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Board of Governors of the Federal Reserve System



# Annual Report of Bank Holding Companies—FR Y-6

## Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11 (a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under section 211.23 of Regulation K (12 C.F.R. § 211.23). The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier bank holding company's fiscal year-end):  
**December 31, 2011**  
Month / Day / Year

I, O. B. Grayson Hall, Jr.  
Name of the Bank Holding Company Director and Official  
Director, President & Chief Executive Officer  
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
Regions Financial Corporation  
Legal Title of Bank Holding Company  
1900 Fifth Avenue North  
(Mailing Address of the Bank Holding Company) Street / P.O. Box  
Birmingham AL 35203  
City State Zip Code

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:  
Carl L. Gorday Assistant General Counsel  
Name Title  
205-326-5183  
Area Code / Phone Number / Extension  
205-583-4497  
Area Code / FAX Number  
carl.gorday@regions.com  
E-mail Address  
www.regions.com  
Address (URL) for the Bank Holding Company's web page

Signature of Bank Holding Company Director and Official  
03/26/2012  
Date of Signature

For bank holding companies not registered with the SEC—  
Indicate status of Annual Report to Shareholders:  
 is included with the FR Y-6 report  
 will be sent under separate cover  
 is not prepared

For Federal Reserve Bank Use Only  
RSSD ID \_\_\_\_\_  
C.I. \_\_\_\_\_

Does the reporter request confidential treatment for any portion of this submission?  
 Yes Please identify the report items to which this request applies:  
Report Item 4: 3(c) and 4(c)  
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.  
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."  
 No

## For Use By Tiered Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

Legal Title of Subsidiary Bank Holding Company

(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

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(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box

City State Zip Code

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City State Zip Code

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(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)



FORM FR Y-6

REGIONS FINANCIAL CORPORATION

2011 REPORT ITEMS

**Item 1.**      **Annual Report to Shareholders**

Regions' 2011 Annual Report is available on the Investor Relations section of our web site at <http://ir.regions.com/>.

**Item 2a.**      **Organization Chart**

Organization chart as of December 31, 2011 is attached hereto as Exhibit 2.

**Item 2b.**      **Domestic Branch Listing**

Regions has verified the domestic branch listing and has reported to the Federal Reserve Bank of Atlanta as to corrections.

**Item 3.**      **Shareholders**

(1) No entity is known definitively to Regions to be the beneficial owner of more than 5% of any class of voting securities at December 31, 2011 other than:

**BlackRock, Inc. (and subsidiaries):**

- (a) BlackRock, Inc. (and subsidiaries)  
New York, NY 10022 USA
- (b) USA
- (c) 68,299,879 shares or 5.43%

**Fidelity and affiliates:**

- (a) FMR LLC  
Edward C. Johnson 3d  
Fidelity Management & Research Company  
Boston, Massachusetts 02109 USA
- (b) USA
- (c) 74,461,374 shares or 5.92%

**Vanguard and affiliates:**

- (a) The Vanguard Group, Inc.  
Vanguard Fiduciary Trust Company  
Malvern, PA 19355 USA
- (b) USA
- (c) 64,703,589 shares or 5.13%

The source of the above information is three Schedule 13Gs filed with the Securities and Exchange Commission in February, 2012.

The U.S. Department of Treasury ("UST") holds a warrant to purchase 48,253,677 shares of Regions common stock, which was approximately 4% of the shares outstanding as of December 31, 2011. The shares of Regions common stock issuable upon exercise of the warrant are assumed to be outstanding for the purpose of determining the percentage of shares beneficially owned. The warrant was issued in November, 2008 as part of the UST's Troubled Asset Relief Program/Capital Purchase Program. The exercise price is \$10.88 per share, subject to anti-dilution and other adjustments. The UST has no voting rights at this time.

- (a) United States Department of Treasury,  
Washington, D.C.
- (b) United States
- (c) Warrant to Purchase 48,253,677 shares (approx. 4%)

Please note that Regions Bank continues to beneficially hold in a fiduciary capacity for others under numerous trust relationships, shares of Regions' outstanding common stock representing less than 5% of the outstanding shares.

