could lead to losses or defaults by us or by other institutions. Many of these transactions expose us to credit risk in the event of default of our counterparty or client In addition, our credit risk may be exacerbated when the collateral held by us cannot be realized or is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure due us There is no assurance that any such losses would not materially and adversely affect our businesses, financial condition or results of operations

There can be no assurance that the Emergency Economic Stabilization Act of 2008 and other recently enacted government programs will help stabilize the U.S. financial system.

On October 3, 2008, President Bush signed into law the Emergency Economic Stabilization Act of 2008, as amended (the "EESA") The legislation was the result of a proposal by Treasury Secretary Henry Paulson to the U S Congress on September 20, 2008 in response to the financial crises affecting the banking system and financial markets and going concern threats to investment banks and other financial institutions The U S. Treasury and federal banking regulators are implementing a number of programs under this legislation and otherwise to address capital and liquidity issues in the banking system, including the CPP, in which Regions participated In addition, other regulators have taken steps to attempt to stabilize and add liquidity to the financial markets, such as the FDIC's TLGP.

On February 10, 2009, Treasury Secretary Timothy Geithner announced the Financial Stability Plan, which earmarks the second $350 billion originally authorized under the EESA. The Financial Stability Plan is intended to, among other things, make capital available to financial institutions, purchase certain legacy loans and assets from financial institutions, restart securitization markets for loans to consumers and businesses and relieve certain pressures on the housing market, including the reduction of mortgage payments and interest rates.

In addition, the American Recovery and Reinvestment Act of 2009 (the "ARRA"), which was signed into law on February 17, 2009, includes. among other things, extensive new restrictions on the compensation arrangements of financial institutions participating in TARP.

There can be no assurance, however, as to the actual impact that the EESA, as supplemented by the Financial Stability Plan, the ARRA and other programs will have on the financial markets, including the extreme levels of volatility and limited credit availability currently being experienced. The failure of the EESA, the ARRA, the Financial Stability Plan and other programs to stabilize the financial markets and a continuation or worsening of current financial market conditions could materially and adversely affect our businesses, financial condition, results of operations, access to credit or the trading price of our common stock.

The EESA, ARRA and the Financial Stability Plan are relatively new initiatives and, as such, are subject to change and evolving interpretation There can be no assurances as to the effects that any further changes will have on the effectiveness of the government's efforts to stabalize the credit markets or on our businesses, financial condition or results of operations

The limitations on incentive compensation contained in the ARRA may adversely affect Regions' ability to retain its highest performing employees.

In the case of a company such as Regions that received CPP funds, the ARRA contains restrictions on bonus and other incentive compensation payable to the five executives named in a company's proxy statement and the next twenty highest paid employees Depending upon the limitations placed on incentive compensation by the final regulations issued under the ARRA, it is possible that Regions may be unable to create a compensation structure that permits Regions to retain its highest performing employees If this were to occur, Regions' businesses and results of operations could be adversely affected, perhaps materially

We are subject to extensive governmental regulation, which could have an adverse impact on our operations.

The banking industry is extensively regulated and supervised under both federal and state law We are subject to the regulation and supervision of the Federal Reserve, the FDIC and the Superintendent of Banking of the State of Alabama These regulations are intended primarily to protect depositors, the public and the FDIC insurance fund, and not our shareholders. These regulations govern matters ranging from the regulation of certain debt obligations, changes in the control of bank holding companies and state-chartered banks, and the maintenance of adequate capital to the general business operations and financial condition of Regions Bank, including permissible types, amounts and terms of loans and investments, to the amount of reserves against deposits, restrictions on dividends, establishment of branch offices, and the maximum interest rate that may be charged by law. Additionally, certain subsidiaries of Regions and Regions Bank, such as Morgan Keegan, are subject to regulation, supervision and examination by other regulatory authorities, such as the SEC, FINRA and state securities and insurance regulators We are subject to changes in federal and state law, as well as regulations and governmental policies. income tax laws and accounting principles Regulations affecting banks and other financial institutions are undergoing continuous change, and the ultimate effect of such changes cannot be predicted Regulations and laws may be modified at any time, and new legislation may be enacted that will affect us, Regions Bank and our subsidiaries

