UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-K

þ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2009

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from   to

Commission File Number 000-50831

REGIONS FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**63-0589368**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

1900 Fifth Avenue North, Birmingham, Alabama 35203

(Address of principal executive offices)

Registrant s telephone number, including area code: (205) 326-5807

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, $.01 par value	New York Stock Exchange
8.875% Trust Preferred Securities of Regions Financing Trust III	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes þ No ¨

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No þ

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes þ No ¨

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. þ

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer þ	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ¨ No þ

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant s most recently completed second fiscal quarter.

Common Stock, $.01 par value $4,656,981,808 as of June 30, 2009.

Indicate the number of shares outstanding of each of the registrant s classes of common stock, as of the latest practicable date.

Common Stock, $.01 par value 1,192,645,878 shares issued and outstanding as of February 15, 2010

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the proxy statement for the Annual Meeting to be held on May 13, 2010 are incorporated by reference into Part III.

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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 2008, the Emergency Economic Stabilization Act of 2008 became law, and in February, 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, and there are a number of pending legislative and tax proposals, 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.

The impact of compensation and other restrictions imposed under the Troubled Asset Relief Program (TARP) until Regions repays the outstanding preferred stock issued under the TARP.

Possible additional loan losses and impairment of goodwill, other intangibles and valuation allowances on deferred tax assets and the impact on earnings and capital.

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 the collectability of loans.

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

Possible changes to laws and regulations, including pending limitations on service charges, may have a negative impact on non-interest income.

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.

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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.

Regions ability to ensure adequate capitalization is impacted by inherent uncertainties in forecasting credit losses.

The cost and other effects of material contingencies, including litigation contingencies.

The effects of increased competition from both banks and non-banks.

The effects of geopolitical instability and risks such as terrorist attacks.

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.

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. We assume no obligation to update or revise any forward-looking statements that are made from time to time.

See also Item 1A. Risk Factors of this Annual Report on Form 10-K.

Item 1. ***Business***

Regions Financial Corporation (together with its subsidiaries on a consolidated basis, Regions or 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, mutual funds, securities brokerage, insurance and other specialty financing. At December 31, 2009, Regions had total consolidated assets of approximately $142.3 billion, total consolidated deposits of approximately $98.7 billion and total consolidated stockholders equity of approximately $17.9 billion.

Regions is a Delaware corporation and on July 1, 2004, became the successor by merger to Union Planters Corporation and the former Regions Financial Corporation. Its principal executive offices are located at 1900 Fifth Avenue North, Birmingham, Alabama 35203, and its telephone number at that address is (205) 326-5807.

Banking Operations

Regions conducts its banking operations through Regions Bank, an Alabama chartered commercial bank that is a member of the Federal Reserve System. At December 31, 2009, Regions operated approximately 2,300 ATMs and 1,895 banking offices in Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Iowa, Kentucky, Louisiana, Mississippi, Missouri, North Carolina, South Carolina, Tennessee, Texas and Virginia.

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The following chart reflects the distribution of branch locations in each of the states in which Regions conducts its banking operations.

	Branches
Alabama	248
Arkansas	112
Florida	420
Georgia	159
Illinois	71
Indiana	66
Iowa	18
Kentucky	19
Louisiana	129
Mississippi	155
Missouri	69
North Carolina	9
South Carolina	37
Tennessee	296
Texas	84
Virginia	3
Totals	1,895

Other Financial Services Operations

In addition to its banking operations, Regions provides additional financial services through the following subsidiaries:

Morgan Keegan & Company, Inc. (Morgan Keegan), a subsidiary of Regions Financial Corporation, is a full-service regional brokerage and investment banking firm. Morgan Keegan offers products and services including securities brokerage, asset management, financial planning, mutual funds, securities underwriting, sales and trading, and investment banking. Morgan Keegan also manages the delivery of trust services, which are provided pursuant to the trust powers of Regions Bank. Morgan Keegan employs over 1,250 financial advisors offering products and services from over 320 offices located in Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Kentucky, Louisiana, Maryland, Massachusetts, Mississippi, Missouri, New York, North Carolina, South Carolina, Tennessee, Texas and Virginia.

Regions Insurance Group, Inc., a subsidiary of Regions Financial Corporation, is an insurance broker that offers insurance products through its subsidiaries Regions Insurance, Inc., headquartered in Little Rock, Arkansas, and Regions Insurance Services, Inc., headquartered in Memphis, Tennessee. Through its insurance brokerage operations in Alabama, Arkansas, Indiana, Louisiana, Missouri, Mississippi, Tennessee and Texas, Regions Insurance, Inc. offers insurance coverage for various lines of personal and commercial insurance, such as property, casualty, life, health and accident insurance. Regions Insurance Services, Inc. offers credit-related insurance products, such as title, term life, credit life, environmental, crop and mortgage insurance, as well as debt cancellation products to customers of Regions. With $111 million in annual revenues and 30 offices in eight states, Regions Insurance Group, Inc. is one of the largest insurance brokers in the United States.

Regions has several subsidiaries and affiliates which are agents or reinsurers of credit life insurance products relating to the activities of certain affiliates of Regions.

Regions Equipment Finance Corporation, a subsidiary of Regions Bank, provides domestic and international equipment financing products, focusing on commercial clients.

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Acquisition Program

A substantial portion of the growth of Regions from its inception as a bank holding company in 1971 has been through the acquisition of other financial institutions, including commercial banks and thrift institutions, and the assets and deposits of those financial institutions. As part of its ongoing strategic plan, Regions continually evaluates business combination opportunities. Any future business combination or series of business combinations that Regions might undertake may be material, in terms of assets acquired or liabilities assumed, to Regions financial condition. Historically, business combinations in the financial services industry have typically involved the payment of a premium over book and market values. This practice could result in dilution of book value and net income per share for the acquirer.

Segment Information

Reference is made to Note 23 Business Segment Information to the consolidated financial statements included under Item 7. of this Annual Report on Form 10-K for information required by this item.

Supervision and Regulation

Introduction

Regions and its subsidiaries are subject to the extensive regulatory framework applicable to bank holding companies and their subsidiaries. Regulation of financial institutions such as Regions and its subsidiaries is intended primarily for the protection of depositors, the deposit insurance fund of the Federal Deposit Insurance Corporation (FDIC) and the banking system as a whole, and generally is not intended for the protection of stockholders or other investors. Described below are the material elements of selected laws and regulations applicable to Regions and its subsidiaries. The descriptions are not intended to be complete and are qualified in their entirety by reference to the full text of the statutes and regulations described. As of the date of this document, substantial changes to the regulatory framework applicable to Regions and its subsidiaries are being considered by Congress and by U.S. bank regulatory agencies. For a discussion of such proposed changes, please see Recent Regulatory Developments below. Changes in applicable law or regulation, and in their application by regulatory agencies, cannot be predicted, but they may have a material effect on the business and results of Regions and its subsidiaries.

Regions is a bank holding company, registered with the Board of Governors of the Federal Reserve System (the Federal Reserve) and a financial holding company under the Bank Holding Company Act of 1956, as amended (BHC Act). As such, Regions and its subsidiaries are subject to the supervision, examination and reporting requirements of the BHC Act and the regulations of the Federal Reserve.

Under the BHC Act, an eligible bank holding company may elect to be a financial holding company and thereafter may engage in a range of activities that are financial in nature and that are not permissible for bank holding companies that are not financial holding companies. A financial holding company may engage directly or through a subsidiary in the statutorily authorized activities of securities dealing, underwriting and market making, insurance underwriting and agency activities, merchant banking and insurance company portfolio investments. A financial holding company also may engage in any activity that the Federal Reserve determines by rule or order to be financial in nature, incidental to such financial activity, or complementary to a financial activity and that does not pose a substantial risk to the safety and soundness of an institution or to the financial system generally.

In addition to these activities, a financial holding company may engage in those activities permissible for a bank holding company that has not elected to be treated as a financial holding company, including factoring accounts receivable, acquiring and servicing loans, leasing personal property, performing certain data processing services, acting as agent or broker in selling credit life insurance and certain other types of insurance in connection with credit transactions and conducting certain insurance underwriting activities. The BHC Act does not place territorial limitations on permissible non-banking activities of bank holding companies. The Federal

Reserve has the power to order any bank holding company or its subsidiaries to terminate any activity or to terminate its ownership or control of any subsidiary when the Federal Reserve has reasonable grounds to believe that continuation of such activity or such ownership or control constitutes a serious risk to the financial soundness, safety or stability of any bank subsidiary of the bank holding company.

The BHC Act provides generally for umbrella regulation of financial holding companies by the Federal Reserve, and for functional regulation of banking activities by bank regulators, securities activities by securities regulators, and insurance activities by insurance regulators.

For a bank holding company to be eligible for financial holding company status, all of its subsidiary insured depository institutions must be well capitalized and well managed. A bank holding company may become a financial holding company by filing a declaration with the Federal Reserve that it elects to become a financial holding company. The Federal Reserve must deny expanded authority to any bank holding company with a subsidiary insured depository institution that received less than a satisfactory rating on its most recent Community Reinvestment Act of 1977 (the CRA) review as of the time it submits its declaration. If, after becoming a financial holding company and undertaking activities not permissible for a bank holding company that is not a financial holding company, the company fails to continue to meet any of the prerequisites for financial holding company status, the company must enter into an agreement with the Federal Reserve to comply with all applicable capital and management requirements. If the company does not return to compliance within 180 days, the Federal Reserve may order the company to divest its subsidiary banks or the company may discontinue or divest investments in companies engaged in activities permissible only for a bank holding company that has elected to be treated as a financial holding company.

The BHC Act requires every bank holding company to obtain the prior approval of the Federal Reserve before: (1) it may acquire direct or indirect ownership or control of any voting shares of any bank or savings and loan association, if after such acquisition, the bank holding company will directly or indirectly own or control 5.0% or more of the voting shares of the institution; (2) it or any of its subsidiaries, other than a bank, may acquire all or substantially all of the assets of any bank or savings and loan association; or (3) it may merge or consolidate with any other bank holding company.

The BHC Act further provides that the Federal Reserve may not approve any transaction that would result in a monopoly or would be in furtherance of any combination or conspiracy to monopolize or attempt to monopolize the business of banking in any section of the United States, or the effect of which may be substantially to lessen competition or to tend to create a monopoly in any section of the country, or that in any other manner would be in restraint of trade, unless the anticompetitive effects of the proposed transaction are clearly outweighed by the public interest in meeting the convenience and needs of the community to be served. The Federal Reserve is also required to consider the financial and managerial resources and future prospects of the bank holding companies and banks concerned and the convenience and needs of the community to be served. Consideration of financial resources generally focuses on capital adequacy, and consideration of convenience and needs issues includes the parties performance under the CRA, both of which are discussed below. In addition, the Federal Reserve must take into account the institutions effectiveness in combating money laundering.

Regions Bank is a member of the FDIC, and, as such, its deposits are insured by the FDIC to the extent provided by law. Regions Bank is an Alabama state-chartered bank and is a member of the Federal Reserve System. It is generally subject to supervision and examination by both the Federal Reserve and the Alabama Department of Banking and subject to numerous statutes and regulations that affect its business activities and operations. The Federal Reserve and the Alabama Department of Banking regularly examine the operations of Regions Bank and are given authority to approve or disapprove mergers, consolidations, the establishment of branches and similar corporate actions. The federal and state banking regulators also have the power to prevent the continuance or development of unsafe or unsound banking practices or other violations of law. Various consumer laws and regulations also affect the operations of Regions Bank. In addition, commercial banks are affected significantly by the actions of the Federal Reserve as it attempts to control money and credit availability in order to influence the economy.

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For further discussion regarding the general regulatory environment applicable to Regions and its subsidiaries, please see General Regulatory Framework below.

Recent Regulatory Developments

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 June 30, 2010, regardless of the standard maximum deposit insurance amounts. Although the transaction account guarantee program was originally scheduled to expire on December 31, 2009, the FDIC implemented a final rule, effective as of October 1, 2009, extending the transaction account guarantee program by six months until June 30, 2010 (subject to the option of participating institutions to opt out of such six-month extension). Regions Bank did not choose to opt out of the six-month extension.

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. Under the debt guarantee component of the TLGP, the FDIC will pay the unpaid principal and/or interest on such FDIC-guaranteed debt instruments upon the uncured failure of Regions Bank to make a timely payment of principal and/or interest. 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. The deadline to issue debt guaranteed by the FDIC under the debt guarantee component of the TLGP has expired and, therefore, neither Regions nor Regions Bank may in the future issue any new securities guaranteed under such program.

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 $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, as amended by the American Recovery and Reinvestment Act of 2009. Regions has reduced its quarterly dividend to $0.01 per share and does not expect to increase its quarterly dividend above such level for the foreseeable future.

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 earmarked 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 included: (i) a capital assistance program that has invested in convertible preferred stock of certain qualifying institutions, (ii) a consumer and business lending

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initiative to fund new consumer loans, small business loans and commercial mortgage asset-backed securities issuances, (iii) a public-private investment fund intended to 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, pursuant to the Federal Reserve s Supervisory Capital Assessment Program (the SCAP), all banking institutions with assets over $100 billion, such as Regions, were required to undergo a comprehensive stress test to determine if they had sufficient capital to continue lending and to absorb losses that could result from a more severe decline in the economy than projected. Pursuant to such stress test, it was determined that Regions was required to raise additional capital. Regions fulfilled the SCAP requirement primarily through the issuance of common and preferred securities. The Company s public equity offering of common stock, announced May 20, 2009, resulted in the issuance of 460 million shares at $4 per share, generating proceeds of approximately $1.8 billion, net of issuance costs. At the same date, the Company issued 287,500 shares of mandatory convertible preferred stock, Series B, generating net proceeds of $278 million. In addition to these offerings, the Company exchanged approximately 33 million common shares for $202 million of outstanding 6.625% trust preferred securities issued by an affiliated Trust. The Company also sold shares in Visa Inc. and other securities, which generated additional capital.

Regulatory Reform. In June of 2009, the current administration proposed a wide range of regulatory reforms that, if enacted, may have significant effects on the financial services industry in the United States. Significant aspects of the current administration s proposals included, among other things, proposals (i) that any financial firm whose combination of size, leverage and interconnectedness could pose a threat to financial stability (known as Tier 1 FHCs) be subject to certain enhanced regulatory requirements, as discussed below, (ii) that federal bank regulators require loan originators or sponsors to retain part of the credit risk of securitized exposures, (iii) that there be increased regulation of broker-dealers and investment advisers, (iv) for the creation of a federal consumer financial protection agency that would have broad authority to regulate providers of credit, savings, payment and other consumer financial products and services, (v) that there be comprehensive regulation of OTC derivatives, (vi) that the controls on the ability of banking institutions to engage in transactions with affiliates be tightened, and (vii) that financial holding companies (such as Regions) be required to be well-capitalized and well managed on a consolidated basis.

The U.S. Congress, state lawmaking bodies and federal and state regulatory agencies continue to consider a number of wide-ranging and comprehensive proposals for altering the structure, regulation and competitive relationships of the nation s financial institutions, including rules and regulations related to the broad range of reform proposals set forth by the current administration described above. Separate comprehensive financial reform bills intended to address the proposals set forth by the current administration were introduced in both houses of Congress in the second half of 2009 and remain under review by both the U.S. House of Representatives and the U.S. Senate. In addition, both the U.S. Treasury Department and the Basel Committee on Banking Supervision (the Basel Committee) have issued policy statements regarding proposed significant changes to the regulatory capital framework applicable to banking organizations. For a discussion of such proposals, please see General Regulatory Framework Capital Adequacy below.

It cannot be predicted whether or in what form further legislation and/or regulations may be adopted or the extent to which Regions business may be affected thereby.

Tier 1 FHC Status. As noted above, the current administration has proposed that so-called Tier 1 FHCs be subject to certain enhanced regulatory requirements. If Regions were deemed to be a Tier 1 FHC, it would be subject to such requirements. Among other things, Tier 1 FHCs would be subject to stricter and more conservative capital, liquidity and risk management standards, a new prompt corrective action regime (similar to that which already exists for insured depository institutions), enhanced public disclosures, and a requirement that they have in place a credible plan for the rapid resolution of the firm in the event of severe financial distress. There would also be a focus on the sufficiency of high-quality capital in stressed economic scenarios. Moreover,

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Tier 1 FHC subsidiaries (whether regulated or unregulated) would be subject to consolidated supervision by the Federal Reserve, although functionally regulated subsidiaries (such as banks and broker-dealers) would continue to be supervised by their primary federal regulators.

Incentive Compensation. On October 22, 2009, the Federal Reserve issued a comprehensive proposal on incentive compensation policies (the Incentive Compensation Proposal) intended to ensure that the incentive compensation policies of banking organizations do not undermine the safety and soundness of such organizations by encouraging excessive risk-taking. The Incentive Compensation Proposal, which covers all employees that have the ability to materially affect the risk profile of an organization, either individually or as part of a group, is based upon the key principles that a banking organization s incentive compensation arrangements should (i) provide incentives that do not encourage risk-taking beyond the organization s ability to effectively identify and manage risks, (ii) be compatible with effective internal controls and risk management, and (iii) be supported by strong corporate governance, including active and effective oversight by the organization s board of directors. Any deficiencies in compensation practices that are identified may be incorporated into the organization s supervisory ratings, which can affect its ability to make acquisitions or perform other actions. The Incentive Compensation Proposal provides that enforcement actions may be taken against a banking organization if its incentive compensation arrangements or related risk-management control or governance processes pose a risk to the organization s safety and soundness and the organization is not taking prompt and effective measures to correct the deficiencies. In addition, on January 12, 2010, the FDIC announced that it would seek public comment on whether banks with compensation plans that encourage risky behavior should be charged higher deposit assessment rates than such banks would otherwise be charged.

The scope and content of the U.S. banking regulators policies on executive compensation are continuing to develop and are likely to continue evolving in the near future. It cannot be determined at this time whether compliance with such policies will adversely affect the ability of Regions and its subsidiaries to hire, retain and motivate their key employees.

Financial Crisis Responsibility Fees. On January 14, 2010, the current administration announced a proposal to impose a fee (the Financial Crisis Responsibility Fee) on those financial institutions that benefited from recent actions taken by the U.S. government to stabilize the financial system. If implemented as initially proposed, the Financial Crisis Responsibility Fee will be applied to firms with over $50 billion in consolidated assets, and, therefore, by its terms would apply to Regions. The Financial Crisis Responsibility Fee would be collected by the Internal Revenue Service and would be approximately fifteen basis points, or 0.15%, of an amount calculated by subtracting a covered institution s Tier 1 capital and FDIC-assessed deposits (and/or an adjustment for insurance liabilities covered by state guarantee funds) from such institution s total assets.

The Financial Crisis Responsibility Fee, if implemented as proposed by the current administration, would go into effect on June 30, 2010 and remain in place for at least ten years. The U.S. Treasury would be asked to report after five years on the effectiveness of the Financial Crisis Responsibility Fee as well as its progress in repaying projected losses to the U.S. government as a result of the TARP. If losses to the U.S. government as a result of TARP have not been recouped after ten years, the Financial Crisis Responsibility Fee would remain in place until such losses have been recovered.

General Regulatory Framework

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 Tier 1 Capital, which currently consists 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. Currently, 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. On January 28, 2010, the U.S. bank regulatory agencies announced a final rule that, among other things, provides for an optional two-quarter delay, followed by an optional two-quarter phase-in, of the application of the agencies regulatory limit on the inclusion of the allowance for loan and lease losses in Tier 2 Capital for the portion of such allowances that is associated with the assets a banking organization consolidates as a result of certain changes to GAAP.