- (2) During a portion of 2011, Fairholme and affiliates ("Fairholme") held more than 5% of Regions outstanding shares. The source of the below information is a Schedule 13G filed by Fairholme in February, 2011. Thereafter, Fairholme filed a 13G/A on October 11, 2011 to report it held less than 5% of Regions stock as of September 30, 2011.

**Fairholme and affiliates:**

- (a) Fairholme Capital Management, L.L.C.  
Bruce R. Berkowitz  
Fairholme Funds, Inc.  
Miami, Florida USA
- (b) USA
- (c) 124,457,204 shares or 9.9%

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**Item 4.**      **Directors and Officers**

The table attached hereto as Exhibit 4 contains specific information with respect to Regions Financial Corporation's directors and executive officers. Regions has no "principal securities holder", defined as the power to vote more than 10% of any class of voting securities.

REGIONS FINANCIAL CORPORATION  
 ORGANIZATIONAL CHART AS OF December 31, 2011

		ACQ DATE	INCRP DATE	INTEREST	TAX ID NUMBER
REGIONS FINANCIAL CORPORATION	Birmingham, AL	Eff 7-13-71	6-26-70		63-0589368
REGIONS BANK	Birmingham, AL	3-22-85	4-2-57	100%	63-0371391
REGIONS ASSET HOLDING COMPANY, INC.	Birmingham, AL	3-26-98	3-27-98	100%	62-1733056
REGIONS ASSET COMPANY	Wilmington, DE	3-26-98	3-26-98	100%	51-0379813
REGIONS INVESTMENT MANAGEMENT HOLDING COMPANY, INC.	Birmingham, AL	3-16-98	3-16-98	100%	63-1196911
UPENA HOLDINGS, INC.	Hamilton, Bermuda		12/11/02	100%	41-2077768
UPB HOLDINGS, INC.	Hamilton, Bermuda		12/11/02	100%	41-2080245
UNION PLANTERS PREFERRED FUNDING CORP	Birmingham, AL		12/11/02	100%	62-0906606
REGIONS CAPITAL ADVANTAGE, INC. (fka UPB INVESTMENTS, INC.)	Birmingham, AL		12/1/98	100%	62-1764807
MICS, INC.	Hamilton, Bermuda		12/23/98	100%	98-0165650
REGIONS INSURANCE AGENCY OF ARKANSAS, INC.	Little Rock, AR	1-4-99	9-14-98	100%	71-0816520
REGIONS REINSURANCE CORPORATION	Burlington, VT	10-1-98	10-1-98	100%	03-0359996
MCB LIFE INSURANCE COMPANY	Crossville, TN	1-1-99	6/13/90	100%	62-1434164
REGIONS AGENCY, INC.	Montgomery, AL	9-16-72	9-13-72	100%	63-0635612
UPTECO, INC.	Memphis, TN		10/30/00	100%	62-1854262
RAMCO - FL HOLDING, INC.	Birmingham, AL	10-18-96	10-18-96	100%	63-1182136
REGIONS ASSET MANAGEMENT COMPANY, INC.	Birmingham, AL	1-3-96	1-3-96	99.95%	63-1159164
<del>UNION PLANTERS HONG KONG, INC. (TO BE MERGED TO THE COMPANY'S EXISTENCE)</del>				100%	
<del>REGIONS HONG KONG LIMITED (dissolving) (fka Union Planters Hong Kong Trade Services Limited) Hong Kong</del>				100%	
REGIONS INVESTMENT SERVICES, INC. (fka UNION PLANTERS INSURANCE AGENCY, INC. and REGIONS/MORGAN KEEGAN FINANCIAL SERVICES, INC.)	Birmingham, AL		4/14/98	100%	62-1738227
A-F LEASING, LLC	Birmingham, AL	11/4/06	12/22/99	100%	63-1239648
FMLS, INC.	Chattanooga, TN	11/4/06	8/11/70	100%	62-0844027
RE AFFORDABLE HOUSING, INC. (fka ASB AFFORDABLE HOUSING, INC.)	Birmingham, AL	11/4/06		100%	80-0007725
Provence Place GP, Inc. (fka MMA Financial Provence Place GP, Inc.)	Birmingham, AL	4/30/07	5/12/05	100%	20-3071775
Provence Place, L.P.	Birmingham, AL	4/30/07	9/10/03	0.01%	
Regions Provence Place, LLC	Birmingham, AL	4/30/07	4/13/07	100%	
Provence Place, L.P.	Birmingham, AL	4/30/07	9/10/03	98.99%	