Given the current disruption in the financial markets and regulatory initiatives that are likely to be proposed by the new administration and Congress, new regulations and laws that may affect us are increasingly likely. Compliance with such regulation may increase our costs and limit our ability to pursue business opportunities Also, participation in specific programs may subject us to additional restrictions. We cannot assure you that such modifications or new laws will not adversely affect us Our regulatory position is discussed in greater detail under Item 1 "Business—Supervision and Regulation" of this Annual Report on Form 10-K.

In addition, Regions will be required to pay significantly higher FDIC premiums because market developments have significantly depleted the insurance fund of the FDIC and reduced the ratio of reserves to insured deposits

We may need to raise additional capital in the future and such capital may not be available when needed or at all.

We may need to raise additional capital in the future to provide us with sufficient capital resources and liquidity to meet our commitments and business needs Our ability to raise additional capital, if needed, will depend on, among other things, conditions in the capital markets at that time, which are outside of our control, and our financial performance The ongoing liquidity crisis and the loss of confidence in financial institutions may increase our cost of funding and limit our access to some of our customary sources of capital, including, but not limited to, inter-bank borrowings, repurchase agreements and borrowings from the discount window of the Federal Reserve

We cannot assure you that such capital will be available to us on acceptable terms or at all Any occurrence that may limit our access to the capital markets, such as a decline in the confidence of debt purchasers, depositors of Regions Bank or counterparties participating in the capital markets, or a downgrade of our debt rating, may adversely affect our capital costs and our ability to raise capital and, in turn, our liquidity An inability to raise additional capital on acceptable terms when needed could have a materially adverse effect on our businesses, financial condition and results of operations

We are a holding company and depend on our subsidiaries for dividends, distributions and other payments.

We are a legal entity separate and distinct from our banking and other subsidiaries. Our principal source of cash flow, including cash flow to pay dividends to our stockholders and principal and interest on our outstanding debt, is dividends from Regions Bank There are statutory and regulatory limitations on the payment of dividends by Regions Bank to us, as well as by us to our stockholders Regulations of both the Federal Reserve and the State of Alabama affect the ability of Regions Bank to pay dividends and other distributions to us and to make loans to us Given the loss recorded at Regions Bank during the fourth quarter of 2008, under the Federal Reserve's rules, Regions Bank does not expect to be able to pay dividends to us in the near term without first obtaining regulatory approval If Regions Bank is unable to make dividend payments to us and sufficient capital is not otherwise available, we may not be able to make dividend payments to our common stockholders or principal and interest payments on our outstanding debt See "Supervision and Regulation—Payment of Dividends" of this Annual Report on Form 10-K.

In addition, our right to participate in a distribution of assets upon a subsidiary's liquidation or reorganization is subject to the prior claims of the subsidiary's creditors

Any reduction in our credit rating could increase the cost of our funding from the capital markets.

The major rating agencies regularly evaluate us and their ratings of our long-term debt based on a number of factors, including our financial strength as well as factors not entirely within our control, including conditions affecting the financial services industry generally. On February 2, 2009, Moody's Investors Service ("Moody's") downgraded our long-term senior debt from A2 to A3, and downgraded the ratings of certain of our subsidiaries, including Regions Bank. Moody's downgraded its rating of Regions Bank's financial strength from B- to C+ and its rating of Regions Bank's long-term deposits from A1 to A2 and all of our debt and deposit ratings remain on negative outlook. In light of the difficulties in the financial services industry and the housing and financial markets, there can be no assurance that we will not be subject to further downgrades. Credit ratings measure a company's ability to repay its obligations and directly affect the cost and availability to that company of unsecured financing. Further downgrades could adversely affect the cost and other terms upon which we are able to obtain funding and increase our cost of capital.

We may not pay dividends on your common stock.