The minimum guideline to be considered well capitalized for Tier 1 Capital and Total Capital is 6.0% and 10.0%, respectively. At December 31, 2009, Regions consolidated Tier 1 Capital ratio was 11.54% and its Total Capital ratio was 15.78%. The elements currently comprising Tier 1 Capital and Tier 2 Capital and the minimum Tier 1 Capital and Total Capital ratios may in the future be subject to change, as discussed in greater detail below.

In addition, the Federal Reserve has established minimum leverage ratio guidelines to be considered well capitalized 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, 2009 was 8.90%.

In connection with the SCAP, banking regulators began supplementing their assessment of the capital adequacy of a bank based on tangible common stockholders equity and a variation of Tier 1 Capital, known as Tier 1 common equity. While not formally defined, analysts and banking regulators have assessed Regions capital adequacy using the tangible common stockholders equity and/or the Tier 1 common equity measure. Because tangible common stockholders equity and Tier 1 common equity are not formally defined by GAAP or formalized in the federal banking regulations, these measures are considered to be non-GAAP financial measures and other entities may calculate them differently than Regions disclosed calculations (see the GAAP to Non-GAAP Reconciliation section of Item 6. Management s Discussion and Analysis of Financial Condition and Results of Operation of this Annual Report on Form 10-K for further details).

The guidelines also provide that bank holding companies experiencing internal growth or making acquisitions will be expected to maintain strong capital positions substantially above the minimum supervisory levels without significant reliance on intangible assets. Furthermore, the Federal Reserve has indicated that it will consider a tangible Tier 1 Capital leverage ratio (deducting all intangibles) and other indicators of capital strength in evaluating proposals for expansion or new activities.

A subsidiary bank is subject to substantially similar risk-based and leverage capital requirements as those applicable to Regions. Regions Bank was in compliance with applicable minimum capital requirements as of December 31, 2009. Neither Regions nor Regions Bank has been advised by any federal banking agency of any specific minimum capital ratio requirement applicable to it as of December 31, 2009.

Failure to meet capital guidelines could subject a bank to a variety of enforcement remedies, including the termination of deposit insurance by the FDIC, and to certain restrictions on its business. See Regulatory Remedies under the FDIA below.

In 2004, the Basel Committee on Banking Supervision published a new set of risk-based capital standards (Basel II) in order to update the original international capital standards that had been put in place in 1988 (Basel I). Basel II provides two approaches for setting capital standards for credit risk an internal ratings-based approach tailored to individual institutions circumstances and a standardized approach that bases risk-weighting on external credit assessments to a much greater extent than permitted in the existing risk-based capital guidelines. Basel II also would set capital requirements for operational risk and refine the existing capital requirements for market risk exposures. The U.S. banking and thrift agencies are developing proposed revisions to their existing capital adequacy regulations and standards based on Basel II. A definitive final rule for implementing the advanced approaches of Basel II in the United States, which applies only to internationally active banking organizations, or core banks (defined as those with consolidated total assets of $250 billion or more or consolidated on-balance sheet foreign exposures of $10 billion or more) became effective on April 1, 2008. Other U.S. banking organizations may elect to adopt the requirements of this rule (if they meet applicable qualification requirements), but are not required to comply. The rule also allows a banking organization s primary federal supervisor to determine that application of the rule would not be appropriate in light of the bank s asset size, level of complexity, risk profile or scope of operations. Regions Bank is currently not required to comply with Basel II.

In July 2008**,** the U.S. bank regulatory agencies issued a proposed rule that would provide banking organizations that do not use the advanced approaches with the option to implement a new risk-based capital framework. This framework would adopt the standardized approach of Basel II for credit risk, the basic indicator approach of Basel II for operational risk, and related disclosure requirements. While this proposed rule generally parallels the relevant approaches under Basel II, it diverges where United States markets have unique characteristics and risk profiles, most notably with respect to risk weighting residential mortgage exposures. Comments on the proposed rule were due to the agencies by October 27, 2008, but a definitive final rule had not been issued as of December 31, 2009. The proposed rule, if adopted, would replace the agencies earlier proposed amendments to existing risk-based capital guidelines to make them more risk sensitive (formerly referred to as the Basel I-A approach).

On September 3, 2009, the United States Treasury Department issued a policy statement (the Treasury Policy Statement) entitled Principles for Reforming the U.S. and International Regulatory Capital Framework for Banking Firms. The Treasury Policy Statement was developed in consultation with the U.S. bank regulatory agencies and sets forth eight core principles intended to shape a new international capital accord. Six of the core principles relate directly to bank capital requirements. The Treasury Policy Statement contemplates changes to the existing regulatory capital regime that would involve substantial revisions to, if not replacement of, major parts of the Basel I and Basel II capital frameworks and affect all regulated banking organizations and other systemically important institutions. The Treasury Policy Statement repeatedly calls for higher and stronger capital requirements for Tier 1 FHCs that are deemed to pose a risk to financial stability due to their combination of size, leverage, interconnectedness and liquidity risk. It is possible that Regions would be deemed a Tier 1 FHC and subject to such heightened capital requirements if implemented.

The Treasury Policy Statement suggested that changes to the regulatory capital framework be phased in over a period of several years. The recommended schedule provides for a comprehensive international agreement by December 31, 2010, with the implementation of reforms by December 31, 2012, although it does remain possible that U.S. bank regulatory agencies could officially adopt, or informally implement, new capital standards at an earlier date.

Following the issuance of the Treasury Policy Statement on December 17, 2009, the Basel Committee issued a set of proposals (the Capital Proposals) that would significantly revise the definitions of Tier 1 Capital and Tier 2 Capital, with the most significant changes being to Tier 1 Capital. Most notably, the Capital Proposals would disqualify certain structured capital instruments, such as trust preferred securities, from Tier 1 Capital status. The Capital Proposals would also re-emphasize that common equity is the predominant component of Tier 1 Capital by adding a minimum common equity to risk-weighted assets ratio and requiring that goodwill, general intangibles and certain other items that currently must be deducted from Tier 1 Capital instead be deducted from common equity as a component of Tier 1 Capital. The Capital Proposals also leave open the possibility that the Basel Committee will recommend changes to the minimum Tier 1 Capital and Total Capital ratios of 4.0% and 8.0%, respectively.

Concurrently with the release of the Capital Proposals, the Basel Committee also released a set of proposals related to liquidity risk exposure (the Liquidity Proposals, and together with the Capital Proposals, the 2009 Basel Committee Proposals). The Liquidity Proposals have three key elements, including the implementation of (i) a liquidity coverage ratio designed to ensure that a bank maintains an adequate level of unencumbered, high-quality assets sufficient to meet the bank s liquidity needs over a 30-day time horizon under an acute liquidity stress scenario, (ii) a net stable funding ratio designed to promote more medium and long-term funding of the assets and activities of banks over a one-year time horizon, and (iii) a set of monitoring tools that the Basel Committee indicates should be considered as the minimum types of information that banks should report to supervisors and that supervisors should use in monitoring the liquidity risk profiles of supervised entities.

Comments on the 2009 Basel Committee Proposals are due by April 16, 2010, with the expectation that the Basel Committee will release a comprehensive set of proposals by December 31, 2010 and that final provisions will be implemented by December 31, 2012. The U.S. bank regulators have urged comment on the 2009 Basel Committee Proposals. Ultimate implementation of such proposals in the U.S. will be subject to the discretion of the U.S. bank regulators, and the regulations or guidelines adopted by such agencies may, of course, differ from the 2009 Basel Committee Proposals and other proposals that the Basel Committee may promulgate in the future.

Safety and Soundness Standards. The Federal Deposit Insurance Act (the FDIA) requires the federal bank regulatory agencies to prescribe standards, by regulations or guidelines, relating to internal controls, information systems and internal audit systems, loan documentation, credit underwriting, interest rate risk exposure, asset growth, asset quality, earnings, stock valuation and compensation, fees and benefits, and such other operational and managerial standards as the agencies deem appropriate. Guidelines adopted by the federal bank regulatory agencies establish general standards relating to internal controls and information systems, internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth and compensation, fees and benefits. In general, the guidelines require, among other things, appropriate systems and practices to identify and manage the risk and exposures specified in the guidelines. The guidelines prohibit excessive compensation as an unsafe and unsound practice and describe compensation as excessive when the amounts paid are unreasonable or disproportionate to the services performed by an executive officer, employee, director or principal stockholder. In addition, the agencies adopted regulations that authorize, but do not require, an agency to order an institution that has been given notice by an agency that it is not satisfying any of such safety and soundness standards to submit a compliance plan. If, after being so notified, an institution fails to submit an acceptable compliance plan or fails in any material respect to implement an acceptable compliance plan, the agency must issue an order directing action to correct the deficiency and may issue an order directing other actions of the types to which an undercapitalized institution is subject under the prompt corrective action provisions of FDIA. See Regulatory Remedies under the FDIA below. If an institution fails to comply with such an order, the agency may seek to enforce such order in judicial proceedings and to impose civil money penalties.

Regulatory Remedies under the FDIA. The FDIA establishes a system of regulatory remedies to resolve the problems of undercapitalized institutions. The federal banking regulators have established five capital categories (well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized) and must take certain mandatory supervisory actions, and are authorized to take

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other discretionary actions, with respect to institutions in the three undercapitalized categories, the severity of which will depend upon the capital category in which the institution is placed. Generally, subject to a narrow exception, the FDIA requires the banking regulator to appoint a receiver or conservator for an institution that is critically undercapitalized. The federal banking agencies have specified by regulation the relevant capital level for each category.

Under the agencies rules implementing the FDIA s remedy provisions, an institution that (1) has a Total Capital ratio of 10.0% or greater, a Tier 1 Capital ratio of 6.0% or greater, and a Leverage Ratio of 5.0% or greater and (2) is not subject to any written agreement, order, capital directive or regulatory remedy directive issued by the appropriate federal banking agency is deemed to be well capitalized. An institution with a Total Capital ratio of 8.0% or greater, a Tier 1 Capital ratio of 4.0% or greater, and a Leverage Ratio of 4.0% or greater is considered to be adequately capitalized. A depository institution that has a Total Capital ratio of less than 8.0%, a Tier 1 Capital ratio of less than 4.0%, or a Leverage Ratio of less than 4.0% is considered to be undercapitalized. An institution that has a Total Capital ratio of less than 6.0%, a Tier 1 Capital ratio of less than 3.0%, or a Leverage Ratio of less than 3.0% is considered to be significantly undercapitalized, and an institution that has a tangible equity capital to assets ratio equal to or less than 2.0% is deemed to be critically undercapitalized. For purposes of the regulation, the term tangible equity includes core capital elements counted as Tier 1 Capital for purposes of the risk-based capital standards plus the amount of outstanding cumulative perpetual preferred stock (including related surplus), minus all intangible assets with certain exceptions. A depository institution may be deemed to be in a capitalization category that is lower than is indicated by its actual capital position if it receives an unsatisfactory examination rating.

An institution that is categorized as undercapitalized, significantly undercapitalized or critically undercapitalized is required to submit an acceptable capital restoration plan to its appropriate federal banking regulator. Under the FDIA, in order for the capital restoration plan to be accepted by the appropriate federal banking agency, a bank holding company must guarantee that a subsidiary depository institution will comply with its capital restoration plan, subject to certain limitations. The bank holding company must also provide appropriate assurances of performance. The obligation of a controlling bank holding company under the FDIA to fund a capital restoration plan is limited to the lesser of 5.0% of an undercapitalized subsidiary s assets or the amount required to meet regulatory capital requirements. An undercapitalized institution is also generally prohibited from increasing its average total assets, making acquisitions, establishing any branches or engaging in any new line of business, except in accordance with an accepted capital restoration plan or with the approval of the FDIC. In addition, the appropriate federal banking agency is given authority with respect to any undercapitalized depository institution to take any of the actions it is required to or may take with respect to a significantly undercapitalized institution as described below if it determines that those actions are necessary to carry out the purpose of the FDIA.

Institutions that are significantly undercapitalized or undercapitalized and either fail to submit an acceptable capital restoration plan or fail to implement an approved capital restoration plan may be subject to a number of requirements and restrictions, including orders to sell sufficient voting stock to become adequately capitalized, requirements to reduce total assets and cessation of receipt of deposits from correspondent banks. Critically undercapitalized depository institutions are subject to appointment of a receiver or conservator.

At December 31, 2009, Regions Bank had the requisite capital levels to qualify as well capitalized.

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.

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As to the payment of dividends, Regions Bank is subject to the laws of the state of Alabama, and the regulations of the Alabama State Banking Department, and 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 bank 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 bank regulatory 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 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 above. 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 and our $1.3 billion loss in 2009, 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 losses in 2008 and 2009, 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, 2009, Regions had $8.0 billion of cash and cash equivalents on a consolidated basis, of which $4.1 billion is attributable to the parent company. These funds are 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 $48 million and preferred cash dividends of approximately $202 million for the full year 2010. Expected long-term borrowings maturities in 2010 are approximately $5.5 billion.

Although Regions currently has capacity to make common dividend payments in 2010, 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. 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. Regions has reduced its quarterly dividend to $0.01 per share and does not expect to increase its quarterly dividend above such level for the foreseeable future. Preferred dividends are to be paid in accordance with the terms of the CPP and Regions Mandatory Convertible Preferred Stock, Series B. See Item 1A. Risk Factors of this Annual Report on Form 10-K for additional information.

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 $0.10 per

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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. Regions has reduced its quarterly dividend to $0.01 per share and does not expect to increase its quarterly dividend above such level for the foreseeable future.

Support of Subsidiary Banks. Under Federal Reserve policy, Regions is expected to act as a source of financial strength to, and to commit resources to support, its subsidiary bank. This support may be required at times when, absent such Federal Reserve policy, Regions may not be inclined to provide it. In addition, any capital loans by a bank holding company to its subsidiary bank are subordinate in right of payment to deposits and to certain other indebtedness of such subsidiary bank. In the event of a bank holding company s bankruptcy, any commitment by the bank holding company to a federal bank regulatory agency to maintain the capital of a subsidiary bank will be assumed by the bankruptcy trustee and entitled to a priority of payment.

Cross-Guarantee Provisions. Each insured depository institution controlled (as defined in the BHC Act) by the same bank holding company can be held liable to the FDIC for any loss incurred, or reasonably expected to be incurred, by the FDIC due to the default of any other insured depository institution controlled by that holding company and for any assistance provided by the FDIC to any of those banks that is in danger of default. Such a cross-guarantee claim against a depository institution is generally superior in right of payment to claims of the holding company and its affiliates against that depository institution. At this time, Regions Bank is the only insured depository institution controlled by Regions for this purpose. If in the future, however, Regions were to control other insured depository institutions, such cross-guarantee would apply to all such insured depository institutions.

Transactions with Affiliates. There are various legal restrictions on the extent to which Regions and its non-bank subsidiaries may borrow or otherwise obtain funding from Regions Bank. Under Sections 23A and 23B of the Federal Reserve Act and the Federal Reserve s Regulation W, Regions Bank (and its subsidiaries) may only engage in lending and other covered transactions with non-bank and non-savings bank affiliates to the following extent: (a) in the case of any single such affiliate, the aggregate amount of covered transactions of Regions Bank and its subsidiaries may not exceed 10% of the capital stock and surplus of Regions Bank; and (b) in the case of all affiliates, the aggregate amount of covered transactions of Regions Bank and its subsidiaries may not exceed 20% of the capital stock and surplus of Regions Bank. Covered transactions also are subject to certain collateralization requirements. Covered transactions are defined by statute to include a loan or extension of credit, as well as a purchase of securities issued by an affiliate, a purchase of assets (unless otherwise exempted by the Federal Reserve) from the affiliate, the acceptance of securities issued by the affiliate as collateral for a loan, and the issuance of a guarantee, acceptance or letter of credit on behalf of an affiliate. All covered transactions, including certain additional transactions (such as transactions with a third party in which an affiliate has a financial interest), must be conducted on market terms.

FDIC Insurance Assessments. Regions Bank pays deposit insurance premiums to the FDIC based on an assessment rate established by the FDIC. FDIC rates generally depend upon a combination of regulatory ratings and financial ratios. Regulatory ratings reflect the applicable bank regulatory agency s evaluation of the financial institution s capital, asset quality, management, earnings, liquidity and sensitivity to risk. On February 27, 2009, the FDIC issued a final rule (the New Assessments Rule) modifying the risk-based assessment system. The New Assessments Rule provides that the assessment rate for large institutions that have long-term debt issuer ratings will be determined using a combination of the institution s weighted average regulatory ratings, its long-term debt issuer ratings and the institution s financial ratios, each equally weighted. The New Assessments Rule also introduced a new financial ratio into the relevant set of calculations that is intended to capture certain brokered deposits (in excess of 10% of domestic deposits) that are used to fund rapid asset growth.

Initially, assessment rates for institutions that are in the lowest risk category, generally varied from five to seven basis points per $100 of insured deposits. On December 16, 2008, however, the FDIC adopted a final rule, effective as of January 1, 2009, increasing risk-based assessment rates uniformly by seven basis points (on an annual basis) for the first quarter of 2009. The New Assessment Rule increases initial base assessment rates (beginning April 1, 2009) to twelve to forty-five basis points per $100 of insured deposits. Such base assessment rates are subject to adjustments based upon the institution s ratio of (i) long-term unsecured debt to its domestic deposits, (ii) secured liabilities to domestic deposits and (iii) brokered deposits to domestic deposits (if greater than 10%). The stated purposes of the New Assessments Rule is to make the assessment system more sensitive to risk and more fair by limiting the subsidization of riskier institutions by safer institutions.

In addition, on November 17, 2009, the FDIC implemented a final rule requiring insured institutions, such as Regions Bank, to prepay their estimated quarterly risk-based assessments for the fourth quarter of 2009, and for all of 2010, 2011 and 2012. Such prepaid assessments were paid on December 30, 2009, along with each institution s quarterly risk-based deposit insurance assessment for the third quarter of 2009 (assuming 5% annual growth in deposits between the third quarter of 2009 and the end of 2012 and taking into account, for 2011 and 2012, the annualized three basis point increase referred to in the following paragraph). The FDIC will begin to draw down an institution s prepaid assessments on March 30, 2010, representing payment for the regular quarterly risk-based assessment for the fourth quarter of 2009.

The FDIA, as amended by the Federal Deposit Insurance Reform Act of 2005 (the FDI Reform Act), requires the FDIC to set a ratio of deposit insurance reserves to estimated insured deposits, the designated reserve ratio (the DRR), for a particular year within a range of 1.15% to 1.50%. Because the reserve ratio for the federal deposit insurance fund that covers both banks and savings associations (the DIF) ratio fell below 1.15% as of June 30, 2008, and was expected to remain below 1.15%, the FDI Reform Act required the FDIC to establish and implement a Restoration Plan that would restore the reserve ratio to at least 1.15% within five years. In October of 2008, the FDIC adopted such a restoration plan (the Restoration Plan). In February of 2009, in light of the extraordinary challenges facing the banking industry, the FDIC amended the Restoration Plan to allow seven years for the reserve ratio to return to 1.15%. In May of 2009, the FDIC adopted a final rule that imposed a five basis point special assessment on each institution s assets minus Tier 1 capital (as of June 30, 2009). Such special assessment was collected on September 30, 2009. In October of 2009, the FDIC passed a final rule extending the term of the Restoration Plan to eight years. Such final rule also included a provision that implements a uniform three basis point increase in assessment rates, effective January 1, 2011, to help ensure that the reserve ratio returns to at least 1.15% within the eight year period called for by the Restoration Plan. The FDIC will, at least semi-annually, update its income and loss projections for the DIF and, if necessary to bring the DIF reserve ratio back to at least 1.15% by the end of the eight year period of the Restoration Plan, propose rules to further increase assessment rates. See also Recent Regulatory Developments Incentive Compensation above.