Not Reportable  
 FR Y-6FR Y-10

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REGIONS FINANCIAL CORPORATION  
 ORGANIZATIONAL CHART AS OF December 31, 2011

		ACQ DATE	INCORP DATE	INTEREST	TAX ID NUMBER	Not Reportable FR Y-6/FR Y-18
MORGAN KEEGAN & COMPANY, INC.	Memphis, TN	3-30-01	6-27-69	100%	64-0474907	
MK ASSET, INC.	Wilmington, DE	6/12/01	6/12/01	100%	51-0410493	
MK Louisiana Charitable Healthcare Facilities Fund, LLC	New Orleans, LA	9/8/2004	9/8/04	99.99%	20-1589067	
MK Mezzanine Management, LLC	Memphis, TN	11/9/2001	11/9/01	61%	62-1872417	
MK HOLDING, INC.	Memphis, TN	3-27-01	3-27-01	100%	62-1858414	
MORGAN KEEGAN FUND MANAGEMENT, INC.	Memphis, TN	3-30-01	11-21-88	100%	62-1374305	cc: 112920
MORGAN ASSET MANAGEMENT, INC.	Memphis, TN	3-30-01	4-10-86	100%	62-1277223	
Former WT, Inc. (f/k/a Wealthtrust, Inc.)	Memphis, TN	3-30-01	6-24-97	100%	62-1696932	cc: 112926
MERCHANT BANKERS, INC.	Memphis, TN	3-30-01	9-4-91	100%	62-1475545	cc: 112921
MORGAN KEEGAN MORTGAGE COMPANY, INC.	Memphis, TN	3-30-01	3-28-84	100%	62-1206679	cc: 112923
MORGAN KEEGAN MUNICIPAL PRODUCTS, INC.	Memphis, TN	3-30-01	5-15-97	100%	58-2318199	cc: 112924
Morgan Keegan Structured Products, Inc. (FKA: MORGAN KEEGAN MUNICIPAL PRODUCTS II, INC.)	Memphis, TN	3-30-01	12-11-97	100%	58-2356490	cc: 112923
MORGAN PROPERTIES, LLC	Memphis, TN	3-30-01	5-13-96	100%	62-1641636	
MK INVESTMENT MANAGEMENT, Inc. (fka MK REALTY)	Memphis, TN	3-30-01	6-7-96	100%	51-0376390	
<del>MORGAN KEEGAN FUNDING CORPORATION (Dissolving)</del>		<del>12/29/03</del>	<del>12/29/03</del>	<del>100%</del>	<del>205044473</del>	N/R (inactive)
ALBRECHT & ASSOCIATES OF DELAWARE, INC.	Houston, TX	3-31-05	11/25/98	100%	63-1213735	cc: 112927
MORGAN KEEGAN FINANCIAL PRODUCTS, INC.	Memphis, TN	4/11/05	4/11/05	100%	20-2941878	cc: 112928
<del>Southpoint Residential Mortgage Securities Corporation (Dissol. Memphis, TN) (Original name Morgan Keegan Funding Corporation)</del>		<del>3/30/01</del>	<del>12/11/04</del>	<del>100%</del>	<del>51-1217119</del>	N/R (inactive)
<del>Morgan Keegan Financial Services, LLC (Inactive)</del>	Memphis, TN	<del>5/30/08</del>	<del>5/30/08</del>	<del>100%</del>	<del>26-2753006</del>	N/R (inactive)
Morgan Keegan Capital Services, LLC	Memphis, TN	4/8/09	4/8/09	100%	26-4657203	