Holders of shares of our common stock are only entitled to receive such dividends as our board of directors may declare out of funds legally available for such payments. Although we have historically declared cash dividends on our common stock, we are not required to do so and may reduce or eliminate our common stock dividend in the future. This could adversely affect the market price of our common stock. Also, participation in the CPP limits our ability to increase our dividend or to repurchase our common stock for so long as any securities issued under such program remain outstanding, as discussed in greater detail below.

If we experience greater credit losses than anticipated, our earnings may be adversely affected.

As a lender, we are exposed to the risk that our customers will be unable to repay their loans according to their terms and that any collateral securing the payment of their loans may not be sufficient to assure repayment. Credit losses are inherent in the business of making loans and could have a material adverse effect on our operating results. Our credit risk with respect to our real estate and construction loan portfolio will relate principally to the creditworthiness of corporations and the value of the real estate serving as security for the repayment of loans. Our credit risk with respect to our commercial and consumer loan portfolio will relate principally to the general creditworthiness of businesses and individuals within our local markets.

We make various assumptions and judgments about the collectibility of our loan portfolio and provide an allowance for estimated credit losses based on a number of factors. We believe that our allowance for credit losses is adequate. However, if our assumptions or judgments are wrong, our allowance for credit losses may not be sufficient to cover our actual credit losses. We may have to increase our allowance in the future in response to the request of one of our primary banking regulators, to adjust for changing conditions and assumptions, or as a result of any deterioration in the quality of our loan portfolio. The actual amount of future provisions for credit losses cannot be determined at this time and may vary from the amounts of past provisions.

Further disruptions in the residential real estate market could adversely affect our performance.

As of December 31, 2008, residential homebuilder loans, home equity loans secured by second liens in Florida and condominium loans represented approximately 9.3% of our total loan portfolio. These portions of our loan portfolio have been under stress for over a year and, due to weakening credit quality, we increased our loan loss provision and our total allowance for credit losses. In addition, we have implemented several measures to support the management of these portions of the loan portfolio, including reassignment of experienced, key relationship managers to focus on work-out strategies for distressed borrowers.

While we expect that these actions will help mitigate the overall effects of the credit down cycle, the weakness in these portions of our loan portfolio is expected to continue well into 2009. Accordingly, it is anticipated that our non-performing asset and charge-off levels will remain elevated.

Our net interest margin depends on many factors that are partly or completely out of our control, including competition, federal economic monetary and fiscal policies, and general economic conditions Despite our strategies to manage interest rate risks, changes in interest rates can still have a material adverse impact on our businesses, financial condition and results of operations

The performance of our investment portfolio is subject to fluctuations due to changes in interest rates and market conditions.

Changes in interest rates can negatively affect the performance of most of our investments Interest rate volatility can reduce unrealized gains or create unrealized losses in our portfolios. Interest rates are highly sensitive to many factors, including governmental monetary policies, domestic and international economic and political conditions, and other factors beyond our control Fluctuations in interest rates affect our returns on, and the market value of, our investment securities

The fair market value of the securities in our portfolio and the investment income from these securities also fluctuate depending on general economic and market conditions In addition, actual net investment income and/or cash flows from investments that carry prepayment risk, such as mortgage-backed and other asset-backed securities, may differ from those anticipated at the time of investment as a result of interest rate fluctuations See the "Securities" section of Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operation" of this Annual Report on Form 10-K

Hurricanes and other weather-related events could cause a disruption in our operations or other consequences that could have an adverse impact on our results of operations.

A significant portion of our operations are located in the areas bordering the Gulf of Mexico and the Atlantic Ocean, regions that are susceptible to hurricanes Such weather events can cause disruption to our operations and could have a material adverse effect on our overall results of operations We maintain hurricane insurance, including coverage for lost profits and extra expense; however, there is no insurance against the disruption to the markets that we serve that a catastrophic hurricane could produce Further, a hurricane in any of our market areas could adversely impact the ability of borrowers to timely repay their loans and may adversely impact the value of any collateral held by us Some of the states in which we operate have in recent years experienced extreme droughts The effects of past or future hurricanes, droughts and other weather-related events are difficult to predict, but could have an adverse effect on our businesses, financial condition and results of operations

Our participation in the U.S. Treasury's CPP imposes restrictions and obligations on us that limit our ability to increase dividends, repurchase shares of our common stock and access the equity capital markets.