Under the FDI Reform Act and the FDIC s revised premium assessment program, every FDIC-insured institution will pay some level of deposit insurance assessments regardless of the level of the DRR. We cannot predict whether, as a result of an adverse change in economic conditions or other reasons, the FDIC will in the future further increase deposit insurance assessment levels. The FDIC also adopted rules providing for a one-time credit assessment to each eligible insured depository institution based on the assessment base of the institution on December 31, 1996. The credit was allowed to be applied against the institution s 2007 assessment, and for the three years thereafter the institution was allowed to apply the credit against up to 90% of its assessment. Regions Bank qualified for a credit of approximately $110 million, of which $34 million was applied in 2007, $41 million in 2008, and the remaining balance of $35 million in 2009, thereby exhausting the credit. For more information, see the Bank Regulatory Capital Requirements section of Item 6. Management s Discussion and Analysis of Financial Condition and Results of Operation of this Annual Report on Form 10-K.

In addition, the Deposit Insurance Funds Act of 1996 authorized the Financing Corporation (FICO) to impose assessments on DIF applicable deposits in order to service the interest on FICO s bond obligations from deposit insurance fund assessments. The amount assessed on individual institutions by FICO will be in addition to the amount, if any, paid for deposit insurance according to the FDIC s risk-related assessment rate schedules. FICO assessment rates may be adjusted quarterly to reflect a change in assessment base. The FICO annual assessment rate for the fourth quarter of 2009 was 1.02 cents per $100 deposits and will rise to 1.06 cents per $100 deposits for the first quarter of 2010. Regions Bank had a FICO assessment of $9 million in FDIC deposit premiums in 2009.

Under the FDIA, insurance of deposits may be terminated by the FDIC upon a finding that the institution has engaged in unsafe and unsound practices, is in an unsafe or unsound condition to continue operations, or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC.

Depositor Preference. The Omnibus Budget Reconciliation Act of 1993 provides that deposits and certain claims for administrative expenses and employee compensation against an insured depository institution would be afforded a priority over other general unsecured claims against such an institution in the liquidation or other resolution of such an institution by any receiver.

Regulation of Morgan Keegan. As a registered investment adviser and broker-dealer, Morgan Keegan is subject to regulation and examination by the Securities and Exchange Commission (SEC), the Financial Industry Regulatory Authority (FINRA), the New York Stock Exchange (NYSE) and other self-regulatory organizations (SROs), which may affect its manner of operation and profitability. Such regulations cover a broad range of subject matter. Rules and regulations for registered broker-dealers cover such issues as: capital requirements; sales and trading practices; use of client funds and securities; the conduct of directors, officers and employees; record-keeping and recording; supervisory procedures to prevent improper trading on material non-public information; qualification and licensing of sales personnel; and limitations on the extension of credit in securities transactions. Rules and regulations for registered investment advisers include limitations on the ability of investment advisers to charge performance-based or non-refundable fees to clients, record-keeping and reporting requirements, disclosure requirements, limitations on principal transactions between an adviser or its affiliates and advisory clients, and anti-fraud standards.

Morgan Keegan is subject to the net capital requirements set forth in Rule 15c3-1 of the Securities Exchange Act of 1934. The net capital requirements measure the general financial condition and liquidity of a broker-dealer by specifying a minimum level of net capital that a broker-dealer must maintain, and by requiring that a significant portion of its assets be kept liquid. If Morgan Keegan failed to maintain its minimum required net capital, it would be required to cease executing customer transactions until it came back into compliance. This could also result in Morgan Keegan losing its FINRA membership, its registration with the SEC or require a complete liquidation.

The SEC s risk assessment rules also apply to Morgan Keegan as a registered broker-dealer. These rules require broker-dealers to maintain and preserve records and certain information, describe risk management policies and procedures, and report on the financial condition of affiliates whose financial and securities activities are reasonably likely to have a material impact on the financial and operational condition of the broker-dealer. Certain material associated persons of Morgan Keegan, as defined in the risk assessment rules, may also be subject to SEC regulation.

In addition to federal registration, state securities commissions require the registration of certain broker-dealers and investment advisers. Morgan Keegan is registered as a broker-dealer with every state, the District of Columbia, and Puerto Rico. Morgan Keegan is registered as an investment adviser in over 40 states and the District of Columbia.

Violations of federal, state and SRO rules or regulations may result in the revocation of broker-dealer or investment adviser licenses, imposition of censures or fines, the issuance of cease and desist orders, and the suspension or expulsion of officers and employees from the securities business firm. In addition, Morgan Keegan s business may be materially affected by new rules and regulations issued by the SEC or SROs as well as any changes in the enforcement of existing laws and rules that affect its securities business.

Regulation of Insurers and Insurance Brokers. Regions operations in the areas of insurance brokerage and reinsurance of credit life insurance are subject to regulation and supervision by various state insurance regulatory authorities. Although the scope of regulation and form of supervision may vary from state to state, insurance laws generally grant broad discretion to regulatory authorities in adopting regulations and supervising

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regulated activities. This supervision generally includes the licensing of insurance brokers and agents and the regulation of the handling of customer funds held in a fiduciary capacity. Certain of Regions insurance company subsidiaries are subject to extensive regulatory supervision and to insurance laws and regulations requiring, among other things, maintenance of capital, record keeping, reporting and examinations.

Financial Privacy. The federal banking regulators have adopted rules that limit the ability of banks and other financial institutions to disclose non-public information about consumers to non-affiliated third parties. These limitations require disclosure of privacy policies to consumers and, in some circumstances, allow consumers to prevent disclosure of certain personal information to a non-affiliated third party. These regulations affect how consumer information is transmitted through diversified financial companies and conveyed to outside vendors. In addition, consumers may also prevent disclosure of certain information among affiliated companies that is assembled or used to determine eligibility for a product or service, such as that shown on consumer credit reports and asset and income information from applications. Consumers also have the option to direct banks and other financial institutions not to share information about transactions and experiences with affiliated companies for the purpose of marketing products or services.

Community Reinvestment Act. Regions Bank is subject to the provisions of the CRA. Under the terms of the CRA, Regions Bank has a continuing and affirmative obligation consistent with safe and sound operation to help meet the credit needs of its communities, including providing credit to individuals residing in low- and moderate-income neighborhoods. The CRA does not establish specific lending requirements or programs for financial institutions nor does it limit an institution s discretion to develop the types of products and services that it believes are best suited to its particular community, consistent with the CRA. The CRA requires each appropriate federal bank regulatory agency, in connection with its examination of a depository institution, to assess such institution s record in assessing and meeting the credit needs of the community served by that institution, including low- and moderate-income neighborhoods. The regulatory agency s assessment of the institution s record is made available to the public. The assessment also is part of the Federal Reserve s consideration of applications to acquire, merge or consolidate with another banking institution or its holding company, to establish a new branch office that will accept deposits or to relocate an office. In the case of a bank holding company applying for approval to acquire a bank or other bank holding company, the Federal Reserve will assess the records of each subsidiary depository institution of the applicant bank holding company, and such records may be the basis for denying the application. Regions Bank received a satisfactory CRA rating in its most recent examination.

USA PATRIOT Act. A major focus of governmental policy relating to financial institutions in recent years has been aimed at combating money laundering and terrorist financing. The USA PATRIOT Act of 2001 (the USA PATRIOT Act) broadened the application of anti-money laundering regulations to apply to additional 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 the 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.

Office of Foreign Assets Control Regulation. The United States has imposed economic sanctions that affect transactions with designated foreign countries, nationals and others. These are typically known as the OFAC rules based on their administration by the U.S. Treasury Department Office of Foreign Assets Control

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(OFAC). The OFAC-administered sanctions targeting countries take many different forms. Generally, however, they contain one or more of the following elements: (i) restrictions on trade with or investment in a sanctioned country, including prohibitions against direct or indirect imports from and exports to a sanctioned country and prohibitions on U.S. persons engaging in financial transactions relating to making investments in, or providing investment-related advice or assistance to, a sanctioned country; and (ii) a blocking of assets in which the government or specially designated nationals of the sanctioned country have an interest, by prohibiting transfers of property subject to U.S. jurisdiction (including property in the possession or control of U.S. persons). Blocked assets (e.g., property and bank deposits) cannot be paid out, withdrawn, set off or transferred in any manner without a license from OFAC. Failure to comply with these sanctions could have serious legal and reputational consequences.

Competition

All aspects of Regions business are highly competitive. Regions subsidiaries compete with other financial institutions located in the states in which they operate and other adjoining states, as well as large banks in major financial centers and other financial intermediaries, such as savings and loan associations, credit unions, consumer finance companies, brokerage firms, insurance companies, investment companies, mutual funds, mortgage companies and financial service operations of major commercial and retail corporations. Regions expects competition to intensify among financial services companies due to the recent consolidation of certain competing financial institutions and the conversion of certain investment banks to bank holding companies.

Customers for banking services and other financial services offered by Regions subsidiaries are generally influenced by convenience, quality of service, personal contacts, price of services and availability of products. Although Regions position varies in different markets, Regions believes that its affiliates effectively compete with other financial services companies in their relevant market areas.

Employees

As of December 31, 2009, Regions and its subsidiaries had 28,509 employees.

Available Information

Regions maintains a website at *www.regions.com*. Regions makes available on its website free of charge its annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and amendments to those reports which are filed with or furnished to the SEC pursuant to Section 13(a) of the Securities Exchange Act of 1934. These documents are made available on Regions website as soon as reasonably practicable after they are electronically filed with or furnished to the SEC. Also available on the website are Regions (i) Corporate Governance Principles, (ii) Code of Business Conduct and Ethics, (iii) Code of Ethics for Senior Financial Officers, (iv) Expenditures Policy, and (v) the charters of its Nominating and Corporate Governance Committee, Audit Committee, Compensation Committee and Risk Committee.

Item 1A. *Risk Factors*

Making or continuing an investment in securities issued by Regions, including our common stock, involves certain risks that you should carefully consider. The risks and uncertainties described below are not the only risks that may have a material adverse effect on Regions. Additional risks and uncertainties also could adversely affect our business, financial condition and results of operations. If any of the following risks actually occur, our business, financial condition or results of operations could be negatively affected, the market price for your securities could decline, and you could lose all or a part of your investment. Further, to the extent that any of the information contained in this Annual Report on Form 10-K constitutes forward-looking statements, the risk factors set forth below also are cautionary statements identifying important factors that could cause Regions actual results to differ materially from those expressed in any forward-looking statements made by or on behalf of Regions.

Our business has been and may continue to be adversely affected by recent conditions in the financial markets and economic conditions generally.

The capital and credit markets have experienced unprecedented levels of volatility and disruption over the last two years. In some cases, the markets have produced downward pressure on stock prices and credit availability for certain issuers without regard to those issuers underlying financial strength. As a consequence of the economic slowdown that the United States has been experiencing, business activity across a wide range of industries face serious difficulties due to the lack of consumer spending and the lack of liquidity in the global credit markets. Unemployment has also increased significantly.

A sustained weakness or weakening in business and economic conditions generally or specifically in the principal markets in which we do business could have one or more of the following adverse effects on our business:

- A decrease in the demand for loans and other products and services offered by us;
- A decrease in the value of our loans held for sale or other assets secured by consumer or commercial real estate;
- An impairment of certain intangible assets, such as goodwill;
- A decrease in interest income from variable rate loans, due to potential reductions in interest rates;
- A decrease in non-interest income due to pending regulatory changes;
- An increase in the number of clients and counterparties who become delinquent, file for protection under bankruptcy laws or default on their loans or other obligations to us. An increase in the number of delinquencies, bankruptcies or defaults could result in a higher level of nonperforming assets, net charge-offs, provision for loan losses, and valuation adjustments on loans held for sale.

Overall, during the past two years, 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 business, financial condition and results of operations to be adversely affected.

Recent market developments may adversely affect our industry, business and results of operations.

Dramatic declines in the housing market during prior years, 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 securities and loans, 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. Continuing economic deterioration that affects household and/or corporate incomes could also result in reduced demand for credit or fee-based products and services.

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.

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Any reduction in our credit rating could increase the cost of our funding from the capital markets and/or place limitations on business activities related to credit support provided to customers.

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 and conditions affecting the financial services industry generally. During 2009, all of the major ratings agencies downgraded Regions and Regions Bank s credit ratings. In addition, many of our ratings remain on negative watch or negative outlook. Negative outlook, negative watch and other similar terms mean that a future downgrade is possible. The ratings assigned to Regions and Regions Bank remain subject to change at any time, and it is possible that any ratings agency will take action to downgrade Regions, Regions Bank or both in the future.

In general, ratings agencies base their ratings on many quantitative and qualitative factors, including capital adequacy, liquidity, asset quality, business mix and level and quality of earnings, and we may not be able to maintain our current credit ratings. In addition, ratings agencies have themselves been subject to scrutiny arising from the financial crisis such that the rating agencies may make or may be required to make substantial changes to their ratings policies and practices. Such changes may, among other things, adversely affect the ratings of our securities or other securities in which we have an economic interest. Any decrease, or potential decrease, in credit ratings could impact our access to the capital markets or short-term funding and/or increase our financing costs, and thereby adversely affect Regions liquidity and financial condition. Where Regions Bank is providing forms of credit support such as letters of credit, standby lending arrangements or other forms of credit support, a decline in short-term credit ratings may require that customers of Regions Bank seek replacement credit support from a higher rated institution. We cannot predict whether customer relationships or opportunities for future relationships could be adversely affected by customers who choose to do business with a higher rated institution.

Currently, Regions Senior ratings from Standard & Poor s, Moody s Investor Services, Fitch Ratings and DBRS are 2, 1, 3 and 4 notches, respectively, above non-investment grade ratings. A downgrade of Regions to a non-investment grade rating by one or more of the ratings agencies could significantly affect our ability to borrow funds and raise additional capital and our cost of capital. The market for non-investment grade securities is much smaller and less liquid than for investment grade securities. Our counterparties are also sensitive to the risk of a ratings downgrade and may be less likely to engage in transactions with us, or may only engage in them at a substantially higher cost, if our ratings were downgraded to below investment grade. The effect of such downgrades in our derivative positions is discussed in Note 21 Derivative Financial Instruments and Hedging Activities of the Notes to the Consolidated Financial Statements in Item 7. of this Annual Report on Form 10-K. Our credit ratings are discussed in greater detail under the Credit Ratings section of Item 6. Management s Discussion and Analysis of Financial Condition and Results of Operation of this Annual Report on Form 10-K.

The value of our deferred tax assets could adversely affect our operating results and capital ratios.

As of December 31, 2009, Regions had approximately $950 million in net deferred tax assets essentially all of which was disallowed when calculating Tier 1 capital. Applicable banking regulations permit us to include these deferred tax assets, up to a maximum amount, when calculating Regions Tier 1 capital to the extent these assets will be realized based on future projected earnings within one year of the calendar year end. The ability to realize these deferred tax assets during any year also includes the ability to apply these assets to offset any taxable income during the two previous years. Unless we anticipate generating sufficient taxable income in the future, we may be unable to include additional amounts related to our deferred tax assets as part of our Tier 1 capital. The inability to include future increases of deferred tax assets in our Tier 1 capital could significantly reduce our regulatory capital ratios. Additionally, if the entire amount of our deferred tax assets is disallowed, any prospective taxable loss will reduce Tier 1 capital without any related income tax benefit.

Additionally, our deferred tax assets are subject to an evaluation of whether it is more likely than not that they will be realized for financial statement purposes. In making this determination we consider all positive and negative evidence available including the impact of recent operating results as well as potential carryback of tax to prior years taxable income, reversals of existing temporary differences, tax planning strategies and projected earnings within the statutory tax loss carryover period. We have determined that the deferred tax assets are more likely than not to be realized at December 31, 2009. If we were to conclude that our deferred tax assets were not more likely than not to be realized, then we would record a valuation allowance which could materially adversely impact our operating results and financial position.

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

As of December 31, 2009, residential homebuilder loans, home equity loans secured by second liens in Florida and condominium loans represented approximately 7.6% of our total loan portfolio. These portions of our loan portfolio have been under pressure for over two years 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 sections 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 downward credit cycle, the weaknesses in these sections of our loan portfolio are expected to continue well into 2010. Accordingly, it is anticipated that our non-performing asset and charge-off levels will remain elevated.

Further, the effects of recent mortgage market challenges, combined with the ongoing decrease in residential real estate market prices and demand, could result in further price reductions in home values, adversely affecting the value of collateral securing the residential real estate and construction loans that we hold, as well as loan originations and gains on sale of real estate and construction loans. Specifically, a significant portion of our residential mortgages and commercial real estate loan portfolios are composed of borrowers in the Southeastern United States, in which certain markets have been particularly adversely affected by declines in real estate value, declines in home sale volumes, and declines in new home building. For example, prices of Florida properties remain under significant pressure, with rising unemployment levels and the impact of the real estate downturn on the general economy. These factors could result in higher delinquencies and greater charge-offs in future periods, which would materially adversely affect our financial condition and results of operations. A decline in home values or overall economic weakness could also have an adverse impact upon the value of real estate or other assets which we own upon foreclosing a loan.

Continuing weakness in the commercial real estate market could adversely affect our performance.

The fundamentals within the commercial real estate sector remain weak, under continuing pressure by reduced asset values, rising vacancies and reduced rents. As of December 31, 2009, approximately 23.9% of our loan portfolio consisted of investor real estate loans. The properties securing investor income-producing loans are typically not fully leased at the origination of the loan. Properties securing the land, single-family and condominium loans continue to be impacted by declining property values, especially in areas where Regions has significant lending activities, including Florida and north Georgia. The borrower s ability to repay the loan is instead reliant upon additional leasing through the life of the loan or the borrower s successful operation of a business. Weak economic conditions may impair a borrower s business operations and typically slow the execution of new leases. Such economic conditions may also lead to existing lease turnover. As a result of these factors, vacancy rates for retail, office and industrial space are expected to continue to rise in 2010. Increased vacancies could result in rents falling further over the next several quarters. The combination of these factors could result in further deterioration in the fundamentals underlying the commercial real estate market and the deterioration of one or more loans we have made. Any such deterioration could adversely affect our financial condition and results of operations.

Our profitability and liquidity may be affected by changes in economic conditions in the areas where our operations or loans are concentrated.

Our success depends to a certain extent on the general economic conditions of the geographic markets served by Regions Bank in the states of Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Iowa, Kentucky, Louisiana, Mississippi, Missouri, North Carolina, South Carolina, Tennessee, Texas and Virginia. The local economic conditions in these areas have a significant impact on Regions Bank s commercial, real estate and construction loans, the ability of borrowers to repay these loans and the value of the collateral securing these loans. Adverse changes in the economic conditions of these geographical areas for over two years have had a negative impact on the financial results of our banking operations and may continue to have a negative effect on our business, financial condition and results of operations.

Maintaining or increasing market share may depend on market acceptance and regulatory approval of new products and services.

Our success depends, in part, on the ability to adapt products and services to evolving industry standards. There is increasing pressure to provide products and services at lower prices. This can reduce net interest income and noninterest income from fee-based products and services. In addition, the widespread adoption of new technologies could require us to make substantial capital expenditures to modify or adapt existing products and services or develop new products and services. We may not be successful in introducing new products and services in response to industry trends or developments in technology, or those new products may not achieve market acceptance. As a result, we could lose business, be forced to price products and services on less advantageous terms to retain or attract clients, or be subject to cost increases.

Consumers may decide not to use banks to complete their financial transactions.