REGIONS FINANCIAL CORPORATION  
 ORGANIZATIONAL CHART AS OF December 31, 2011

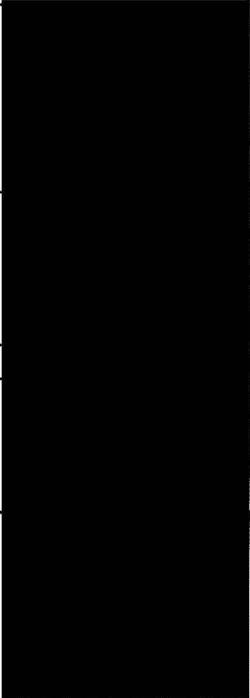
		ACQ DATE	INCRP DATE	INTEREST	TAX ID NUMBER	Not Reportable FR Y-6/FR Y-16
REGIONS BUSINESS CAPITAL CORPORATION (f/k/a AmSouth Capital Corporation)	New York, NY	11/4/06	1/26/96	100%	62-1726056	
<del>AMSOUTH FINANCE CORPORATION (Inactive)</del>	<del>Birmingham, AL</del>	<del>11/4/06</del>	<del>11/1/73</del>	<del>100%</del>	<del>63-0642631</del>	
REGIONS EQUIPMENT FINANCE CORPORATION (F/K/A AMSOUTH LEASING CORPORATION)	Birmingham, AL	11/4/06	11/1/73	100%	63-0642631	
REGIONS EQUIPMENT FINANCE, LTD. (F/K/A AMSOUTH LEASING, LTD)	Birmingham, AL	11/4/06	5/6/97	AFC	72-1371217	
A-F LEASING, LTD	Birmingham, AL	11/4/06	12/22/99	99% Bank; 1% AFC		
SOUTHEASTERN LEGACY INSURANCE COMPANY (FKA FIRST AMTERN LIFE INSURANCE COMPANY )	An Arizona Corporation	11/4/06	3/1/88	100%	64-0757305	
HEATHEROW APARTMENTS, LLC	Clearwater, FL	10/14/2009	10/14/09	50%	27-0605861	NR SAD SPE
ENTRADA ESTATES, LLC	Birmingham, AL	2/12/2010	2/12/10	100%		NR SAD SPE
OARLOCK ASSET MANAGEMENT, LLC (Dissolving)	Birmingham, AL	5/10/2010	5/10/10	34.5194%		NR SAD SPE
OARLOCK ASSET MANAGEMENT ONE, LLC	Birmingham, AL	7/9/2010	7/9/10	100%	27-3438767	NR SAD SPE
GRAND RESERVE RF, LLC	Birmingham, AL	6/4/2010	6/4/10	100%		NR SAD SPE
NORTH SOUTH LAND HOLDINGS, LLC	Birmingham, AL	8/3/2010	8/3/10	68.75%	27-4647224	NR SAD SPE
AQUA HOLDINGS I, LLC	Orlando, FL	10/15/2009	10/15/09	31.58%	27-1182371	NR SAD SPE
14302 Marina San Pablo Place SPE, LLC	Birmingham, AL	11/19/2010	11/19/10	50%		NR SAD SPE
VERNA ASSET MANAGEMENT, LLC	Birmingham, AL	12/29/2010	12/29/10	100%		NR SAD SPE
RTGC 46 MANAGEMENT, LLC	Birmingham, AL	7/12/2011	7/12/11	100%		NR SAD SPE
Central Collier Management, LLC	Birmingham, AL	8/19/2011	8/19/11	100%		NR SAD SPE
LMIW ACQUISITION MANAGEMENT, LLC (F/K/A REGIONS ACQUISITION MANAGEMENT, LLC)	Birmingham, AL	4/15/2009	4/15/09	100%	27-0383429	
Crestmoor One, LLC	Birmingham, AL	3/12/2009	3/12/09	100%		NR
LMIW IX, LLC (f/k/a Crestmoor Two, LLC)	Birmingham, AL	3/12/2009	3/12/09	100%		NR
LMIW I, LLC (fka REGIONS ACQUISITION I, LLC)	Birmingham, AL	4/15/2009	4/15/09	100%	27-0517212	NR
LMIW II, LLC (fka REGIONS ACQUISITION II, LLC)	Birmingham, AL	4/15/2009	4/15/09	100%	27-0517377	NR
LMIW III, LLC (fka REGIONS ACQUISITION III, LLC)	Birmingham, AL	4/15/2009	4/15/09	100%	27-0517461	NR
LMIW IV, LLC (fka REGIONS ACQUISITION IV, LLC)	Birmingham, AL	4/15/2009	4/15/09	100%	27-0517731	NR
LMIW V, LLC	Birmingham, AL	7/2/2009	7/2/09	100%	27-0488021	NR
LMIW VI, LLC	Birmingham, AL	7/16/2009	7/16/09	100%		NR
LMIW VII, LLC	Birmingham, AL	7/29/2009	7/29/09	100%		NR