On November 14, 2008, we issued and sold preferred stock and a warrant to purchase our common stock to the U S. Treasury as part of its CPP. Prior to November 14, 2011, unless we have redeemed all of the preferred stock or the U S. Treasury has transferred all of the preferred stock to a third party, the agreement pursuant to which such securities were sold, among other things, limits the payment of dividends on our common stock to the current quarterly dividend of $0 10 per share without prior regulatory approval, limits our ability to repurchase shares of our common stock (with certain exceptions, including the repurchase of our common stock to offset share dilution from equity-based compensation awards), and grants the holders of such securities certain registration rights which, in certain circumstances, impose lock-up periods during which we would be unable to issue equity securities In addition, unless we are able to redeem the preferred stock during the first five years, the dividends on of this capital will increase substantially at that point, from 5% ($175 million annually) to 9% ($315 million annually) Depending on market conditions at the time, this increase in dividends could significantly impact our liquidity. See "Regulation and Supervision—U S. Treasury Capital Purchase Program "

PART II

Item 5. ***Market For Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

Regions' common stock, par value $ 01 per share, is listed for trading on the New York Stock Exchange under the symbol RF. Quarterly high and low sales prices of and cash dividends declared on Regions' common stock are set forth in Table 25 "Quarterly Results of Operations" of "Management's Discussion and Analysis", which is included in Item 7. of this Annual Report on Form 10-K. As of February 17, 2009, there were 83,232 holders of record of Regions' common stock (including participants in the Computershare Investment Plan for Regions Financial Corporation).

Restrictions on the ability of Regions Bank to transfer funds to Regions at December 31, 2008, are set forth in Note 15 "Regulatory Capital Requirements and Restrictions" to the consolidated financial statements, which are included in Item 8 of this Annual Report on Form 10-K. A discussion of certain limitations on the ability of Regions Bank to pay dividends to Regions and the ability of Regions to pay dividends on its common stock is set forth in Item 1 "Business" under the heading "Supervision and Regulation—Payment of Dividends" of this Annual Report on Form 10-K.

The following table presents information regarding issuer purchases of equity securities during the fourth quarter of 2008

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
October 1, 2008—October 31, 2008	—	$ —	—	23,072,300
November 1, 2008—November 30, 2008	—	—	—	23,072,300
December 1, 2008—December 31, 2008	—	—	—	23,072,300
Total		$ —		23,072,300

On January 18, 2007, Regions' Board of Directors assessed the repurchase authorization of Regions and authorized the repurchase of an additional 50 million shares of Regions' common stock through open market or privately negotiated transactions and announced the authorization of this repurchase As indicated in the table above, approximately 23 1 million shares remain available for repurchase under the existing plan As discussed in the "Supervision and Regulation" section of Item 1. "Business" of this Annual Report on Form 10-K, the Company's ability to repurchase its common stock is limited by the terms of the Purchase Agreement between Regions and the U S. Treasury Under the CPP, prior to the earlier of (i) November 14, 2011, or (ii) the date on which the Series A Preferred Stock is redeemed in whole or the U S Treasury has transferred all of the Series A Preferred Stock to unaffiliated third parties, the consent of the U.S Treasury is required to repurchase any shares of common stock except in connection with benefit plans in the ordinary course of business and certain other limited exceptions