Technology and other changes are allowing parties to use alternative methods to complete financial transactions that historically have involved banks. For example, consumers can now maintain funds in brokerage accounts or mutual funds that would have historically been held as bank deposits. Consumers can also complete transactions such as paying bills and/or transferring funds directly without the assistance of banks. The process of eliminating banks as intermediaries, known as disintermediation, could result in the loss of fee income, as well as the loss of customer deposits and the related income generated from those deposits.

Improvements in economic indicators disproportionately affecting the financial services industry may lag improvements in the general economy.

Should the stabilization of the U.S. economy lead to a general economic recovery, the improvement of certain economic indicators, such as unemployment and real estate asset values and rents, may nevertheless continue to lag behind the overall economy. These economic indicators typically affect certain industries, such as real estate and financial services, more significantly. For example, improvements in commercial real estate fundamentals typically lag broad economic recovery by twelve to eighteen months. Our clients include entities active in these industries. Furthermore, financial services companies with a substantial lending business, like ours, are dependent upon the ability of their borrowers to make debt service payments on loans. Should unemployment or real estate asset values fail to recover for an extended period of time, we could be adversely affected.

Negative perceptions associated with our continued participation in the U.S. Treasury s Capital Purchase Program may adversely affect our ability to retain customers, attract investors and compete for new business opportunities.

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 United

States Department of the Treasury (the U.S. Treasury) and federal banking regulators have implemented a number of programs under this legislation and otherwise to address capital and liquidity issues in the banking system, including the Capital Purchase Program (CPP).

On November 14, 2008, we issued and sold 3,500,000 shares of Regions Fixed Rate Cumulative Perpetual Preferred Stock Series A (Series A Preferred Stock) and a warrant to purchase up to 48,253,677 shares of our common stock to the U.S. Treasury as part of the CPP. Several financial institutions which also participated in the CPP received approval from the U.S. Treasury to exit the program during the second half of 2009. These institutions have, or are in the process of, repurchasing the preferred stock and repurchasing or auctioning the warrant issued to the U.S. Treasury as part of the CPP. We have not yet requested the U.S. Treasury s approval to repurchase the Series A Preferred Stock and warrant from the U.S. Treasury. In order to repurchase one or both securities, in whole or in part, we must establish that we have satisfied all of the conditions to repurchase and must obtain the approval of the U.S. Treasury. There can be no assurance that we will be able to repurchase these securities from the U.S. Treasury. Our customers, employees and counterparties in our current and future business relationships may draw negative implications regarding the strength of Regions as a financial institution based on our continued participation in the CPP following the exit of one or more of our competitors or other financial institutions. Any such negative perceptions may impair our ability to effectively compete with other financial institutions for business or to retain high performing employees. If this were to occur, our business, financial condition and results of operations may be adversely affected, perhaps materially.

The limitations on incentive compensation contained in the ARRA and its implementing regulations may adversely affect our ability to retain our highest performing employees.

Because we have not yet repurchased the U.S. Treasury s CPP investment, we remain subject to the restrictions on incentive compensation contained in the American Recovery and Reinvestment Act of 2009 (the ARRA). On June 10, 2009, the U.S. Treasury released its interim final rule implementing the provisions of the ARRA and limiting the compensation practices at institutions in which the U.S. Treasury is invested. Financial institutions which have repurchased the U.S. Treasury s CPP investment are relieved of the restrictions imposed by the ARRA and its implementing regulations. Due to these restrictions, we may not be able to successfully compete with financial institutions that have repurchased the U.S. Treasury s investment to retain and attract high performing employees. If this were to occur, our business, financial condition and results of operations could be adversely affected, perhaps materially.

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.

Prior to November 14, 2011, unless we have redeemed all of the Series A Preferred Stock purchased by the U.S. Treasury as part of the CPP or the U.S. Treasury has transferred all of the Series A 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 a 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. Regions has reduced its quarterly dividend to $0.01 per share and does not expect to increase its quarterly dividend above such level for the foreseeable future. In addition, unless we are able to redeem the preferred stock prior to November 15, 2013, the dividends on the preferred stock will increase substantially, from 5% ($175 million annually) to 9% ($315 million annually).

The soundness of other financial institutions could adversely affect us.

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 business, financial condition or results of operations.

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 Board of Governors of the Federal Reserve System (the Federal Reserve), the Federal Deposit Insurance Company (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 Securities and Exchange Commission (the SEC), the Financial Industry Regulatory Authority 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 review and frequently 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. Any changes in any federal and state law, as well as regulations and governmental policies, income tax laws and accounting principles, could affect us in substantial and unpredictable ways, including ways which may adversely affect our business, financial condition or results of operations. Failure to appropriately comply with any such laws, regulations or principles could result in sanctions by regulatory agencies, civil money penalties or damage to our reputation, all of which could adversely affect our business, financial condition or results of operations. Our regulatory position is discussed in greater detail under the Capital Ratios section of Item 6. Management s Discussion and Analysis of Financial Condition and Results of Operation of this Annual Report on Form 10-K.

Increases in FDIC insurance premiums may adversely affect our earnings.

During 2008 and 2009, higher levels of bank failures have dramatically increased resolution costs of the FDIC and depleted the DIF. In addition, the FDIC instituted two temporary programs to further insure customer deposits at FDIC insured banks: deposit accounts are currently insured up to $250,000 per customer (up from $100,000) and non-interest bearing transactional accounts at institutions, such as Regions Bank, participating in the Transaction Account Guarantee Program are currently fully insured (unlimited coverage). These programs have placed additional stress on the DIF.

In order to maintain a strong funding position and restore reserve ratios of the Deposit Insurance Fund, the FDIC has increased assessment rates of insured institutions. In addition, on November 12, 2009, the FDIC adopted a rule requiring banks to prepay three years worth of premiums to replenish the Deposit Insurance Fund.

We may be required to pay even higher FDIC premiums than the recently increased levels. Further, on January 12, 2010, the FDIC requested comments on a proposed rule tying assessment rates of FDIC-insured institutions to the institution s employee compensation programs. The exact requirements of such a rule are not yet known, but such a rule could increase the amount of premiums Regions must pay for FDIC insurance. These announced increases and any future increases or required prepayments of FDIC insurance premiums may adversely impact our earnings.

Legislative and regulatory actions taken now or in the future may have a significant adverse effect on Regions operations.

Recent events in the financial services industry and, more generally, in the financial markets and the economy, have led to various proposals for changes in the regulation of the financial services industry. Earlier in 2009, legislation proposing significant structural reforms to the financial services industry was introduced in the U.S. Congress. Among other things, the legislation proposes the establishment of a Consumer Financial Protection Agency, which would have broad authority to regulate providers of credit, savings, payment and other consumer financial products and services. Additional legislative proposals call for heightened scrutiny and regulation of any financial firm whose combination of size, leverage, and interconnectedness could, if it failed, pose a threat to the country s financial stability, including the power to restrict the activities of such firms and even require the break-up of such firms at the behest of the relevant regulator. New rules have also been proposed for the securitization market, including requiring sponsors of securitizations to retain a material economic interest in the credit risk associated with the underlying securitization.

Other recent initiatives also include:

- the Federal Reserve s proposed guidance on incentive compensation policies at banking organizations and the FDIC s proposed rules tying employee compensation to assessments for deposit insurance;

- the current administration s announcement of a proposed Financial Crisis Responsibility Fee for banks, such as Regions, with greater than $50 billion in assets and the current administration s proposed limits on the size and risks taken by large U.S. banks;

- proposals to limit a lender s ability to foreclose on mortgages or make such foreclosures less economically viable, including by allowing Chapter 13 bankruptcy plans to cram down the value of certain mortgages on a consumer s principal residence to its market value and/or reset interest rates and monthly payments to permit defaulting debtors to remain in their home;

- proposed legislation concerning the comprehensive regulation of the over-the-counter derivatives market, including robust and comprehensive prudential supervision (including strict capital and margin requirements) for all over-the-counter derivative dealers and major market participants and central clearing of standardized over-the-counter derivatives; and

- the Volcker Rule proposed by the current administration which would prohibit banks and bank holding companies from engaging in proprietary trading or owning, investing or sponsoring a hedge fund or private equity fund.

While there can be no assurance that any or all of these regulatory or legislative changes will ultimately be adopted, any such changes, if enacted or adopted, may impact the profitability of our business activities, require we change certain of our business practices, require us to divest certain business lines, materially affect our business model or affect retention of key personnel, and could expose us to additional costs (including increased compliance costs). These changes may also require us to invest significant management attention and resources to make any necessary changes, and could therefore also adversely affect our business and operations.

We may need to raise additional debt or equity 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. In particular, as of December 31, 2009, we have approximately $2.3 billion in senior notes and senior bank notes which will mature during 2010. 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 economic slowdown 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 business, 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. Due in large part to the significant loss recorded at Regions Bank during the fourth quarter of 2008 and losses during 2009, 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 cash or liquidity is not otherwise available, we may not be able to make dividend payments to our common and preferred stockholders or principal and interest payments on our outstanding debt. See the Stockholders Equity section of Item 6. Management s Discussion and Analysis of Financial Condition and Results of Operation 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.

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 corporate borrowers 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 collectability 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.

We are exposed to intangible asset risk; specifically, our goodwill may become impaired.

In the fourth quarter of 2008, we determined that a portion of our goodwill was impaired and recorded a non-cash goodwill impairment charge of $6.0 billion. A significant and sustained decline in our stock price and market capitalization, a significant decline in our expected future cash flows, a significant adverse change in the

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business climate or slower growth rates could result in further impairment of goodwill. If we were to conclude that a future write-down of our goodwill is necessary, then we would record the appropriate charge, which could be materially adverse to our operating results and financial position. For further discussion, see Notes 1 and 9, Summary of Significant Accounting Policies and Intangible Assets , to the Consolidated Financial Statements included in Item 7. of this Annual Report on Form 10-K.

Rapid and significant changes in market interest rates may adversely affect our performance.

Most of our assets and liabilities are monetary in nature and subject us to significant risks from changes in interest rates. Our profitability depends to a large extent on our net interest income, and changes in interest rates can impact our net interest income as well as the valuation of our assets and liabilities.

Our current one-year interest rate sensitivity position is asset sensitive, meaning that an immediate or gradual increase in interest rates would likely have a positive cumulative impact on Regions twelve-month net interest income. Alternatively, an immediate or gradual decrease in rates over a twelve-month period would likely have a negative impact on twelve-month net interest income. However, like most financial institutions, our results of operations are affected by changes in interest rates and our ability to manage interest rate risks. Changes in market interest rates, or changes in the relationships between short-term and long-term market interest rates, or changes in the relationships between different interest rate indices, can affect the interest rates charged on interest-earning assets differently than the interest rates paid on interest-bearing liabilities. This difference could result in an increase in interest expense relative to interest income, or a decrease in our interest rate spread. For a more detailed discussion of these risks and our management strategies for these risks, see the Net Interest Income and Margin and Interest Rate Risk sections of Item 6. Management s Discussion and Analysis of Financial Condition and Results of Operation of this Annual Report on Form 10-K. 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 business, 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 6. 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 severity and impact of future hurricanes, droughts and other weather-related events are difficult to predict and may be exacerbated by global climate change. The effects of past or future hurricanes, droughts and other weather-related events could have an adverse effect on our business, financial condition and results of operations.

We have been the subject of increased litigation which could result in legal liability and damage to our reputation.

We and certain of our subsidiaries have been named from time to time as defendants in various class actions and other litigation relating to their business and activities. Past, present and future litigation have included or could include claims for substantial compensatory and/or punitive damages or claims for indeterminate amounts of damages. We and certain of our subsidiaries are also involved from time to time in other reviews, investigations and proceedings (both formal and informal) by governmental and self-regulatory agencies regarding their business. These matters also could result in adverse judgments, settlements, fines, penalties, injunctions or other relief.

In addition, in recent years, a number of judicial decisions have upheld the right of borrowers to sue lending institutions on the basis of various evolving legal theories, collectively termed lender liability. Generally, lender liability is founded on the premise that a lender has either violated a duty, whether implied or contractual, of good faith and fair dealing owed to the borrower or has assumed a degree of control over the borrower resulting in the creation of a fiduciary duty owed to the borrower or its other creditors or shareholders.

Substantial legal liability or significant regulatory action against us or our subsidiaries could materially adversely affect our business, financial condition or results of operations and/or cause significant harm to our reputation. Additional information relating to litigation affecting Regions and our subsidiaries is discussed in Item 3. Legal Proceedings of this Annual Report on Form 10-K.

Industry competition may have an adverse effect on our success.

Our profitability depends on our ability to compete successfully. We operate in a highly competitive environment. Certain of our competitors are larger and have more resources than we do. In our market areas, we face competition from other commercial banks, savings and loan associations, credit unions, internet banks, finance companies, mutual funds, insurance companies, brokerage and investment banking firms, and other financial intermediaries that offer similar services. Some of our non-bank competitors are not subject to the same extensive regulations that govern Regions or Regions Bank and may have greater flexibility in competing for business. Regions expects competition to intensify among financial services companies due to the recent consolidation of certain competing financial institutions and the conversion of certain investment banks to bank holding companies. Should competition in the financial services industry intensify, Regions ability to market its products and services may be adversely affected.

Changes in the policies of monetary authorities and other government action could adversely affect our profitability.

The results of operations of Regions are affected by credit policies of monetary authorities, particularly the Federal Reserve. The instruments of monetary policy employed by the Federal Reserve include open-market operations in U.S. government securities, changes in the discount rate or the federal funds rate on bank borrowings, and changes in reserve requirements against bank deposits. In view of changing conditions in the national economy and in the money markets, we cannot predict possible future changes in interest rates, deposit levels, and loan demand on our business and earnings. Furthermore, ongoing military operations in the Middle East or elsewhere around the world, including those in response to terrorist attacks, may result in currency fluctuations, exchange controls, market disruption and other adverse effects.

We need to stay current on technological changes in order to compete and meet customer demands.

The financial services market, including banking services, is undergoing rapid changes with frequent introductions of new technology-driven products and services. In addition to better serving customers, the effective use of technology increases efficiency and may enable us to reduce costs. Our future success may depend, in part, on our ability to use technology to provide products and services that provide convenience to customers and to create additional efficiencies in our operations. Some of our competitors have substantially greater resources to invest in technological improvements. We may not be able to effectively implement new technology-driven products and services or be successful in marketing these products and services to our customers.

We are subject to a variety of operational risks, including reputational risk, legal risk and compliance risk, and the risk of fraud or theft by employees or outsiders, which may adversely affect our business and results of operations.

We are exposed to many types of operational risks, including reputational risk, legal and compliance risk, the risk of fraud or theft by employees or outsiders, and unauthorized transactions by employees or operational errors, including clerical or record-keeping errors or those resulting from faulty or disabled computer or telecommunications systems. Negative public opinion can result from our actual or alleged conduct in any number of activities, including lending practices, corporate governance and acquisitions and from actions taken by government regulators and community organizations in response to those activities. Negative public opinion can adversely affect our ability to attract and keep customers and can expose us to litigation and regulatory action. Actual or alleged conduct by Regions can result in negative public opinion about our other business. Negative public opinion could also affect our credit ratings, which are important to our access to unsecured wholesale borrowings.

If personal, non-public, confidential or proprietary information of customers in our possession were to be mishandled or misused, we could suffer significant regulatory consequences, reputational damage and financial loss. Such mishandling or misuse could include, for example, if such information were erroneously provided to parties who are not permitted to have the information, either by fault of our systems, employees, or counterparties, or where such information is intercepted or otherwise inappropriately taken by third parties.

Because the nature of the financial services business involves a high volume of transactions, certain errors may be repeated or compounded before they are discovered and successfully rectified. Our necessary dependence upon automated systems to record and process transactions and our large transaction volume may further increase the risk that technical flaws or employee tampering or manipulation of those systems will result in losses that are difficult to detect. We also may be subject to disruptions of our operating systems arising from events that are wholly or partially beyond our control (for example, computer viruses or electrical or telecommunications outages, or natural disasters, disease pandemics or other damage to property or physical assets) which may give rise to disruption of service to customers and to financial loss or liability. We are further exposed to the risk that our external vendors may be unable to fulfill their contractual obligations (or will be subject to the same risk of fraud or operational errors by their respective employees as we are) and to the risk that we (or our vendors) business continuity and data security systems prove to be inadequate. The occurrence of any of these risks could result in a diminished ability of us to operate our business (for example, by requiring us to expend significant resources to correct the defect), as well as potential liability to clients, reputational damage and regulatory intervention, which could adversely affect our business, financial condition and results of operations, perhaps materially.

We rely on other companies to provide key components of our business infrastructure.

Third parties provide key components of our business operations such as data processing, recording and monitoring transactions, online banking interfaces and services, Internet connections and network access. While we have selected these third party vendors carefully, we do not control their actions. Any problems caused by

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these third parties, including those resulting from disruptions in communication services provided by a vendor, failure of a vendor to handle current or higher volumes, failure of a vendor to provide services for any reason or poor performance of services, could adversely affect our ability to deliver products and services to our customers and otherwise conduct our business. Financial or operational difficulties of a third party vendor could also hurt our operations if those difficulties interfere with the vendor s ability to serve us. Replacing these third party vendors could also create significant delay and expense. Accordingly, use of such third parties creates an unavoidable inherent risk to our business operations.

Our reported financial results depend on management s selection of accounting methods and certain assumptions and estimates.

Our accounting policies and assumptions are fundamental to our reported financial condition and results of operations. Our management must exercise judgment in selecting and applying many of these accounting policies and methods so they comply with generally accepted accounting principles and reflect management s judgment of the most appropriate manner to report our financial condition and results. In some cases, management must select the accounting policy or method to apply from two or more alternatives, any of which may be reasonable under the circumstances, yet may result in our reporting materially different results than would have been reported under a different alternative.

Certain accounting policies are critical to presenting our reported financial condition and results. They require management to make difficult, subjective or complex judgments about matters that are uncertain. Materially different amounts could be reported under different conditions or using different assumptions or estimates. These critical accounting policies include: the allowance for credit losses; intangible assets; mortgage servicing rights; and income taxes. Because of the uncertainty of estimates involved in these matters, we may be required to do one or more of the following: significantly increase the allowance for credit losses and/or sustain credit losses that are significantly higher than the reserve provided; recognize significant impairment on our goodwill and other intangible asset balances; or significantly increase our accrued tax liability.

Changes in our accounting policies or in accounting standards could materially affect how we report our financial results and condition.

From time to time, the Financial Accounting Standards Board and SEC change the financial accounting and reporting standards that govern the preparation of our financial statements. These changes can be hard to predict and can materially impact how we record and report our financial condition and results of operations. In some cases, we could be required to apply a new or revised standard retroactively, resulting in us restating prior period financial statements.

We depend on the accuracy and completeness of information about clients and counterparties.

In deciding whether to extend credit or enter into other transactions with clients and counterparties, we may rely on information furnished by or on behalf of clients and counterparties, including financial statements and other financial information. We also may rely on representations of clients and counterparties as to the accuracy and completeness of that information and, with respect to financial statements, on reports of independent auditors if made available. If this information is inaccurate, we may be subject to regulatory action, reputational harm or other adverse effects on the operation of our business, our financial condition and our results of operations.

We are exposed to risk of environmental liability when we take title to property.

In the course of our business, we may foreclose on and take title to real estate. As a result, we could be subject to environmental liabilities with respect to these properties. We may be held liable to a governmental entity or to third parties for property damage, personal injury, investigation and clean-up costs incurred by these parties in connection with environmental contamination or may be required to investigate or clean-up hazardous or toxic substances or chemical releases at a property. The costs associated with investigation or remediation activities could be substantial. In addition, if we are the owner or former owner of a contaminated site, we may be subject to common law claims by third parties based on damages and costs resulting from environmental contamination emanating from the property. If we become subject to significant environmental liabilities our financial condition and results of operations could be adversely affected.