REGIONS FINANCIAL CORPORATION  
 ORGANIZATIONAL CHART AS OF December 31, 2011

		ACQ DATE	INCORP DATE	INTEREST	TAX ID NUMBER	Not Reportable FR Y-4/FR Y-10
RFC FINANCIAL SERVICES HOLDING LLC (Inactive -- In Formation)	Birmingham, AL	10/12/2011	10/12/2011	100%	45-3591189	N/A until Active
REGIONS SECURITIES LLC (Inactive -- In Formation)	Birmingham, AL	10/12/2011	10/12/2011	100%	45-3591734	N/A until Active
REGIONS INSURANCE GROUP, INC.	Memphis, TN		11-29-04	100%	20-2001352	
REGIONS INSURANCE, INC. (FKA REBSAMEN INSURANCE, INC.)	Little Rock, AR	2-07-01	9-30-85	100%	71-0621654	
CROCKETT ADJUSTMENT, INC.	Little Rock, AR		6/9/06	100%	20-5775796	
REGIONS INSURANCE SERVICES, INC. (TN)	Cordova, TN	4/4/05	4/4/05	100%	20-2654734	
REGIONS INSURANCE SERVICES OF ALABAMA, INC.	Memphis, TN	4/2/05	4/2/05	100%	20-3107442	
PARK MERIDIAN STATUTORY TRUST I	Hartford, CT	11-13-01		100%		
REGIONS LIFE INSURANCE COMPANY	Phoenix, AZ	5-06-75	5-06-75	100%	86-0297878	
REGIONS FINANCING TRUST II [Delaware Statutory Trust] (fka New Regions Financing Trust II and survivor of merger of Regions Financing Trust II)	Birmingham, AL	6/19/2009	6/19/2009	100%	27-6104354	
REGIONS FINANCING TRUST III [Delaware Statutory Trust]	Birmingham, AL	11/20/01	11/20/01	100% Sponsor	63-6233948	NR
REGIONS FINANCING TRUST IV [Delaware Statutory Trust]	Birmingham, AL	11/20/01	11/20/01	100% Sponsor	63-6233949	NR
REGIONS FINANCING TRUST V [Delaware Statutory Trust]	Birmingham, AL	3/16/07	3/16/07	100% Sponsor	36-7478093	NR
REGIONS FINANCING TRUST VI [Delaware Statutory Trust]	Birmingham, AL	3/16/07	3/16/07	100% Sponsor	36-7478094	N/A
UNION PLANTERS CAPITAL TRUST A (dissolving)	Memphis, TN			100%		
RMK GLOBAL TIMBERLAND FUND MANAGEMENT S.a r.l.	Luxembourg	12/9/2009	8/31/2009	100%		
Regions Community Development Corporation (TN) (fka AMSOUTH COMMUNITY DEVELOPMENT CORPORATION)	Nashville, TN	11/4/06	4/24/89	Non Profit	62-0854774	
REGIONS FINANCIAL CORPORATION FOUNDATION (AL) (F/K/A AMSOUTH BANCORPORATION FOUNDATION)	Birmingham, AL	11/4/06		Non Profit	63-1144265	NR
REGIONS FOUNDATION (TN) (F/K/A AmSouth Foundation) (F/K/A Regions/AmSouth Foundation)	Nashville, TN	11/4/06	8/6/93	Non Profit	58-2071018	NR