STOCKHOLDERS' EQUITY

Stockholders' equity decreased to $16 8 billion at year-end 2008 versus $19 8 billion at year-end 2007, primarily reflecting the Company's $5 6 billion net loss due to the $6.0 billion goodwill impairment charge, offset by $3.5 billion related to the issuance of preferred stock and a warrant for 48 3 million shares of Regions' common stock at an initial per share price of $10 88 under the Capital Purchase Program ("CPP"). The warrant expires ten years from the issuance date Under the terms of the government's investment in preferred stock of the Company, Regions must pay an annual dividend of 5 percent, or $175 million annually, for the first five years, and a 9 percent dividend thereafter, until the Company has redeemed the shares. In addition, as part of the Company's participation in the program, Regions cannot repurchase shares or increase the dividend payment above the current rate of $0 10 per share without permission from the U S. Treasury until November 14, 2011 or until the U.S. Treasury no longer owns any of Regions' Series A Preferred Stock As stated above, the government also received a 10-year warrant for common stock, which will give the U S. Treasury the opportunity to benefit from an increase in the price of the Company's common stock. Accrued dividends on preferred shares reduced retained earnings by $26 2 million in 2008

Common dividends declared reduced stockholders' equity by $669.0 million In addition, the net change in unrealized loss on securities available for sale and the net change from defined benefit pension plans decreased stockholders' equity by $414.6 million. Offsetting these items was a $190 1 million increase from the net change in unrealized gains on derivative instruments The internal capital generation rate (net income available to common shareholders less dividends as a percentage of average stockholders' equity) was negative 31 6 percent in 2008 compared to 1 1 percent in 2007 Excluding the $6 0 billion non-cash goodwill impairment charge. the 2008 internal capital generation rate was negative 1 5 percent.

During 2007, Regions repurchased 40 8 million common shares at a total cost of $1.4 billion There were no treasury stock purchases in 2008 Although the Company has 23 1 million common shares available for repurchase under its current share repurchase authorization, under the terms of the CPP, Regions is not eligible to repurchase treasury shares without permission from the U S Treasury until November 14, 2011 or until the U S Treasury no longer owns any of Regions' Series A Preferred Stock

Regions' ratio of stockholders' equity to total assets was 11.5 percent at December 31, 2008 compared to 14 1 percent at December 31, 2007. Regions' ratio of tangible common stockholders' equity (stockholders' equity less goodwill and other identifiable intangibles) to total tangible assets was 5.23 percent at December 31, 2008 compared to 5.88 percent at December 31, 2007. mainly reflecting the reduced earnings and the increasing balance sheet, reflecting proceeds from the $3 5 billion CPP and the $3 75 billion TLGP issuances

Regions attempts to balance the return to stockholders through the payment of dividends with the need to maintain strong capital levels for future growth opportunities After careful consideration of the current environment, Regions reduced its dividend in 2008 This decision will strengthen its capital ratios as the Company navigates the current economic environment. Regions' total dividends in 2008 were $669.0 million, or $0 96 per share, a decrease of 34.2 percent from the $1 46 per share paid in 2007. Under the terms of the CPP, Regions is unable to increase its common dividend above the current rate of $0.10 per share without approval from the U S. Treasury until November 14, 2011 or until the U.S Treasury no longer owns any of Regions' Series A Preferred Stock.

Regions is a legal entity separate and distinct from its banking subsidiary Regions Bank Regions' principal source of cash flow, including cash flow to pay dividends to its stockholders, is dividends from Regions Bank. There are statutory and regulatory limitations on the payment of dividends by Regions Bank to Regions. Regulations of both the Federal Reserve and the State of Alabama affect the ability of Regions Bank to pay dividends and other distributions to Regions Given the loss at Regions Bank during 2008, under the Federal Reserve's rules. Regions Bank does not expect to be able to pay dividends to Regions in the near term without first obtaining regulatory approval

The ability of Regions to pay dividends to its shareholders, however, is not totally dependent on the receipt of dividends from Regions Bank, as Regions has other cash available to make such payment As of December 31, 2008, Regions had $4 8 billion of cash and cash equivalents, which is available for corporate purposes, including debt service and to pay dividends to its shareholders This compares to an anticipated common dividend requirement, assuming current dividend payment levels, of approximately $277 million and preferred cash dividends of approximately $175 million for the full-year 2009 Expected debt maturities in 2009 total approximately $425 million