Our information systems may experience an interruption or security breach.

We rely heavily on communications and information systems to conduct our business. Any failure, interruption or breach in security of these systems could result in failures or disruptions in our customer relationship management, general ledger, deposit, loan and other systems. While we have policies and procedures designed to prevent or limit the effect of the possible failure, interruption or security breach of our information systems, there can be no assurance that any such failure, interruption or security breach will not occur or, if they do occur, that they will be adequately addressed. The occurrence of any failure, interruption or security breach of our information systems could damage our reputation, result in a loss of customer business, subject us to additional regulatory scrutiny, or expose us to civil litigation and possible financial liability.

The market price of shares of our common stock will fluctuate.

The market price of our common stock could be subject to significant fluctuations due to a change in sentiment in the market regarding our operations or business prospects. Such risks may be affected by:

- Operating results that vary from the expectations of management, securities analysts and investors;
- Developments in our business or in the financial sector generally;
- Regulatory changes affecting our industry generally or our business and operations;
- The operating and securities price performance of companies that investors consider to be comparable to us;
- Announcements of strategic developments, acquisitions and other material events by us or our competitors;
- Expectations of or actual equity dilution;
- Changes in the credit, mortgage and real estate markets, including the markets for mortgage-related securities; and
- Changes in global financial markets and global economies and general market conditions, such as interest or foreign exchange rates, stock, commodity, credit or asset valuations or volatility.

Stock markets in general and our common stock in particular have shown considerable volatility in the recent past. The market price of our common stock may continue to be subject to similar market fluctuations that may be unrelated to our operating performance or prospects. Increased volatility could result in a decline in the market price of our common stock.

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 in the Stockholders Equity section of Item 6. Management s Discussion and Analysis of Financial Condition and Results of

Operation of this Annual Report on Form 10-K. Regions has reduced its quarterly dividend to $0.01 per share and does not expect to increase its quarterly dividend above such level for the foreseeable future.

We may elect, and shall elect if so instructed by the Federal Reserve, to accelerate the conversion date of our outstanding shares of Mandatory Convertible Preferred Stock.

We may elect in our sole discretion (but if so directed by the Federal Reserve, we shall elect), to accelerate the conversion of all or a portion of the outstanding shares of our 10% Mandatory Convertible Preferred Stock, Series B (Mandatory Convertible Preferred Stock) into shares of our common stock upon not less than 45 and not more than 60 days prior written notice. Any acceleration of the conversion date could result in a decline in the market price of our common stock. Such a conversion of the Mandatory Convertible Preferred Stock would also dilute our existing shareholders.

Anti-takeover laws and certain agreements and charter provisions may adversely affect share value.

Certain provisions of state and federal law and our certificate of incorporation may make it more difficult for someone to acquire control of us without our board of directors approval. Under federal law, subject to certain exemptions, a person, entity or group must notify the federal banking agencies before acquiring control of a bank holding company. Acquisition of 10% or more of any class of voting stock of a bank holding company or state member bank, including shares of our common stock, creates a rebuttable presumption that the acquirer controls the bank holding company or state member bank. Also, as noted under Item 1. Supervision and Regulation, of this Annual Report on Form 10-K, a bank holding company must obtain the prior approval of the Federal Reserve before, among other things, acquiring direct or indirect ownership or control of more than 5% of the voting shares of any bank, including Regions Bank. There also are provisions in our certificate of incorporation that may be used to delay or block a takeover attempt. As a result, these statutory provisions and provisions in our certificate of incorporation could result in Regions being less attractive to a potential acquirer.

Future issuances of additional equity securities could result in dilution of your ownership.

We may determine from time to time to issue additional equity securities to raise additional capital, support growth, or to make acquisitions. Further, we may issue stock options or other stock grants to retain and motivate our employees. These issuances of our securities could dilute the voting and economic interests of our existing shareholders.

Future equity offerings could impair the value of our deferred tax assets and adversely affect our capital ratios.

Our ability to utilize our deferred tax assets to offset future taxable income may also be significantly limited if we experience an ownership change as defined in section 382 of the Internal Revenue Code of 1986, as amended (the Code). In general, an ownership change will occur if there is a cumulative change in our ownership by 5% shareholders (as defined in the Code) that exceeds 50% over a rolling three-year period. Any corporation experiencing an ownership change will generally be subject to an annual limitation on its deferred tax assets prior to the ownership change equal to the value of such corporation immediately before the ownership change, multiplied by the long-term tax-exempt rate (subject to certain adjustments). The annual limitation would be increased each year to the extent that there is an unused limitation in a prior year. The limitation arising from an ownership change under section 382 of the Code on our ability to utilize our deferred tax assets would depend on the value of Regions stock at the time of the ownership change. As a result, future issuances of common equity could materially increase the risk that we could experience an ownership change in the future. If we were to experience an ownership change under section 382 of the Code for any reason, the value of our deferred tax assets may be impaired and may cause a decrease in our net income and Tier 1 capital.

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We have a limited number of authorized shares of our common stock available for future issuance.

Under our Restated Certificate of Incorporation, we have 1.5 billion shares of common stock, par value $0.01 per share, authorized for issuance. As of December 31, 2009, we had approximately 1.2 billion shares of common stock issued and outstanding, net of treasury shares and had reserved approximately 216 million shares for future issuance. Accordingly, as of December 31, 2009, we had approximately 90 million shares of common stock available for future issuance. The approximately 216 million shares reserved for issuance, include the reservation of the maximum amount of shares that can be issued upon the conversion of the outstanding shares of Mandatory Convertible Preferred Stock (approximately 107 million shares) and exercise of the warrant issued to the U.S. Treasury (approximately 48 million shares). The actual number of shares that would be issued in any conversion or exercise may be less than the maximum number and will depend on our stock price at the date of conversion or exercise. If we do not issue the maximum amount of reserved shares, the remaining shares will again be available for issuance. We occasionally issue additional shares of common stock for general corporate purposes, including raising Tier 1 common equity. Although we may be able to raise Tier 1 common equity by issuing contingent convertible preferred stock or other securities convertible or exchangeable for common stock on a contingent basis, an insufficient number of authorized shares available for future issuance could adversely affect our ability to opportunistically raise additional equity capital, fund future operations or mergers and attract and retain key personnel. We currently have approximately 6 million shares of preferred stock available for issuance under our Restated Certificate of Incorporation.

Under Delaware law, stockholder approval is required in order to amend our Restated Certificate of Incorporation to increase the number of authorized shares of common stock. We anticipate including such a proposal for consideration at our next annual meeting of stockholders; however, we cannot provide any assurances that our stockholders will approve any such proposal.

Item 1B. ***Unresolved Staff Comments***

None.

Item 2. ***Properties***

Regions corporate headquarters occupy the main banking facility of Regions Bank, located at 1900 Fifth Avenue North, Birmingham, Alabama 35203.

At December 31, 2009, Regions Bank, Regions banking subsidiary, operated 1,895 banking offices. Regions provides investment banking and brokerage services from over 320 offices of Morgan Keegan. At December 31, 2009, there were no significant encumbrances on the offices, equipment and other operational facilities owned by Regions and its subsidiaries.

See Item 1. Business of this Annual Report on Form 10-K for a list of the states in which Regions Bank branches and Morgan Keegan s offices are located.

Item 3. ***Legal Proceedings***

Reference is made to Note 24 Commitments, Contingencies and Guarantees, to the consolidated financial statements under Item 7. of this Annual Report on Form 10-K.

Regions and its affiliates are subject to litigation, including the litigation discussed below, and claims arising in the ordinary course of business. Punitive damages are routinely claimed in these cases. Regions continues to be concerned about the general trend in litigation involving large damage awards against financial service company defendants. Regions evaluates these contingencies based on information currently available, including advice of counsel and assessment of available insurance coverage. Although it is not possible to predict the ultimate resolution or financial liability with respect to these litigation contingencies, management is currently of the opinion that the outcome of pending and threatened litigation would not have a material effect on Regions consolidated financial position or results of operations, except to the extent indicated in the discussion below.

Regions and certain of its affiliates have been named in class-action lawsuits filed in federal and state courts on behalf of investors who purchased shares of certain Regions Morgan Keegan Select Funds (the Funds) and shareholders of Regions. The Funds were formerly managed by Morgan Asset Management, Inc. The complaints contain various allegations, including claims that the Funds and the defendants misrepresented or failed to disclose material facts relating to the activities of the Funds. No class has been certified, and at this stage of the lawsuits Regions cannot determine the probability of a material adverse result or reasonably estimate a range of potential exposures, if any. However, it is possible that an adverse resolution of these matters may be material to Regions consolidated financial position or results of operations.

Certain of the shareholders in these Funds and other interested parties have entered into arbitration proceedings and individual civil claims, in lieu of participating in the class actions. Although it is not possible to predict the ultimate resolution or financial liability with respect to these contingencies, management is currently of the opinion that the outcome of these proceedings would not have a material effect on Regions consolidated financial position or results of operations.

In July 2009, Morgan Keegan & Company, Inc. (Morgan Keegan), a wholly-owned subsidiary of Regions, Morgan Asset Management, Inc. and three employees each received a Wells notice from the Staff of the Atlanta Regional Office of the Securities and Exchange Commission (SEC) stating that the Staff intends to recommend that the Commission bring enforcement actions for possible violations of the federal securities laws. The potential actions relate to the Staff s investigation of the Funds. Additionally, in July 2009, Morgan Keegan received a Wells notice from the enforcement staff of the Financial Industry Regulatory Authority (FINRA) advising Morgan Keegan that it had made a preliminary determination to recommend disciplinary action against Morgan Keegan for violation of various NASD rules relating to sales of the Funds during 2006 and 2007. A Wells notice is neither a formal allegation nor a finding of wrongdoing. The notices provide the recipients the opportunity to provide their perspective and to address issues raised prior to any formal action being taken by the SEC or FINRA. Responses have been submitted to both the SEC and FINRA notices. Also, a joint state task force has indicated that it is considering charges against Morgan Keegan, related entities and certain of their officers in connection with sales of the Funds. Discussions are ongoing with the state securities commissioners in the task force about the proposed charges and possible resolutions. Although it is not possible to predict the ultimate resolution or financial liability with respect to these matters, management is currently of the opinion that the outcome of these matters will not have a material effect on Regions business, consolidated financial position or results of operations.

In March 2009, Morgan Keegan received a Wells notice from the SEC s Atlanta Regional Office related to auction rate securities (ARS) indicating that the SEC staff intended to recommend that the Commission take civil action against Morgan Keegan. On July 21, 2009, the SEC filed a complaint in United States District Court for the Northern District of Georgia against Morgan Keegan alleging violations of the federal securities laws in connection with ARS that Morgan Keegan underwrote, marketed and sold. The SEC is seeking an injunction against Morgan Keegan for violations of the antifraud provisions of the federal securities laws, as well as disgorgement, financial penalties and other equitable relief for customers, including repurchase by Morgan Keegan of all ARS that it sold prior to March 20, 2008. Beginning in February 2009, Morgan Keegan commenced a voluntary program to repurchase ARS that it underwrote and sold to the firm s customers, and extended that repurchase program on October 1, 2009 to include certain ARS that were sold by Morgan Keegan to its customers but were underwritten by other firms. As of December 31, 2009, customers of Morgan Keegan owned approximately $247 million of ARS and Morgan Keegan held approximately $166 million of ARS on its balance sheet. On July 21, 2009, the Alabama Securities Commission issued a Show Cause order to Morgan

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Keegan arising out of the ARS matter that is the subject of the SEC complaint described above. The order requires Morgan Keegan to show cause why its registration as a broker-dealer should not be suspended or revoked in the State of Alabama and also why it should not be subject to disgorgement, repurchasing all ARS sold to Alabama residents and payment of costs and penalties. Although it is not possible to predict the ultimate resolution or financial liability with respect to the ARS matter, management is currently of the opinion that the outcome of this matter will not have a material effect on Regions business, consolidated financial position or results of operations.

In April 2009, Regions, Regions Financing Trust III (the Trust) and certain of Regions current and former directors, were named in a purported class-action lawsuit filed in the U.S. District Court for the Southern District of New York on behalf of the purchasers of trust preferred securities offered by the Trust. The complaint alleges that defendants made statements in Regions registration statement, prospectus and year-end filings which were materially false and misleading. No class has been certified, and at this stage of the lawsuit Regions cannot determine the probability of a material adverse result or reasonably estimate a range of potential exposures, if any. However, it is possible that an adverse resolution of these matters may be material to Regions business, consolidated financial position or results of operations.

In December 2009, Regions and certain current and former directors and officers were named in a consolidated shareholder derivative action filed in Jefferson County, Alabama. The complaint alleges mismanagement, waste of corporate assets, breach of fiduciary duty and unjust enrichment relating to bonuses and other benefits received by executive management. Although it is not possible to predict the ultimate resolution or financial liability with respect to this matter, management is currently of the opinion that the outcome of this matter will not have a material effect on Regions business, consolidated financial position or results of operations.

Executive Officers of the Registrant

Information concerning the Executive Officers of Regions is set forth under Item 9. Directors, Executive Officers and Corporate Governance of this Annual Report on Form 10-K.

Previous Item 4. Submission of Matters to a Vote of Security Holders has been omitted (and subsequent items renumbered) pursuant to the amendment to Form 10-K contained in the Proxy Disclosure Enhancements release issued by the SEC on December 16, 2009. Moreover, Regions did not submit any items for a vote of security holders during the fourth quarter of 2009.

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PART II

Item 4. ***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 30 Quarterly Results of Operations of Management s Discussion and Analysis , which is included in Item 6. of this Annual Report on Form 10-K. As of February 15, 2010 , there were 80,834 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, 2009, are set forth in Note 14 Regulatory Capital Requirements and Restrictions to the consolidated financial statements, which are included in Item 7. 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 2009.

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, 2009 October 31, 2009		$		23,072,300
November 1, 2009 November 30, 2009				23,072,300
December 1, 2009 December 31, 2009				23,072,300
Total		$		23,072,300

On January 18, 2007, Regions Board of Directors authorized the repurchase of 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.

Restrictions on Dividends and Repurchase of Stock

Holders of Regions common stock are only entitled to receive such dividends as Regions board of directors may declare out of funds legally available for such payments. Furthermore, holders of Regions common stock are subject to the prior dividend rights of any holders of Regions preferred stock then outstanding. As of December 31, 2009, there were 3,500,000 shares of Regions Fixed Rate Cumulative Perpetual Preferred Stock Series A (the Series A Preferred Stock) and 267,665 shares of Regions 10% Mandatory Convertible Preferred Stock, Series B (the Mandatory Convertible Preferred Stock), each with liquidation amount of $1,000 per share, issued and outstanding. Under the terms of the Series A Preferred Stock and the Mandatory Convertible

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Preferred Stock, Regions ability to declare and pay dividends on or repurchase Regions common stock will be subject to restrictions in the event Regions fails to declare and pay (or set aside for payment) full dividends on the Series A Preferred Stock or the Mandatory Convertible Preferred Stock.

As long as the Series A Preferred Stock or the Mandatory Convertible Preferred Stock are outstanding, dividend payments and repurchases or redemptions relating to certain equity securities, including Regions common stock, are prohibited until all accrued and unpaid dividends are paid on such preferred stock, subject to certain limited exceptions. In addition, prior to November 14, 2011, unless Regions has redeemed all of the Series A Preferred Stock or the U.S. Treasury has transferred all of the Series A Preferred Stock to third parties, the consent of the U.S. Treasury will be required for Regions to, among other things, increase its common stock dividend above $0.10 except in limited circumstances. Regions has reduced its quarterly dividend to $0.01 per share and does not expect to increase its quarterly dividend above such level for the foreseeable future. Also, Regions is a bank holding company, and its ability to declare and pay dividends is dependent on certain federal regulatory considerations, including the guidelines of the Federal Reserve regarding capital adequacy and dividends.

In addition, the terms of Regions outstanding junior subordinated debt securities prohibit it from declaring or paying any dividends or distributions on Regions capital stock, including its common stock, or purchasing, acquiring, or making a liquidation payment on such stock, if Regions has given notice of its election to defer interest payments but the related deferral period has not yet commenced or a deferral period is continuing.

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PERFORMANCE GRAPH

Set forth below is a graph comparing the yearly percentage change in the cumulative total return of Regions common stock against the cumulative total return of the S&P 500 Index and the S&P Banks Index for the past five years. This presentation assumes that the value of the investment in Regions common stock and in each index was $100 and that all dividends were reinvested.

	Period Ending					
	12/31/2004	**12/31/2005**	**12/31/2006**	**12/31/2007**	**12/31/2008**	**12/31/2009**
Regions	$ 100.00	$ 100.03	$ 114.95	$ 76.28	$ 27.47	$ 18.84
S&P 500 Index	100.00	104.91	121.48	128.15	80.74	102.11
S&P Banks Index	100.00	101.55	117.43	90.79	57.50	53.63

Item 5. ***Selected Financial Data***

The information required by Item 5. is set forth in Table 1 Financial Highlights of Management s Discussion and Analysis of Financial Condition and Results of Operation , which is included in Item 6. of this Annual Report on Form 10-K.

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Item 6. ***Management s Discussion and Analysis of Financial Condition and Results of Operation***

Item 6A. ***Quantitative and Qualitative Disclosures about Market Risk***
INTRODUCTION

GENERAL

The following discussion and financial information is presented to aid in understanding Regions Financial Corporation s (Regions or the Company) financial position and results of operations. The emphasis of this discussion will be on the years 2009, 2008 and 2007; in addition, financial information for prior years will also be presented when appropriate. Certain amounts in prior year presentations have been reclassified to conform to the current year presentation, except as otherwise noted.

Regions profitability, like that of many other financial institutions, is dependent on its ability to generate revenue from net interest income and non-interest income sources. Net interest income is the difference between the interest income Regions receives on interest-earning assets, such as loans and securities, and the interest expense Regions pays on interest-bearing liabilities, principally deposits and borrowings. Regions net interest income is impacted by the size and mix of its balance sheet components and the interest rate spread between interest earned on its assets and interest paid on its liabilities. Non-interest income includes fees from service charges on deposit accounts, brokerage, investment banking, capital markets, and trust activities, mortgage servicing and secondary marketing, insurance activities, and other customer services which Regions provides. Results of operations are also affected by the provision for loan losses and non-interest expenses such as salaries and employee benefits, occupancy, professional fees, FDIC insurance and other operating expenses, including income taxes. In 2008, Regions non-interest expense was impacted by a non-cash goodwill impairment charge.

Economic conditions, competition, and the monetary and fiscal policies of the Federal government significantly affect financial institutions, including Regions. Lending and deposit activities and fee income generation are influenced by levels of business spending and investment, consumer income, consumer spending and savings, capital market activities, and competition among financial institutions, as well as customer preferences, interest rate conditions and prevailing market rates on competing products in Regions market areas.

Regions business strategy has been and continues to be focused on providing a competitive mix of products and services, delivering quality customer service and maintaining a branch distribution network with offices in convenient locations. Regions delivers this business with the personal attention and feel of a community bank and with the service and product offerings of a large regional bank.

Acquisitions

The acquisitions of banks and other financial services companies have historically contributed significantly to Regions growth. The acquisitions of other financial services companies have also allowed Regions to better diversify its revenue stream and to offer additional products and services to its customers. From time to time, Regions evaluates potential bank and non-bank acquisition candidates.