**REPORT ITEM 4: DIRECTORS AND OFFICERS**

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company (Note 1)	(4)(b) Percentage of Voting Shares in Subsidiaries	4(c) Percentage of voting securities held in any other company, if 25% or more
All USA							
Samuel W. Bartholomew, Jr. Nashville, TN	Of Counsel of Adams and Reese LLP Law Firm	Director	Director, Regions Bank		*	N/A	See Confidential Section
George W. Bryan Memphis, TN	CEO of Old Waverly Properties, LLC (f/k/a Old Waverly Investments, LLC)	Director	Director, Regions Bank		*	N/A	See Confidential Section
Carolyn H. Byrd Atlanta, GA	Chairman and CEO, GlobalTech Financial	Director	Director, Regions Bank		*	N/A	See Confidential Section
David J. Cooper, Sr. Mobile, AL	Vice Chairman of Cooper/T Smith Corporation	Director	Director, Regions Bank		*	N/A	See Confidential Section

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company (Note 1)	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Percentage of voting securities held in any other company, if 25% or more
Earnest W. Deavenport, Jr. Kiawah Island, SC	Retired	Director, Non Executive Chairman of the Board	Director, Regions Bank; Non Executive Chairman of the Board, Regions Bank	See Confidential Section	*	N/A	N/A
Don DeFosset Tampa, FL	Retired	Director	Director, Regions Bank		*	N/A	See Confidential Section
Eric C. Fast Greenwich, CT	President and CEO of Crane Co.	Director	Director, Regions Bank		*	N/A	N/A
O.B. Grayson Hall, Jr. Birmingham, AL		President and Chief Executive Officer and Director	President and Chief Executive Officer and Director, Regions Bank Director, Morgan Keegan & Company, Inc.		*	N/A	See Confidential Section
John D. Johns Birmingham, AL	Chairman, President and CEO, Protective Life Corporation	Director	Director, Regions Bank		*	N/A	See Confidential Section

(1) Names & Address (City, State, Country)	(2) Principal Occupation If other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company (Note 1)	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Percentage of voting securities held in any other company, if 25% or more
James R. Malone Naples, FL	Founding and Managing Partner of Qorval, LLC and Boyne Capital Partners, LLC.	Director	Director, Regions Bank		*	N/A	See Confidential Section
Ruth Ann Marshall Fisher Island, FL	Retired	Director	Director, Regions Bank		*	N/A	N/A
Susan W. Matlock Birmingham, AL	President and CEO of Innovation Depot, Inc.	Director	Director, Regions Bank		*	N/A	N/A
John E. Maupin, Jr. Atlanta, GA	President of Morehouse School of Medicine	Director	Director, Regions Bank		*	N/A	N/A
Charles D. McCrary Birmingham, AL	President and CEO of Alabama Power Company	Director	Director, Regions Bank		*	N/A	See Confidential Section

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company (Note 1)	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Percentage of voting securities held in any other company, if 25% or more
John R. Roberts St. Louis, MO	Retired	Director	Director, Regions Bank	[REDACTED]	*	N/A	N/A
Lee J. Styslinger III Birmingham, AL	Chairman and CEO of Altec, Inc.	Director	Director, Regions Bank		*	N/A	See Confidential Section