Although Regions currently has capacity to make common dividend payments in 2009, the payment of dividends by Regions and the dividend rate are subject to management review and approval by Regions' Board of Directors on a quarterly basis Preferred dividends are to be paid in accordance with the terms of the CPP. See Item 1 "Business" and Item 1A "Risk Factors" for additional information

BANK REGULATORY CAPITAL REQUIREMENTS

Regions and Regions Bank are required to comply with capital adequacy standards established by banking regulatory agencies Currently, there are two basic measures of capital adequacy: a risk-based measure and a leverage measure

The risk-based capital standards are designed to make regulatory capital requirements more sensitive to differences in credit risk profiles among banks and bank holding companies, to account for off-balance sheet exposure and interest rate risk, and to minimize disincentives for holding liquid assets Assets and off-balance sheet items are assigned to broad risk categories, each with specified risk-weighting factors The resulting capital ratios represent capital as a percentage of total risk-weighted assets and off-balance sheet items Banking organizations that are considered to have excessive interest rate risk exposure are required to maintain higher levels of capital

The minimum standard for the ratio of total capital to risk-weighted assets is 8% At least 50% of that capital level must consist of common equity, undivided profits and non-cumulative perpetual preferred stock, less goodwill and certain other intangibles ("Tier 1 Capital") The remainder ("Tier 2 Capital") may consist of a limited amount of other preferred stock, mandatory convertible securities, subordinated debt, and a limited amount of the allowance for loan losses The sum of Tier 1 Capital and Tier 2 Capital is "total risk-based capital" or total capital

The banking regulatory agencies also have adopted regulations that supplement the risk-based guidelines to include a minimum ratio of 3% of Tier 1 Capital to average assets less goodwill (the "Leverage ratio") Depending upon the risk profile of the institution and other factors, the regulatory agencies may require a Leverage ratio of 1% to 2% above the minimum 3% level

In October, 2008, President Bush signed into law the Emergency Economic Stabilization Act of 2008 in response to the financial crises affecting the banking system. The U S Treasury and banking regulators are implementing a number of programs under this legislation to address capital and liquidity issues in the banking system Under the U S Treasury's CPP, Regions received $3 5 billion through its issuance of preferred stock and a warrant for common stock to the U S Treasury The preferred stock issuance and the related warrant both qualify for Tier 1 capital and added approximately 300 basis points to that measure The fair value allocation of the $3 5 billion between the preferred shares and the warrant resulted in $3 304 billion allocated to the preferred shares and $196 million allocated to the warrant. Both the preferred securities and the warrant will be accounted for as components of Regions' regulatory Tier 1 capital See discussion of "Stockholders' Equity" above for additional details

Regions Bank is required to maintain reserve balances with the Federal Reserve Bank The average amount of the reserve balances maintained for the years ended December 31, 2008 and 2007, was approximately $73 1 million and $28 2 million, respectively

Substantially all net assets are owned by subsidiaries The primary source of operating cash available to Regions is provided by dividends from subsidiaries Statutory limits are placed on the amount of dividends the subsidiary bank can pay without prior regulatory approval. In addition, regulatory authorities require the maintenance of minimum capital-to-asset ratios at banking subsidiaries Under the Federal Reserve's Regulation H, Regions Bank may not, without approval of the Federal Reserve, declare or pay a dividend to Regions if the total of all dividends declared in a calendar year exceeds the total of (a) Regions Bank's net income for that year and (b) its retained net income for the preceding two calendar years, less any required transfers to additional paid-in capital or to a fund for the retirement of preferred stock. As a result of the loss incurred by Regions Bank in 2008, Regions Bank cannot, without approval from the Federal Reserve, declare or pay a dividend to Regions until such time as Regions Bank is able to satisfy the criteria discussed in the preceding sentence. Given the loss in 2008, Regions Bank does not expect to be able to pay dividends to Regions in the near term without obtaining regulatory approval. In addition to dividend restrictions, Federal statutes also prohibit unsecured loans from banking subsidiaries to the parent company Because of these limitations, substantially all of the net assets of Regions' subsidiaries are restricted