On February 6, 2009, Regions acquired from the Federal Deposit Insurance Corporation (FDIC) approximately $285 million in total deposits from a failed bank headquartered in Henry County, Georgia. Under the terms of the agreement with the FDIC, Regions assumed operations of the bank s four branches and provides banking services to its former customers.

In September, 2008, Regions acquired from the FDIC approximately $900 million of deposits, primarily time deposits, from a failed bank headquartered in Alpharetta, Georgia. Under the terms of the agreement with the FDIC, Regions assumed operations of the bank s four branches and provides banking services to its former customers.

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On January 1, 2008, Regions Insurance Group, Inc., a subsidiary of Regions Financial Corporation, acquired certain assets of Barksdale Bonding and Insurance, Inc., a multi-line insurance agency headquartered in Jackson, Mississippi. In addition, in December 2008, Morgan Keegan & Company, Inc. (Morgan Keegan) a subsidiary of Regions Financial Corporation, acquired Revolution Partners, LLC, a Boston-based investment banking boutique specializing in mergers and acquisitions and private capital advisory services for the technology industry.

During 2007, Regions acquired two financial services entities. On January 2, 2007, Regions Insurance Group, Inc. acquired certain assets of Miles & Finch, Inc., a multi-line insurance agency headquartered in Kokomo, Indiana, with annual revenues of approximately $10 million. On June 15, 2007, Morgan Keegan acquired Shattuck Hammond Partners LLC (Shattuck Hammond), an investment banking and financial advisory firm headquartered in New York, New York.

On November 4, 2006, Regions merged with AmSouth Bancorporation (AmSouth), headquartered in Birmingham, Alabama. In the stock-for-stock merger, 0.7974 shares of Regions were exchanged, on a tax-free basis, for each share of AmSouth common stock. AmSouth had total assets of approximately $58 billion (including goodwill) and operated in 6 states at the time of the merger. This transaction was accounted for as a purchase of 100 percent of the voting interests of AmSouth by Regions and, accordingly, financial results for periods prior to November 4, 2006 have not been restated.

Regions incurred approximately $822 million in one-time pre-tax merger-related costs to bring the two companies together. Regions recorded $185 million of such costs in goodwill during 2006. This amount was subsequently adjusted down by $3 million in 2007. The majority of merger costs flowed directly through the income statement. These included $201 million, $351 million, and $89 million in pre-tax merger expenses during 2008, 2007 and 2006, respectively. No merger expenses related to the AmSouth transaction were recorded after the third quarter of 2008.

Dispositions

During the first quarter of 2007, through sales to three separate buyers, Regions completed the divestiture of 52 former AmSouth branches having approximately $2.7 billion in deposits and $1.7 billion in loans. These divestitures were required in markets where the merger may have affected competition.

On March 30, 2007, Regions sold its wholly-owned non-conforming mortgage origination subsidiary, EquiFirst Corporation (EquiFirst) for an initial sales price of approximately $76 million. The business related to EquiFirst has been accounted for as discontinued operations and the results are presented separately on the consolidated statements of operations for all periods presented. Resolution of the sales price was completed in October 2008, and resulted in an after-tax loss of approximately $10 million. See Note 3 Discontinued Operations to the consolidated financial statements for further details.

Business Segments

Regions provides traditional commercial, retail and mortgage banking services, as well as other financial services in the fields of investment banking, asset management, trust, mutual funds, securities brokerage, insurance and other specialty financing. Regions carries out its strategies and derives its profitability from the following business segments:

General Banking/Treasury

Regions primary business is providing traditional commercial, retail and mortgage banking services to its customers. Regions banking subsidiary, Regions Bank, operates as an Alabama state-chartered bank with branch offices in Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Iowa, Kentucky, Louisiana, Mississippi, Missouri, North Carolina, South Carolina, Tennessee, Texas and Virginia. The Treasury function includes the

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Company s securities portfolio and other wholesale funding activities. In 2009, Regions general banking and treasury operations reported a loss of approximately $1.1 billion, as credit and credit-related costs pressured this business segment.

Investment Banking/Brokerage/Trust

Regions provides investment banking, brokerage and trust services in approximately 324 offices of Morgan Keegan, a subsidiary of Regions and one of the largest investment firms based in the South. Morgan Keegan contributed approximately $90 million of income in 2009. Its lines of business include private client, retail brokerage services, fixed-income capital markets, equity capital markets, trust, and asset management.

Insurance

Regions provides insurance-related services through Regions Insurance Group, Inc., a subsidiary of Regions. Regions Insurance Group is one of the 25 largest insurance brokers in the country. The insurance segment includes all business associated with insurance coverage for various lines of personal and commercial insurance, such as property, casualty, life, health and accident insurance. The insurance segment also offers credit-related insurance products, such as term life, credit life, environmental, crop and mortgage insurance, as well as debt cancellation products to customers of Regions. Insurance activities contributed approximately $16 million of income in 2009.

Merger Charges and Discontinued Operations

The reportable segment designated Merger Charges and Discontinued Operations includes merger charges related to the AmSouth acquisition and the results of EquiFirst for the periods presented. These amounts are excluded from other reportable segments because management reviews the results of the other reportable segments excluding these items.

See Note 23 Business Segment Information to the consolidated financial statements for further information on Regions business segments.

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Table 1 Financial Highlights

	2009	2008	2007	2006	2005
		(In millions, except per share data)			
EARNINGS SUMMARY					
Interest income	$ 5,332	$ 6,563	$ 8,074	$ 5,649	$ 4,271
Interest expense	1,997	2,720	3,676	2,341	1,490
Net interest income	3,335	3,843	4,398	3,308	2,781
Provision for loan losses	3,541	2,057	555	142	166
Net interest income (loss) after provision for loan losses	(206)	1,786	3,843	3,166	2,615
Non-interest income	3,755	3,073	2,856	2,030	1,687
Non-interest expense	4,751	10,792	4,660	3,204	2,943
Income (loss) before income taxes from continuing operations	(1,202)	(5,933)	2,039	1,992	1,359
Income tax expense (benefit)	(171)	(348)	646	619	396
Income (loss) from continuing operations	(1,031)	(5,585)	1,393	1,373	963
Income (loss) from discontinued operations before income taxes		(18)	(217)	(32)	64
Income tax expense (benefit)		(7)	(75)	(13)	26
Income (loss) from discontinued operations		(11)	(142)	(19)	38
Net income (loss)	$ (1,031)	$ (5,596)	$ 1,251	$ 1,354	$ 1,001
Income (loss) from continuing operations available to common shareholders	$ (1,261)	$ (5,611)	$ 1,393	$ 1,373	$ 963
Net income (loss) available to common shareholders	$ (1,261)	$ (5,622)	$ 1,251	$ 1,354	$ 1,001
Earnings (loss) per common share from continuing operations basic	$ (1.27)	$ (8.07)	$ 1.97	$ 2.74	$ 2.09
Earnings (loss) per common share from continuing operations diluted	(1.27)	(8.07)	1.95	2.71	2.07
Earnings (loss) per common share basic	(1.27)	(8.09)	1.77	2.70	2.17
Earnings (loss) per common share diluted	(1.27)	(8.09)	1.76	2.67	2.15
Return on average tangible common stockholders equity (non-GAAP)	(15.45)%	(74.32)%	15.82%	22.86%	18.80%
Return on average common stockholders equity	(8.82)	(28.81)	6.24	10.94	9.37
Return on average total assets	(0.88)	(3.90)	0.90	1.41	1.18
BALANCE SHEET SUMMARY					
At year-end					
Loans, net of unearned income	$ 90,674	$ 97,419	$ 95,379	$ 94,551	$ 58,405
Assets	142,318	146,248	141,042	143,369	84,786
Deposits	98,680	90,904	94,775	101,228	60,378
Long-term debt	18,464	19,231	11,325	8,643	6,972
Stockholders equity	17,881	16,813	19,823	20,701	10,614
Average balances					
Loans, net of unearned income	94,523	97,601	94,372	64,766	58,002
Assets	142,759	143,947	138,757	95,800	85,096
Deposits	94,612	90,077	95,725	67,466	59,713
Long-term debt	18,588	13,510	9,698	6,856	7,175
Stockholders equity	17,773	19,939	20,036	12,369	10,678
SELECTED RATIOS					
Tangible common stockholders equity to tangible assets (non-GAAP)	6.03%	5.23%	5.88%	6.53%	6.64%
Allowance for loan losses as a percentage of loans, net of unearned income	3.43	1.87	1.39	1.12	1.34
Allowance for credit losses as a percentage of loans, net of unearned income	3.52	1.95	1.45	1.17	1.34

COMMON STOCK DATA					
Cash dividends declared per common share	$ 0.13	$ 0.96	$ 1.46	$ 1.40	$ 1.36
Stockholders common equity per share	11.97	19.53	28.58	28.36	23.26
Market value at year end	5.29	7.96	23.65	37.40	34.16
Market price range:					
High	9.07	25.84	38.17	39.15	35.54
Low	2.35	6.41	22.84	32.37	29.16
Total trading volume	8,747	3,411	912	301	227
Dividend payout ratio	NM	NM	82.49	51.85	62.67
Shareholders of record at year-end (actual)	81,166	83,600	85,060	84,877	72,140
Weighted-average number of common shares outstanding					
Basic	989	695	708	502	461
Diluted	989	695	713	507	466

Note: Periods prior to November 4, 2006 do not include the effect of Regions acquisition of AmSouth.

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2009 OVERVIEW

The year ended December 31, 2009 was another difficult year for the U.S. economy and for the financial services industry. High credit costs, primarily the result of loan portfolio pressure stemming from ongoing deterioration in real estate values, as well as increasing unemployment and other factors, continued to negatively impact pre-tax earnings. Property value declines, which began in late 2007, continued throughout 2008 and 2009. While Regions did not have material exposure to many of the issues that originally plagued the industry (e.g., sub-prime loans, structured investment vehicles and collateralized debt obligations), the Company s exposure to the residential housing sector, primarily within investor real estate, pressured its loan portfolio, resulting in increased credit costs and other real estate expenses. As the economic down cycle continued, consumer confidence and weak economic conditions began to impact areas of the economy outside of the housing sector. During 2009, the portion of the Company s loan portfolio secured by income-producing commercial real estate, including retail and multi-family properties, also showed signs of credit pressure.

As a result of these factors, Regions reported a net loss available to common shareholders of $1.3 billion or $1.27 per diluted common share in 2009. Significant drivers of 2009 results include an elevated provision for loan losses and pressured net interest income. Offsetting these items to some extent was Regions solid fee and mortgage income.

Net interest income was $3.3 billion in 2009 compared to $3.8 billion in 2008. The net interest margin (taxable-equivalent basis) was 2.67% in 2009, compared to 3.23% during 2008. The decline in the net interest margin was impacted primarily by factors directly and indirectly associated with the erosion of economic and industry conditions since late 2007. These factors include Regions asset sensitive balance sheet, which was impacted by an unfavorable decline in the general level and shape of the yield curve, higher spreads on new debt issuances, and rising non-performing asset levels. Additionally, loan yields declined throughout the year, as variable rate loans fell in response to declines in the short-term rates to which they are tied. Declining deposit rates partially offset these movements, but the decline was somewhat limited by the competitive demand for deposits within the industry, largely prompted by stressed economic conditions throughout the U.S. Entering 2010, the negative impacts to net interest income attributable to interest rate declines have largely worked their way through the balance sheet. The net interest margin is expected to benefit from ongoing improvements to loan pricing and deposit costs throughout the year. Additionally, if rates increase, Regions balance sheet is positioned to respond incrementally more favorably.

Net charge-offs totaled $2.3 billion, or 2.38 percent of average loans in 2009 compared to $1.5 billion, or 1.59 percent of average loans in 2008. The increased loss rate reflected ongoing pressure in property valuations and continued strains in the economy as a whole. Non-performing assets increased $2.7 billion between December 31, 2009 and December 31, 2008 to $4.4 billion, primarily due to continued weakness in the Company s residential homebuilder and condominium portfolios. Non-performing loans held for sale totaled $317 million and $423 million at December 31, 2009 and 2008, respectively.

The provision for loan losses is used to maintain the allowance for loan losses at a level that, in management s judgment, is adequate to cover losses inherent in the loan portfolio as of the balance sheet date. During 2009, the provision for loan losses increased to $3.5 billion compared to $2.1 billion in 2008. The increase in the provision was primarily due to continued deterioration in the residential homebuilder, condominium, home equity, and income-producing investor-owned commercial real estate portfolios. The recession, which was an outgrowth of a protracted national housing slump, continued to affect the real estate industry throughout 2009. As a result, the Company experienced a significant migration of loans into non-performing status. Loans secured by land, single-family residential, condominium and income-producing investor real estate contributed to the inflows. As a result of the increased provision for loan losses and significantly higher loan charge-offs, which increased $706 million, Regions increased its allowance for credit losses to 3.52 percent of total loans, net of unearned income, at December 31, 2009, as compared to 1.95 percent at December 31, 2008.

Non-interest income increased to $3.8 billion in 2009 from $3.1 billion in 2008. Non-interest income excluding securities gains/losses totaled $3.7 billion or 52 percent of total revenue (fully taxable-equivalent basis) in 2009 compared to $3.0 billion or 43 percent in 2008, and continued to reflect Regions diversified revenue stream. The year over year increase was due primarily to several items impacting 2009 with no corresponding impact on 2008. These items include gains from terminations of leveraged leases, which was largely offset in income taxes, and a gain on extinguishment of debt realized in connection with the Company s issuance of common stock in exchange for trust preferred securities. Additionally, mortgage income was higher during 2009 as compared to the previous year, reflecting increased loan origination activity spurred by a favorable mortgage interest rate environment. Decreases in non-interest income attributable to brokerage, investment banking and capital markets income and trust department income partially offset the increase for the year. Morgan Keegan recorded net income of $90 million in 2009 as compared to $128 million in 2008.

Non-interest expense from continuing operations totaled $4.8 billion in 2009 compared to $10.8 billion in 2008, which was impacted significantly by a $6.0 billion non-cash goodwill impairment charge. Also reflected in non-interest expenses were merger charges totaling $201 million in 2008 whereas none were recorded in 2009. Merger costs consist mainly of personnel expenses, the cost of integrating AmSouth systems with those of Regions and the consolidation of branches. Excluding the goodwill impairment and merger-related expenses, non-interest expense increased $160 million or 3.5 percent in 2009 compared to 2008. The largest drivers were increased professional and legal fees, higher other real estate owned expenses driven by losses related to the continued decline in the housing market, and increased FDIC insurance premiums, including an FDIC special assessment. Results for 2009 also reflected higher other-than-temporary impairment on securities, as well as charges associated with the consolidation of 121 branches. The increases from 2008 to 2009 were partially offset by a 2008 loss on the early extinguishment of debt related to the redemption of subordinated notes, an impairment of mortgage servicing rights and write-downs on the investment in two Morgan Keegan mutual funds. See Table 9 Non-Interest Expense (including Non-GAAP Reconciliation) for further details.

Total loans decreased by 6.9 percent in 2009, driven mainly by lower commercial and industrial loans, as well as a decline in construction loans, reflecting developers reluctance to begin new projects or purchase existing projects under current economic conditions. Also, a large portion of the Company s indirect consumer lending portfolio is in run-off mode, which was a catalyst to the lower outstanding balances for the assets. Partially offsetting these decreases was an increase in the commercial real estate mortgage portfolio which was attributable to the migration from construction loans as projects are completed. Deposits increased 8.6 percent in 2009 as compared to 2008, driven primarily by growth in non-interest-bearing demand deposits and domestic money market balances. Partially offsetting was a decline in foreign money market funds and low certificate of deposit balances.

On May 7, 2009, the final results of the Federal Reserve s Supervisory Capital Assessment Program (SCAP) were released requiring Regions to submit a capital plan to its regulators detailing the steps to be utilized to increase total Tier 1 common by $2.5 billion, of which at least $0.4 billion had to be Tier 1 equity. In the second quarter, Regions fulfilled the SCAP requirement primarily through the issuance of common and preferred securities. The Company s public equity offering of common stock, announced May 20, 2009, resulted in the issuance of 460 million shares at $4 per share, generating proceeds of approximately $1.8 billion, net of issuance costs. At the same date, the Company issued 287,500 shares of mandatorily convertible preferred stock, Series B, generating net proceeds of $278 million. In addition to these offerings, the Company exchanged approximately 33 million common shares for $202 million of outstanding 6.625% trust preferred securities issued by an affiliated Trust. The Company also sold shares in Visa Inc. and other securities, which generated additional capital. Further detail on these offerings is disclosed in the Stockholders Equity section of this report.

Table 2 GAAP to Non-GAAP Reconciliation presents computations of earnings and certain other financial measures excluding merger and goodwill impairment charges, including average tangible common stockholders equity , end of period tangible common stockholders equity and Tier 1 common equity , all of

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which are non-GAAP. Merger and goodwill impairment charges are included in financial results presented in accordance with generally accepted accounting principles (GAAP). Regions believes the exclusion of merger and goodwill impairment charges in expressing earnings and certain other financial measures, including earnings per common share, excluding merger and goodwill impairment charges and return on average tangible common stockholders equity, excluding merger and goodwill impairment charges 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 to be relevant to ongoing operating results. Management and the Board of Directors utilize these non-GAAP financial measures as follows:

- 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 to investors of Company performance

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. The third quarter of 2008 was the final quarter for merger charges related to the AmSouth Bancorporation acquisition.

Tangible common stockholders equity ratios have become a focus of some investors and management believes they may assist investors in analyzing the capital position of the Company absent the effects of intangible assets and preferred stock. Traditionally, the Federal Reserve and other banking regulators have assessed a bank s capital adequacy based on Tier 1 capital, the calculation of which is codified in federal banking regulations. In connection with the SCAP, these regulators began supplementing their assessment of the capital adequacy of a bank based on a variation of Tier 1 capital, known as Tier 1 common equity. While not codified, analysts and banking regulators have assessed Regions capital adequacy using the tangible common stockholders equity and/or the Tier 1 common equity measure. Because tangible common stockholders equity and Tier 1 common equity are not formally defined by GAAP or codified in the federal banking regulations, these measures are considered to be non-GAAP financial measures and other entities may calculate them differently than Regions disclosed calculations. Since analysts and banking regulators may assess Regions capital adequacy using tangible common stockholders equity and Tier 1 common equity, Regions believes that it is useful to provide investors the ability to assess Regions capital adequacy on these same bases.

Tier 1 common equity is often expressed as a percentage of risk-weighted assets. Under the risk-based capital framework, a bank s balance sheet assets and credit equivalent amounts of off-balance sheet items are assigned to one of four broad risk categories. The aggregated dollar amount in each category is then multiplied by the risk weighting assigned to that category. The resulting weighted values from each of the four categories are added together and this sum is the risk-weighted assets total that, as adjusted, comprises the denominator of certain risk-based capital ratios. Tier 1 capital is then divided by this denominator (risk-weighted assets) to determine the Tier 1 capital ratio. Adjustments are made to Tier 1 capital to arrive at Tier 1 common equity. Tier 1 common equity is also divided by the risk-weighted assets to determine the Tier 1 common equity ratio. The amounts disclosed as risk-weighted assets are calculated consistent with banking regulatory requirements.

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 and goodwill impairment charges and procedures in place to approve and segregate merger and goodwill impairment charges from other normal operating expenses to ensure that these measures are calculated using the

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appropriate GAAP or regulatory components to ensure that the Company s operating results and capital performance 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 and goodwill impairment charges does not represent the amount that effectively accrues directly to stockholders (i.e., merger and goodwill impairment charges are a reduction to earnings and stockholders equity).