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company (Note 1)	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Percentage of voting securities held in any other company, if 25% or more
David B. Edmonds Birmingham, AL	N/A	Chief Administrative Officer and Senior Executive Vice President	Chief Administrative Officer and Senior Executive Vice President, Regions Bank	N/A	*	N/A	N/A
David J. Turner, Jr. Birmingham, AL	N/A	Chief Financial Officer and Senior Executive Vice President	Chief Financial Officer and Senior Executive Vice President, Regions Bank	N/A	*	N/A	N/A
Fournier J. Gale, III Birmingham, AL	N/A	Senior Executive Vice President, General Counsel and Corporate Secretary	Senior Executive Vice President, General Counsel and Corporate Secretary, Regions Bank	See Confidential Section	*	N/A	N/A
C. Matthew Lusco Birmingham, AL	N/A	Senior Executive Vice President and Chief Risk Officer	Senior Executive Vice President and Chief Risk Officer, Regions Bank	N/A	*	N/A	N/A
John B. Owen Clanton, AL	N/A	Senior Executive Vice President, Consumer Services Group	Senior Executive Vice President, Consumer Services Group, Regions Bank; Director and Chairman, Regions Insurance Group, Inc., Director, President and CEO of Regions Insurance, Inc. and Director of Regions Insurance Services, Inc.	N/A	*	N/A	N/A

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John Asbury Birmingham, AL	N/A	Senior Executive Vice President, Business Services Group	Senior Executive Vice President, Business Services Group, Regions Bank; Director, Regions Insurance Group, Inc., Manager of RFC Financial Services Holding LLC and Regions Securities LLC	N/A	*	N/A	N/A
John C. Carson, Jr. Memphis, TN	N/A		Chief Executive Officer, Morgan Keegan & Company, Inc.	N/A	*	N/A	N/A
Brett D. Couch Tampa, FL	N/A		Senior Executive Vice President, Florida Region President, Regions Bank	N/A	*	N/A	N/A
Barb Godin Birmingham, AL	N/A		Senior Executive Vice President, Chief Credit Officer and Head of Credit Operations, Regions Bank; Director of Regions Insurance Group, Inc. (Until February 15, 2012)	N/A	*	N/A	N/A
C. Keith Herron Nashville, TN	N/A		Senior Executive Vice President, Midsouth Region President, Regions Bank; Director, Regions Investment Services, Inc.	N/A	*	N/A	N/A

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Ellen Jones Birmingham, AL	N/A		Executive Vice President, Chief Financial Officer for Business Operations and Support, Regions Bank; Director Regions Insurance Group, Inc.; Manager, RFC Financial Services Holding LLC and Regions Securities LLC	N/A	*	N/A	N/A
David R. Keenan Birmingham, AL	N/A	Senior Executive Vice President, Director of Human Resources	Senior Executive Vice President, Director of Human Resources, Regions Bank	N/A	*	N/A	N/A
Scott M. Peters Birmingham, AL	N/A		Senior Executive Vice President, Chief Marketing Officer, Regions Bank	See Confidential Section	*	N/A	N/A
William D. Ritter Birmingham, AL	N/A		Senior Executive Vice President, Wealth Management Group, Regions Bank	See Confidential Section	*	N/A	N/A
Cynthia M. Rogers Birmingham, AL		Senior Executive Vice President, Operations and Technology Group	Senior Executive Vice President, Operations and Technology Group, Regions Bank; Director, Regions Insurance Group, Inc. (effective 2-16-12)	N/A	*	N/A	N/A

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Ronald G. Smith Madison, MS			Senior Executive Vice President, Southwest Region President, Regions Bank; Director, Regions Insurance Group and Regions Investment Services, Inc.	See Confidential Section	*	N/A	See Confidential Section
John M. Turner, Jr. Mobile, AL			Senior Executive Vice President, Central Region President, Regions Bank	N/A	*	N/A	N/A

**Note 1: Regions shares beneficially owned as of March 19, 2012, including shares which could be acquired within 60 days thereof pursuant to stock options**

**\* Directors and executive officers, as a group (33 persons), held less than 1% as of March 19, 2012**