In addition, Regions must adhere to various U.S. Department of Housing and Urban Development ("HUD") regulatory guidelines including required minimum capital to maintain their Federal Housing Administration approved status. Failure to comply with the HUD guidelines could result in withdrawal of this certification As of December 31. 2008, Regions was in compliance with HUD guidelines Regions is also subject to various capital requirements by secondary market investors

NOTE 16. STOCKHOLDERS' EQUITY AND COMPREHENSIVE INCOME (LOSS)

On November 14, 2008, Regions completed the sale of 3.5 million shares of its Fixed Rate Cumulative Perpetual Preferred Stock, Series A, par value $1 00 and liquidation preference $1,000 00 per share (and $3 5 billion liquidation preference in the aggregate) to the U S. Treasury as part of the Capital Purchase Program ("CPP"). The U S Treasury's investment in Regions is part of the government's program to provide capital to the healthy financial institutions that are the core of the nation's economy in order to increase the flow of credit to consumers and businesses and provide additional assistance to distressed homeowners facing foreclosure Regions will pay the U S Treasury on a quarterly basis a 5% dividend, or $175 million annually, for each of the first five years of the investment, and 9% thereafter unless Regions redeems the shares As part of its purchase of the preferred securities, the U.S Treasury also received a warrant to purchase 48 3 million shares of Regions' common stock at an exercise price of $10.88 per share, subject to certain anti-dilution and other adjustments The warrant expires ten years from the issuance date. The fair value allocation of the $3 5 billion between the preferred shares and the warrant resulted in $3 304 billion allocated to the preferred shares and $196 million allocated to the warrant. Accrued dividends on the preferred shares reduced retained earnings by $26 2 million during 2008 The unamortized discount on the preferred shares at December 31, 2008 was $192 6 million Both the preferred securities and the warrant will be accounted for as components of Regions' regulatory Tier 1 Capital

On January 18, 2007, Regions' Board of Directors approved the repurchase of 50 million shares of the Company's outstanding common stock The common shares may be repurchased in the open market or in privately negotiated transactions and will be taken into treasury This authorization was in addition to the 13.8 million shares available for repurchase under previous authorizations. There were no treasury stock purchases through open market transactions during 2008 The Company, like many other financial institutions, is in a capital conservation mode and does not expect to repurchase shares in the near term Regions' ability to repurchase shares is limited under the terms of the CPP. Under that agreement. Regions cannot repurchase its shares without the approval of the U S Treasury until November 14, 2011 or until the U S Treasury no longer

EXHIBIT 10.47

[Date], 2008

[Senior Executive Officer],
[Street Address],
[City], [St] [Zip]

Dear **[Senior Executive Officer],**

Regions Financial Corporation (the "*Company*") has entered into a Securities Purchase Agreement (the "*Participation Agreement*"), with the United States Department of Treasury ("*Treasury*") that provides for the Company's participation in the Treasury's TARP Capital Purchase Program (the "*CPP*")

For the Company to participate in the CPP and as a condition to the closing of the investment contemplated by the Participation Agreement, the Company is required to establish specified standards for incentive compensation to its senior executive officers and to make changes to its compensation arrangements. To comply with these requirements, and in consideration of the benefits that you will receive as a result of the Company's participation in the CPP, you agree as follows:

(1) *No Golden Parachute Payments*. The Company is prohibiting any golden parachute payment to you during any "CPP Covered Period". A "*CPP Covered Period*" is any period during which (A) you are a senior executive officer and (B) Treasury holds an equity or debt position acquired from the Company in the CPP.

(2) *Recovery of Bonus and Incentive Compensation.* Any bonus and incentive compensation paid to you during a CPP Covered Period is subject to recovery or "clawback" by the Company if the payments were based on materially inaccurate financial statements or any other materially inaccurate performance metric criteria

(3) *Compensation Program Amendments* Each of the Company's compensation, bonus, incentive and other benefit plans, arrangements and agreements (including golden parachute, severance and employment agreements) (collectively, "*Benefit Plans*") with respect to you is hereby amended to the extent necessary to give effect to provisions (1) and (2).