See Table 2 GAAP to Non-GAAP Reconciliation below which provides: 1) reconciliations of GAAP net income (loss) available to common shareholders and earnings per common share to non-GAAP financial measures, 2) a reconciliation of average and ending stockholders equity (GAAP) to average and ending tangible common stockholders equity (non-GAAP), and 3) a reconciliation of stockholders equity (GAAP) to Tier 1 capital (regulatory) and to Tier 1 common equity (non-GAAP).

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Table 2 GAAP to Non-GAAP Reconciliation

		For Years Ended December 31				
		2009	2008	2007	2006	2005
		(In millions, except per share data)				
INCOME (LOSS)						
Income (loss) from continuing operations (GAAP)		$ (1,031)	$ (5,585)	$ 1,393	$ 1,373	$ 963
Preferred dividends (GAAP)		(230)	(26)			
Income (loss) from continuing operations available to common shareholders (GAAP)		(1,261)	(5,611)	1,393	1,373	963
Income (loss) from discontinued operations, net of tax (GAAP)			(11)	(142)	(19)	38
Income (loss) available to common shareholders (GAAP)	A	$ (1,261)	$ (5,622)	$ 1,251	$ 1,354	$ 1,001
Income (loss) from continuing operations available to common shareholders (GAAP)		$ (1,261)	$ (5,611)	$ 1,393	$ 1,373	$ 963
Merger-related charges, pre-tax						
Salaries and employee benefits			134	159	66	74
Net occupancy expense			4	34	3	5
Furniture and equipment expense			5	5	1	1
Other			58	153	19	89
Total merger-related charges, pre-tax			201	351	89	169
Merger-related charges, net of tax			125	219	60	110
Goodwill impairment			6,000			
Income from continuing operations, excluding merger and goodwill impairment charges (non-GAAP)	B	$ (1,261)	$ 514	$ 1,612	$ 1,433	$ 1,073
Weighted-average diluted shares	C	989	695	713	507	466
Earnings (loss) per common share diluted (GAAP)	A/C	$ (1.27)	$ (8.09)	$ 1.76	$ 2.67	$ 2.15
Earnings per common share from continuing operations, excluding merger and goodwill impairment charges diluted (non-GAAP)	B/C	$ (1.27)	$ 0.74	$ 2.26	$ 2.83	$ 2.30
RETURN ON AVERAGE TANGIBLE COMMON STOCKHOLDERS EQUITY						
Average stockholders equity (GAAP)		$ 17,773	$ 19,939	$ 20,036	$ 12,369	$ 10,678
Average intangible assets (GAAP)		6,122	11,949	12,130	6,450	5,357
Average preferred equity (GAAP)		3,487	425			
Average tangible common stockholders equity (non-GAAP)	D	$ 8,164	$ 7,565	$ 7,906	$ 5,919	$ 5,321
Average stockholders equity, excluding discontinued operations (GAAP)		$ 17,773	$ 19,939	$ 20,013	$ 12,215	$ 10,539
Average intangible assets, excluding discontinued operations (GAAP)		6,122	11,949	12,130	6,450	5,357
Average preferred equity (GAAP)		3,487	425			

Average tangible common equity, excluding discontinued operations (non-GAAP)	E	$ 8,164	$ 7,565	$ 7,883	$ 5,765	$ 5,182
Return on average tangible common equity (non-GAAP)	A/D	(15.45)%	(74.32)%	15.82%	22.86%	18.80%
Return on average tangible common equity, excluding discontinued operations, merger and goodwill impairment charges (non-GAAP)	B/E	(15.45)%	6.79%	20.43%	24.92%	20.79%

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		2009	2008	2007	2006	2005
		For Years Ended December 31 (In millions, except per share data)				
TANGIBLE COMMON RATIOS						
Ending stockholders equity (GAAP)		$ 17,881	$ 16,813	$ 19,823	$ 20,701	$ 10,614
Less: Ending intangible assets (GAAP)		6,060	6,186	12,252	12,133	5,341
Ending preferred equity (GAAP)		3,602	3,307			
Ending tangible common stockholders equity (non-GAAP)	F	$ 8,219	$ 7,320	$ 7,571	$ 8,568	$ 5,273
Ending total assets (GAAP)		$ 142,318	$ 146,248	$ 141,042	$ 143,369	$ 84,786
Less: Ending intangible assets (GAAP)		6,060	6,186	12,252	12,133	5,341
Ending tangible assets (non-GAAP)	G	$ 136,258	$ 140,062	$ 128,790	$ 131,236	$ 79,445
End of period shares outstanding	H	1,193	691	694	730	456
Tangible common stockholders equity to tangible assets (non-GAAP)	F/G	6.03%	5.23%	5.88%	6.53%	6.64%
Tangible common book value per share (non-GAAP)	F/H	$ 6.89	$ 10.59	$ 10.91	$ 11.74	$ 11.56
TIER 1 COMMON RISK-BASED RATIO						
Stockholders equity (GAAP)		$ 17,881	$ 16,813			
Accumulated other comprehensive (income) loss		(130)	8			
Non-qualifying goodwill and intangibles		(5,792)	(5,864)			
Disallowed deferred tax assets(1)		(947)				
Disallowed servicing assets		(25)	(16)			
Qualifying non-controlling interests		91	91			
Qualifying trust preferred securities		846	1,036			
Tier 1 capital (regulatory)		$ 11,924	$ 12,068			
Qualifying non-controlling interests		(91)	(91)			
Qualifying trust preferred securities		(846)	(1,036)			
Preferred stock		(3,602)	(3,307)			
Tier 1 common equity (non-GAAP)	I	$ 7,385	$ 7,634			
Risk-weighted assets (regulatory)	J	$ 103,330	$ 116,251			
Tier 1 common risk-based ratio (non-GAAP)	I/J	7.15%	6.57%			

(1) Only one year of projected future taxable income may be applied in calculating deferred tax assets for regulatory capital purposes.

CRITICAL ACCOUNTING POLICIES

In preparing financial information, management is required to make significant estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses for the periods shown. The accounting principles followed by Regions and the methods of applying these principles conform with accounting principles generally accepted in the U.S. and general banking practices. Estimates and assumptions most significant to Regions are related primarily to the allowance for credit losses, fair value measurements, intangible assets (goodwill and other identifiable intangible assets), mortgage servicing rights and income taxes, and are summarized in the following discussion and in the notes to the consolidated financial statements.

Allowance for Credit Losses

The allowance for credit losses (allowance) consists of the allowance for loan losses and the reserve for unfunded credit commitments. Management evaluates the adequacy of the allowance based on the total of these two components. Determining the appropriate level of the allowance is one of the most critical and complex accounting estimates for any financial institution. Accounting guidance requires Regions to make a number of

estimates related to the level of credit losses inherent in the portfolio at year-end. A full discussion of these estimates and other factors can be found in the Allowance for Credit Losses section within the discussion of credit risk, found in a later section of this report.

The allowance is sensitive to a variety of internal factors, such as portfolio performance and assigned risk ratings, and external factors, such as interest rates and the general health of the economy. Management reviews scenarios having different assumptions for variables that could result in increases or decreases in probable inherent credit losses, which may materially impact Regions estimate of the allowance and results of operations.

Management s estimate of the allowance for commercial products, which includes commercial, construction, and commercial real estate mortgage loans, could be affected by risk rating upgrades or downgrades as a result of fluctuations in the general economy, developments within a particular industry, or changes in an individual s credit due to factors particular to that credit, such as competition, management or business performance. A reasonably possible scenario would be an estimated 20 percent migration of lower risk-related pass credits to criticized status, which could increase estimated inherent losses by approximately $214 million. A 20 percent reduction in the level of criticized credits is also a reasonably possible scenario, which would result in an approximate $225 million decrease in estimated inherent losses.

For residential real estate mortgages, home equity lending and other consumer-related loans, individual products are reviewed on a group basis or in loan pools (e.g., residential real estate mortgage pools). The total of all residential loans, including residential real estate mortgages and home equity lending, represents approximately 34 percent of total loans. Losses can be affected by such factors as collateral value, loss severity, the economy and other uncontrollable factors. A 20-basis-point increase or decrease in the estimated loss rates on these residential loans would change estimated inherent losses by approximately $62 million. The loss analysis related to other consumer-related loans includes reasonably possible scenarios with estimated loss rates increasing or decreasing by 50 basis points, which would increase or decrease the related estimated inherent losses by approximately $18 million, respectively.

Additionally, the estimate of the allowance for credit losses for the entire portfolio may change due to modifications in the mix and level of loan balances outstanding and general economic conditions, as evidenced by changes in real estate demand and values, interest rates, unemployment rates, bankruptcy filings, real estate demand and values, fluctuations in the gross domestic product, and the effects of weather and natural disasters such as droughts and hurricanes. Each has the ability to result in actual loan losses that could differ from originally estimated amounts.

The pro forma inherent loss analysis presented above demonstrates the sensitivity of the allowance to key assumptions. This sensitivity analysis does not reflect an expected outcome.

Fair Value Measurements

A portion of the Company s assets and liabilities is carried at fair value, with changes in fair value recorded either in earnings or other comprehensive income (loss). These include trading account assets, securities available for sale, mortgage loans held for sale, mortgage servicing rights and derivatives (net). From time to time, the estimation of fair value also affects other loans held for sale, which are recorded at the lower of cost or fair value. Fair value determination is also relevant for certain other assets such as foreclosed property and other real estate, which are recorded at the lower of the recorded investment in the loan/property or fair value, less estimated costs to sell the property. The determination of fair value also impacts certain other assets that are periodically evaluated for impairment using fair value estimates, including goodwill, other identifiable intangible assets and impaired loans.

Fair value is generally defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) as opposed to the price that would be paid to acquire the asset or received to assume the liability (an entry price), in an orderly transaction between market participants at the measurement date under current market conditions. While management uses judgment when determining the price at which willing market participants would transact when there has been a significant decrease in the volume or level of activity for the asset or liability in relation to normal market activity, management s objective is to determine the point within the range of fair-value estimates that is most representative of a sale to a third-party financial investor under current market conditions. The value to the Company if the asset or liability were held to maturity is not included in the fair value estimates.

A fair value measure should reflect the assumptions that market participants would use in pricing the asset or liability, including the assumptions about the risk inherent in a particular valuation technique, the effect of a restriction on the sale or use of an asset and the risk of nonperformance. Fair value is measured based on inputs the Company utilizes. Fair value may be based on quoted market prices for identical assets or liabilities traded in active markets (Level 1 valuations). If market prices are not available, quoted prices for identical or similar instruments in markets that are not active and model-based valuation techniques for which all significant assumptions are observable in the market are used (Level 2 valuations). Where observable market data is not available, the valuation is generated from model-based techniques that use significant assumptions not observable in the market, but observable based on Company-specific data (Level 3 valuations). These unobservable assumptions reflect the Company s own estimates for assumptions that market participants would use in pricing the asset or liability. Valuation techniques typically include option pricing models, discounted cash flow models and similar techniques, but may also include the use of market prices of assets or liabilities that are not directly comparable to the subject asset or liability.

See Note 22, Fair Value Measurements for a detailed discussion of determining fair value.

Intangible Assets

Regions intangible assets consist primarily of the excess of cost over the fair value of net assets of acquired businesses (goodwill) and other identifiable intangible assets (primarily core deposit intangibles). Regions goodwill is tested for impairment annually or more often if events or circumstances indicate impairment may exist. Adverse changes in the economic environment, declining operations of the business unit, or other factors could result in a decline in the estimated implied fair value of goodwill. If the estimated implied fair value is less than the carrying amount, a loss would be recognized to reduce the carrying amount to the estimated implied fair value.

For purposes of testing goodwill for impairment, Regions uses both the income and market approaches to value its reporting units. The income approach consists of discounting long-term projected future cash flows, which are derived from internal forecasts and economic expectations for the respective reporting units. The projected future cash flows are discounted using cost of capital metrics for Regions peer group or a build-up approach (such as the capital asset pricing model). The market approach applies a market multiple, based on observed purchase transactions and/or price/earnings of Regions peer group for each reporting unit, to the last twelve months of net income or earnings before income taxes, depreciation and amortization or price/tangible book value. One of the critical assumptions in determining the estimated fair value of a reporting unit is the discount rate, which can change based on changes in the business climate. A decrease in the discount rate by one percentage point would result in an increase of approximately $1.0 billion in fair value for all reporting units and an increase of approximately $806 million in fair value for the General Banking/Treasury reporting unit. An increase in the discount rate by one percentage point would result in a decline of approximately $929 million in fair value for all reporting units and a decline of approximately $689 million in fair value for the General Banking/Treasury reporting unit. A variation in the discount rate may result in or from changes to other assumptions used in determining the estimated fair value; these changes could materially affect the sensitivities described above.

If the estimated implied fair value of goodwill is less than the carrying amount, a loss would be recognized to reduce the carrying amount to the estimated implied fair value. The changes or factors mentioned above, when or if they occur could be material to Regions operating results for any particular reporting period; the potential impact cannot be reasonably estimated. As previously discussed, Regions incurred a $6.0 billion impairment charge in 2008. See Note 1 Summary of Significant Accounting Policies to the consolidated financial statements for additional information.

Other identifiable intangible assets, primarily core deposit intangibles, are reviewed at least annually for events or circumstances which could impact the recoverability of the intangible asset, such as loss of core deposits, increased competition or adverse changes in the economy. To the extent an other identifiable intangible asset is deemed unrecoverable, an impairment loss would be recorded to reduce the carrying amount. These events or circumstances, when they occur, could be material to Regions operating results for any particular reporting period; the potential impact cannot be reasonably estimated.

Mortgage Servicing Rights

Regions estimates the fair value of its mortgage servicing rights in order to record them at fair value on the balance sheet. Although sales of mortgage servicing rights do occur, mortgage servicing rights do not trade in an active market with readily observable market prices and the exact terms and conditions of sales may not be readily available. Specific characteristics of the underlying loans greatly impact the estimated value of the related mortgage servicing rights. As a result, Regions stratifies its mortgage servicing portfolio on the basis of certain risk characteristics, including loan type and contractual note rate, and values its mortgage servicing rights using discounted cash flow modeling techniques. These techniques require management to make estimates regarding future net servicing cash flows, taking into consideration historical and forecasted mortgage loan prepayment rates and discount rates. Changes in interest rates, prepayment speeds or other factors impact the fair value of mortgage servicing rights which impacts earnings. Based on a hypothetical sensitivity analysis, Regions estimates that a reduction in primary mortgage market rates of 25 basis points and 50 basis points would reduce the December 31, 2009 fair value of mortgage servicing rights by approximately 6.5 percent ($16 million) and 12.6 percent ($31 million), respectively. Conversely, 25 basis point and 50 basis point increases in these rates would increase the December 31, 2009 fair value of mortgage servicing rights by approximately 5.7 percent ($14 million) and 11.3 percent ($28 million), respectively.

The pro forma fair value analysis presented above demonstrates the sensitivity of fair values to hypothetical changes in primary mortgage rates. This sensitivity analysis does not reflect an expected outcome. Refer to the Mortgage Servicing Rights discussion in the Balance Sheet analysis.

Income Taxes

Accrued taxes represent the estimated amount payable to or receivable from taxing jurisdictions, and are reported, on a net basis, as a component of other liabilities in the consolidated balance sheets.

Management s determination of the realization of the net deferred tax asset is based upon management s judgment of various future events and uncertainties, including the timing and amount of future taxable income and the implementation of various tax plans to maximize realization of the deferred tax asset. In making its determination of the realization of the net deferred tax asset, management considers all positive and negative evidence available including the impact of the three-year cumulative results as well as potential carryback of tax to prior years taxable income, reversal of taxable temporary differences, tax planning strategies and projected earnings within the statutory tax loss carryover period.

From time to time, for certain business plans enacted by Regions, management bases the estimates of related tax liabilities on its belief that future events will validate management s current assumptions regarding the ultimate outcome of tax-related exposures. While Regions has obtained the opinion of advisors that the anticipated tax treatment of these transactions should prevail and has assessed the relative merits and risks of the appropriate tax treatment, examination of Regions income tax returns, changes in tax law and regulatory guidance may impact the tax treatment of these transactions and resulting provisions for income taxes.

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OPERATING RESULTS

GENERAL

Regions reported a net loss available to common shareholders of $1.3 billion in 2009, compared to a net loss available to common shareholders of $5.6 billion in 2008. The loss in 2009 was primarily reflective of credit quality deterioration within the Company s loan portfolio and the associated rise in the provision for loan losses. Results in 2008 were significantly impacted by a $6.0 billion non-cash goodwill impairment charge. After-tax merger-related expenses of approximately $125 million were also incurred during 2008. Excluding the impact of merger-related charges and goodwill impairment, earnings from continuing operations were $514 million in 2008. Refer to Table 2 GAAP to Non-GAAP Reconciliation for additional details.

NET INTEREST INCOME AND MARGIN

Net interest income (interest income less interest expense) is Regions principal source of income and is one of the most important elements of Regions ability to meet its overall performance goals. Net interest income on a taxable-equivalent basis decreased 13 percent to $3.4 billion in 2009 from $3.9 billion in 2008, resulting in a decline in the net interest margin from 3.23 percent in 2008 to 2.67 percent in 2009.

Regions balance sheet was in an asset sensitive position during 2009, meaning that decreases in interest rates cause contraction in the Company s net interest margin. Since late 2007, interest rates have been impacted substantially by factors directly and indirectly associated with the erosion of economic and industry conditions. During that period, the Federal Reserve lowered the Federal Funds Rate by approximately 400 basis points. This period also saw a rapid, industry-wide curtailment of access to wholesale funding markets, which intensified price-based competition for retail deposits, and have kept costs relatively high, despite the precipitous decline in interest rates. Furthermore, accompanying increases in non-performing loans have negatively impacted asset yields.

More recently, however, modest improvement in market conditions has produced some easing in deposit pricing, and has coincided with advantageous increases in non-interest bearing deposit balances. These influences, combined with the benefits of improving spreads on newly originated and renewed loans, contributed to a stabilized net interest margin in the second half of 2009. Going forward, Regions expects the net interest margin to expand from improving loan and deposit pricing, as well as continued improvement in funding mix. These factors, along with the prospect of modest rate increases anticipated in the latter part of 2010, provide an opportunity for margin expansion. Regions goal is to exhibit increases in the net interest margin to approximately 3% by the end of the fourth quarter. If increases in interest rates exceed expectations, Regions asset sensitive position will contribute to additional margin expansion. Refer to Table 20 Interest Rate Sensitivity for additional information with which to analyze the Company s interest rate sensitivity.

Table 3 Consolidated Average Daily Balances and Yield/Rate Analysis Including Discontinued Operations presents a detail of net interest income, on a fully taxable-equivalent basis, the net interest margin, and the net interest spread.