In addition, the Company is required to review its Benefit Plans to ensure that they do not encourage senior executive officers to take unnecessary and excessive risks that threaten the value of the Company. To the extent any such review requires revisions to any Benefit Plan with respect to you, you and the Company agree to agree to execute such additional documents as the Company deems necessary to effect such revisions

(4) *Definitions and Interpretation* This letter shall be interpreted as follows:

- "Senior executive officer" means the Company's "senior executive officers" as defined in subsection 111(b)(3) of EESA
- "Golden parachute payment" is used with the same meaning as in subsection 111(b)(2)(C) of EESA
- "EESA" means the Emergency Economic Stabilization Act of 2008 as implemented by guidance or regulation that has been issued and is in effect as of the "Closing Date" as defined in the Participation Agreement
- The term "Company" includes any entities treated as a single employer with the Company under 31 C F R. § 30 1(b) (as in effect on the Closing Date). You are also delivering a waiver pursuant to the Participation Agreement, and, as between the Company and you, the term "employer" in that waiver will be deemed to mean the Company as used in this letter
- The term "CPP Covered Period" shall be limited by, and interpreted in a manner consistent with, 31 C F R § 30.11 (as in effect on the Closing Date)
- Provisions (1) and (2) of this letter are intended to, and will be interpreted, administered and construed to, comply with Section 111 of EESA (and, to the maximum extent consistent with the preceding, to permit operation of the Benefit Plans in accordance with their terms before giving effect to this letter)

- This Agreement will be governed by and construed in accordance with the law of the State of Alabama applicable to contracts made and to be performed entirely within that state To the extent permitted by law, you and the Company waive any and all rights to a jury trial with respect to this Agreement and the Benefit Plans You and the Company further irrevocably submit to the exclusive jurisdiction of any state or federal court located in Birmingham, Alabama over any contest related to this Agreement and the Benefit Plans This includes any action or proceeding to compel arbitration or to enforce an arbitration award. Both you and the Company acknowledge that (a) the forum stated in this Section has a reasonable relation to this Agreement and to the relationship between you and the Company and that the submission to the forum will apply even if the forum chooses to apply non-forum law, (b) waive, to the extent permitted by law, any objection to personal jurisdiction or to the laying of venue of any action or proceeding covered by this Section in the forum stated in this Section, (c) agree not to commence any such action or proceeding in any forum other than the forum stated in this Section and (d) agree that, to the extent permitted by law, a final and non-appealable judgment in any such action or proceeding in any such court will be conclusive and binding on you and the Company However, nothing in this Agreement precludes you or the Company from bringing any action or proceeding in any court for the purpose of enforcing the provisions of this Section.

The Board appreciates the concessions you are making and looks forward to your continued leadership during these financially turbulent times.

Very truly yours,

REGIONS FINANCIAL CORPORATION

By: ____________________________
Name:
Title:

Intending to be legally bound, I agree
with and accept the foregoing terms

____
[Senior Executive Officer]

WAIVER

In consideration for the benefits I will receive as a result of my employer's participation in the United States Department of the Treasury's TARP Capital Purchase Program, I hereby voluntarily waive any claim against the United States or my employer for any changes to my compensation or benefits that are required to comply with the regulation issued by the Department of the Treasury as published in the Federal Register on October 20, 2008

I acknowledge that this regulation may require modification of the compensation, bonus, incentive and other benefit plans, arrangements, policies and agreements (including so-called "golden parachute" agreements) that I have with my employer or in which I participate as they relate to the period the United States holds any equity or debt securities of my employer acquired through the TARP Capital Purchase Program.

This waiver includes all claims I may have under the laws of the United States or any state related to the requirements imposed by the aforementioned regulation, including without limitation a claim for any compensation or other payments I would otherwise receive, any challenge to the process by which this regulation was adopted and any tort or constitutional claim about the effect of these regulations on my employment relationship.

[Senior Executive Officer]	**[Date]**, 2008