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Table 3 Consolidated Average Daily Balances and Yield/Rate Analysis Including Discontinued Operations

	2009			2008			2007		
	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate
	(Dollars in millions; yields on taxable-equivalent basis)								
Assets									
Interest-earning assets:									
Federal funds sold and securities purchased under agreements to resell	$ 503	$ 3	0.53%	$ 868	$ 18	2.15%	$ 1,021	$ 51	4.98%
Trading account assets	1,599	65	4.04	1,473	66	4.47	1,441	72	5.01
Securities:									
Taxable	20,221	966	4.78	16,897	828	4.90	16,982	856	5.04
Tax-exempt	460	29	6.45	754	61	8.10	737	63	8.52
Loans held for sale	1,655	55	3.29	664	36	5.38	1,539	111	7.21
Loans held for sale divestitures							284	22	7.59
Loans, net of unearned income(1)(2)	94,523	4,218	4.46	97,601	5,562	5.70	94,372	6,900	7.31
Other interest-earning assets	6,927	28	0.40	1,873	29	1.55	588	38	6.55
Total interest-earning assets	125,888	5,364	4.26	120,130	6,600	5.49	116,964	8,113	6.94
Allowance for loan losses	(2,240)			(1,413)			(1,063)		
Cash and due from banks	2,245			2,522			2,849		
Other non-earning assets	16,866			22,708			20,007		
	$ 142,759			$ 143,947			$ 138,757		
Liabilities and Stockholders Equity									
Interest-bearing liabilities:									
Savings accounts	$ 3,984	$ 5	0.12%	$ 3,744	$ 4	0.12%	$ 3,798	$ 11	0.29%
Interest-bearing transaction accounts	14,347	40	0.28	15,058	127	0.84	15,553	312	2.00
Money market accounts	21,434	181	0.84	18,269	326	1.79	19,455	629	3.23
Money market accounts foreign	1,139	3	0.22	2,828	47	1.64	3,822	155	4.05
Time deposits customer	32,617	1,045	3.20	28,301	1,099	3.88	28,525	1,282	4.49
Interest-bearing deposits divestitures							374	12	3.23
Total customer deposits interest-bearing	73,521	1,274	1.73	68,200	1,603	2.35	71,527	2,401	3.36
Time deposits non customer	122	2	1.90	2,083	75	3.59	1,338	70	5.23
Other foreign deposits	312	1	0.11	2,074	46	2.23	3,858	193	5.01
Total treasury deposits interest-bearing	434	3	0.61	4,157	121	2.91	5,196	263	5.06
Total interest-bearing deposits	73,955	1,277	1.73	72,357	1,724	2.38	76,723	2,664	3.47
Federal funds purchased and securities sold under agreements to repurchase	3,166	12	0.37	7,697	171	2.22	8,080	377	4.67
Other short-term borrowings	5,229	42	0.81	8,704	198	2.28	1,902	82	4.30
Long-term borrowings	18,588	666	3.59	13,510	627	4.64	9,698	553	5.70
Total interest-bearing liabilities	100,938	1,997	1.98	102,268	2,720	2.66	96,403	3,676	3.81
Net interest spread			2.28			2.83			3.13
Customer deposits non-interest-bearing	20,657			17,720			19,003		
Other liabilities	3,391			4,020			3,315		

Stockholders equity	17,773			19,939			20,036		
	$ 142,759			$ 143,947			$ 138,757		
Net interest income/margin on a taxable-equivalent basis(3)		$ 3,367	2.67%		$ 3,880	3.23%		$ 4,437	3.79%

Notes:

(1) Loans, net of unearned income include non-accrual loans for all periods presented.
(2) Interest income includes loan fees of $30 million, $50 million and $78 million for the years ended December 31, 2009, 2008 and 2007, respectively.
(3) The computation of taxable-equivalent net interest income is based on the stautory federal income tax rate of 35%, adjusted for applicable state income taxes net of the related federal tax benefit.

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Table 4 Volume and Yield/Rate Variances

	2009 Compared to 2008 Change Due to			2008 Compared to 2007 Change Due to		
	Volume	Yield/ Rate	Net	Volume	Yield/ Rate	Net
	(Taxable equivalent basis in millions)					
Interest income on:						
Federal funds sold and securities purchased under agreements to resell	$ (6)	$ (9)	$ (15)	$ (7)	$ (26)	$ (33)
Trading account assets	5	(6)	(1)	2	(8)	(6)
Securities:						
Taxable	159	(21)	138	(4)	(24)	(28)
Tax-exempt	(20)	(12)	(32)	1	(3)	(2)
Loans held for sale	37	(18)	19	(52)	(23)	(75)
Loans held for sale divestitures				(22)		(22)
Loans, net of unearned income	(171)	(1,173)	(1,344)	229	(1,567)	(1,338)
Other interest-earning assets	33	(34)	(1)	37	(46)	(9)
Total interest-earning assets	37	(1,273)	(1,236)	184	(1,697)	(1,513)
Interest expense on:						
Savings accounts		1	1		(7)	(7)
Interest-bearing transaction accounts	(6)	(81)	(87)	(10)	(175)	(185)
Money market accounts	49	(194)	(145)	(36)	(267)	(303)
Money market accounts foreign	(18)	(26)	(44)	(33)	(75)	(108)
Time deposits customer	154	(208)	(54)	(10)	(173)	(183)
Interest-bearing deposits divestitures				(12)		(12)
Total customer deposits interest-bearing	179	(508)	(329)	(101)	(697)	(798)
Time deposits non customer	(46)	(27)	(73)	31	(26)	5
Other foreign deposits	(22)	(23)	(45)	(67)	(80)	(147)
Total treasury deposits interest-bearing	(68)	(50)	(118)	(36)	(106)	(142)
Total interest-bearing deposits	111	(558)	(447)	(137)	(803)	(940)
Federal funds purchased and securities sold under agreements to repurchase	(66)	(93)	(159)	(17)	(189)	(206)
Other short-term borrowings	(60)	(96)	(156)	171	(55)	116
Long-term borrowings	202	(163)	39	190	(116)	74
Total interest-bearing liabilities	187	(910)	(723)	207	(1,163)	(956)
Decrease in net interest income	$ (150)	$ (363)	$ (513)	$ (23)	$ (534)	$ (557)

Notes:

1. The change in interest not due solely to volume or yield/rate has been allocated to the volume column and yield/rate column in proportion to the relationship of the absolute dollar amounts of the change in each.
2. The computation of taxable net interest income is based on the statutory federal income tax rate of 35%, adjusted for applicable state income taxes net of the related federal tax benefit.

Comparing 2009 to 2008, interest-earning asset yields were lower, decreasing 123 basis points on average. While interest-bearing liability rates were also lower, declining by 68 basis points, this improvement in funding cost was not enough to offset the drop in interest-earning asset yields. As a result, the net interest rate spread declined 55 basis points to 2.28 percent in 2009 as compared to 2.83 percent in 2008. Changes in market interest rates and Regions asset sensitive position were the most significant drivers of changes in Regions rates and yields.

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In terms of changes in the broad interest rate environment, the Federal Funds rate, which is an influential driver of loan and deposit pricing on the shorter end of the yield curve, remained low at approximately 0.25 throughout 2009, essentially unchanged from the previous year-end level. Longer-term rates increased throughout the year, with the yield on the benchmark 10-year U.S. Treasury note rising 139 basis points during 2009, ending the year at 3.85 percent. Both interest-earning assets and interest-bearing liabilities were impacted by these changes in market rates. More specifically, the impact of low short-term rates continued to flow through the balance sheet, influencing loan yields in a downward fashion, since approximately 54 percent of the Company s interest-earning assets are tied to the prime rate or London Inter-Bank Offered Rate (LIBOR).

The mix of interest-earning assets can also affect the interest rate spread. Regions primary types of interest-earning assets are loans and investment securities. Certain types of interest-earning assets have historically generated larger spreads. For example, loans typically generate larger spreads than other assets, such as securities, Federal funds sold or securities purchased under agreement to resell. However, in 2009, the spread on loans decreased due to lower interest rates and a higher level of loans on non-accrual status. Average interest-earning assets at December 31, 2009 totaled $125.9 billion, an increase of $5.8 billion as compared to the prior year, or 4.8 percent. While average earning assets rose during 2009, the mix changed somewhat, reflecting higher securities balances on average and a decline in average loans due to decreased loan demand. Also affecting the interest spread was a much higher amount of interest-bearing deposits in other banks (included in other interest-earning assets in Table 3), primarily the Federal Reserve Bank, a result of the Company s liquidity management. These deposits generate a significantly lower spread than loans or securities. Average loans as a percentage of average interest-earning assets were 75 percent in 2009 and 81 percent in 2008. The categories which comprise interest-earning assets are shown in Table 3 Consolidated Average Daily Balances and Yield/Rate Analysis Including Discontinued Operations .

The proportion of average interest-earning assets to average total assets measures the effectiveness of management s efforts to invest available funds into the most profitable interest-earning vehicles and represented 88 percent and 83 percent for 2009 and 2008, respectively. This measure was driven higher in 2009 by the previously described relatively low-yielding interest-bearing deposits in other banks. Funding for Regions interest-earning assets comes from interest-bearing and non-interest-bearing sources. Another significant factor affecting the net interest margin is the percentage of interest-earning assets funded by interest-bearing liabilities. The percentage of average interest-earning assets funded by average interest-bearing liabilities was 80 percent in 2009 and 85 percent in 2008, also affected by the aforementioned increase in deposits in other banks.

Table 4 Volume and Yield/Rate Variances provides additional information with which to analyze the changes in net interest income.

Provision for Loan Losses

The provision for loan losses is used to maintain the allowance for loan losses at a level that in management s judgment is adequate to cover losses inherent in the portfolio at the balance sheet date. During 2009, the provision for loan losses was $3.5 billion and net charge-offs were $2.3 billion. This compares to a provision for loan losses of $2.1 billion and net charge-offs of $1.5 billion in 2008. Net charge-offs as a percent of average loans were 2.38 percent in 2009 compared to 1.59 percent in 2008. The increase in the provision was primarily due to focused efforts to identify and address loan portfolio pressure, as well as continued deterioration in the residential homebuilder, condominium and home equity portfolios. Income-producing commercial real estate, including multi-family and retail, also contributed to the increased level of non-performing loans, which significantly impacts the level of the provision.

For further discussion and analysis of the total allowance for credit losses, see the Risk Management section found later in this report. See also Note 6 Allowance for Credit Losses to the consolidated financial statements.

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NON-INTEREST INCOME

Non-interest income represents fees and income derived from sources other than interest-earning assets. Table 5 Non-Interest Income provides a detail of the components of non-interest income. Non-interest income totaled $3.8 billion in 2009 compared to $3.1 billion in 2008. The increase in non-interest income is primarily due to revenue generated from unwinding certain leveraged lease transactions during the year. However, this revenue was more than offset by the related income tax expense, resulting in an insignificant aggregate impact to net income. Excluding the leveraged lease terminations, results reflected an increase in mortgage income, primarily due to customers taking advantage of historically low mortgage rates, which drove higher mortgage originations and slightly higher service charges income. In addition, non-interest income was aided by a gain on the early extinguishment of debt realized in connection with the Company s issuance of common stock in exchange for trust preferred securities. Offsetting these increases, brokerage, investment banking and capital markets revenue declined due to lower fees from investment banking and capital markets. In addition, trust income fees were negatively impacted by lower asset valuations due to the disarray in the markets during the year. Non-interest income (excluding securities transactions and leveraged lease gains) as a percent of total revenue (on a fully taxable-equivalent basis) equaled 44 percent in 2009 compared to 43 percent in 2008. The increase is primarily due to higher mortgage income and a decline in net interest income in 2009.

Table 5 Non-Interest Income

	Year Ended December 31		
	2009	2008	2007
		(In millions)	
Service charges on deposit accounts	$ 1,156	$ 1,148	$ 1,163
Brokerage, investment banking and capital markets	989	1,027	895
Mortgage income	259	138	136
Trust department income	191	234	251
Securities gains (losses), net	69	92	(9)
Insurance commissions and fees	105	110	99
Leveraged lease termination gains	587		
Gain on early extinguishment of debt	61		
Visa-related gains	80	63	
Bank-owned life insurance	74	78	62
Other miscellaneous income	184	183	259
	$ 3,755	$ 3,073	$ 2,856

Service Charges on Deposit Accounts

Income from service charges on deposit accounts increased 1 percent to $1.2 billion in 2009 from $1.1 billion in 2008. This modest increase was the result of an increase in interchange income due to higher volumes, partially offset by a decline in overdraft and insufficient funds revenues. Effective April 2010, Regions will eliminate overdraft fees for all transactions when customers overdraw their accounts less than $5 and will lower the maximum number of overdrafts charged per day. Additionally, pending regulatory changes may negatively impact service charges prospectively. Total revenues from overdrafts and insufficient funds charges were $605 million in 2009 and $622 million in 2008.

Brokerage, Investment Banking and Capital Markets and Trust Department Income

Regions primary source of brokerage, investment banking, capital markets and trust revenue is its subsidiary, Morgan Keegan. Morgan Keegan s revenues are predominantly recorded in the brokerage, investment banking and capital markets, as well as trust department income lines of the consolidated statements of operations, while a smaller portion is reported in other non-interest income. As of December 31, 2009, Morgan Keegan employed approximately 1,267 financial advisors.

Morgan Keegan contributed $1.3 billion in total revenues in 2009 and in 2008. Total brokerage, investment banking and capital markets revenues decreased 4 percent to $989 million in 2009 from $1 billion in 2008, primarily due to the impact of general economic pressures and a decline in capital markets income. Results for 2009 reflect the impact of significant pressure within the credit markets and general upheaval in domestic and foreign markets, as well as a reluctance of retail investors to make investment decisions, due to declining property values and declining personal wealth. Customer and trust assets under management were approximately $75.5 billion and $70.0 billion, respectively, at year-end 2009 compared to approximately $63.0 billion and $62.1 billion, respectively, at year-end 2008. The rise in assets under management is primarily driven by a higher amount of asset inflows and higher end of period asset valuations than in the prior year.

Revenues from the private client division, which have been affected by unsettled market conditions, declined 6 percent to $317 million, or 25 percent of Morgan Keegan s total revenue in 2009 compared to $339 million or 25 percent in 2008. Fixed-Income Capital Markets revenues increased $82 million to $452 million, as compared to $370 million in 2008, driven by institutional customers demand for government, mortgage-backed and municipal securities. Also contributing to the record amount of volume by the Fixed-Income Capital Markets division was a steep yield curve and a number of strategic hires, including municipal trading and sales professionals, which were made in late 2008 and early 2009. Equity capital markets revenue was negatively impacted by the financial turmoil in late 2008 and throughout 2009. Equity capital markets revenues totaled $85 million in 2009, compared to $128 million in 2008. Trust revenues decreased 15 percent to $197 million in 2009, impacted by lower fees which are driven by lower average asset valuations. In addition, 2008 reflected the benefit of revenues from the negotiation of natural lease drilling rights on customer properties which did not repeat in 2009. The asset management division produced $150 million of revenue in 2009 compared to $177 million in 2008, pressured by a lower amount of fees from commissions.

Morgan Keegan s pre-tax income was negatively affected during 2008 by $49 million in losses on investments in two open-end mutual funds managed by Morgan Keegan with no corresponding impact in 2009. Professional and legal fees increased at Morgan Keegan from $90 million in 2008 to $161 million in 2009. See Note 24, Commitments, Contingencies and Guarantees for further information.

See Table 6 Morgan Keegan for a detail of the components of Morgan Keegan s contribution to the Company s revenue and earnings for the years ended December 31, 2009, 2008 and 2007 and Table 7 Morgan Keegan Revenue by Division , which illustrates Morgan Keegan s revenues by division for the years ended December 31, 2009, 2008 and 2007.

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Table 6 Morgan Keegan

	Year Ended December 31 2009	2008 (In millions)	2007
Revenues:			
Commissions	$ 202	$ 249	$ 315
Principal transactions	432	271	182
Investment banking	206	210	191
Interest	75	157	154
Trust fees and services	177	213	226
Investment advisory	143	203	184
Other	47	37	86
Total revenues	1,282	1,340	1,338
Expenses:			
Interest expense	17	83	76
Non-interest expense	1,122	1,055	998
Total expenses	1,139	1,138	1,074
Income before income taxes	143	202	264
Income taxes	53	74	96
Net income	$ 90	$ 128	$ 168

Table 7 Morgan Keegan Revenue by Division

	Private Client	Fixed-Income Capital Markets	Year Ended December 31 Equity Capital Markets (Dollars in millions)	Regions MK Trust	Asset Management	Interest and Other
2009						
Gross revenue	$ 317	$ 452	$ 85	$ 197	$ 150	$ 81
Percent of gross revenue	24.7%	35.3%	6.6%	15.4%	11.7%	6.3%
2008						
Gross revenue	$ 339	$ 370	$ 128	$ 231	$ 177	$ 95
Percent of gross revenue	25.3%	27.7%	9.5%	17.2%	13.2%	7.1%
2007						
Gross revenue	$ 394	$ 244	$ 103	$ 226	$ 189	$ 182
Percent of gross revenue	29.4%	18.2%	7.7%	16.9%	14.1%	13.7%

Mortgage Income

Mortgage income is generated through the origination and servicing of mortgage loans for long-term investors and sales of mortgage loans in the secondary market. Mortgage income increased $121 million, or 88 percent in 2009, to $259 million. The increase was due to increased refinance activity as customers took advantage of historically low mortgage rates, resulting in $9.6 billion in mortgage originations during the year, compared to $5.4 billion in 2008. Market valuation adjustments for mortgage servicing rights and related derivatives added $13 million to mortgage income in 2009. No such income was recorded in the previous year. See Note 22 Fair Value of Financial Instruments to the consolidated financial statements for further detail.

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Effective January 1, 2009, Regions made an election to prospectively change the policy for accounting for residential mortgage servicing rights from the amortization method to the fair value measurement method. Under the fair value measurement method, servicing assets are measured at fair value each period with changes in fair value recorded as a component of mortgage banking income. Regions uses various derivative instruments to mitigate the effect of changes in the fair value of its mortgage servicing rights in the statement of operations. Beginning in the fourth quarter of 2009, the Company also began using trading assets to mitigate the impact of changes in the fair value of its mortgage servicing rights. Because changes in value of trading assets are reported in brokerage income, and because earnings on these assets are reported in net interest income, the total effect of mortgage servicing rights and related hedging instruments impacts several line items in the 2009 statement of operations, as illustrated in Table 8.

Table 8 Categorization of Income Related to Mortgage Servicing Rights and Related Hedging Instruments

	2009 (In millions)
Net interest income	$ 20
Brokerage income	4
Mortgage income	13
	$ 37

During 2008, the Company sold mortgage servicing rights on approximately $3.4 billion of GNMA (Government National Mortgage Association) loans and recognized a loss of $15 million, including transaction costs. The Company did not sell any mortgage servicing rights in 2009. At December 31, 2009, Regions servicing portfolio totaled $39.7 billion, and of this portfolio, $23.3 billion were serviced for third parties. At December 31, 2008, the servicing portfolio totaled $36.6 billion, $21.2 billion of which were serviced for third parties.

Securities Gains (Losses), Net

Regions reported net gains of $69 million from the sale of securities available for sale in 2009, as compared to net gains of $92 million in 2008. During the year, the company significantly reduced its exposure in non-agency investment securities, collateralized mortgage-backed securities and municipal securities and through these measures incurred some losses on the sales. The Company s gains were due to increased sales activity within the available for sale category as part of the Company s asset/liability management strategies. The proceeds from the sales in 2009 and 2008 were reinvested in U.S. government agency mortgage-backed securities classified as available for sale. Refer to Securities section in the Balance Sheet Analysis for further discussion.

Insurance Commissions and Fees

Insurance commissions and fees decreased 5 percent to $105 million in 2009, compared to $110 million in 2008. This decrease is primarily due to the continued decline in insurance premium rates coupled with lower volume.

Leveraged Lease Termination Gains

A 2008 settlement with the IRS negatively impacted the economics of Regions leveraged lease portfolio. In addition, there was a mutual desire with lessees to terminate certain leases within this portfolio. Accordingly, the Company decided to terminate these leases in 2009, resulting in gains of $587 million. However, these gains were more than offset by related income tax expense of $589 million, resulting in a minimal impact to net income in 2009.

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Gain on Early Extinguishment of Debt

During 2009, Regions completed an exchange of common shares for outstanding 6.625% Trust Preferred Securities issued by Regions Financing Trust II (the Trust). In connection with this exchange, the Company recognized a gain on extinguishment of junior subordinated debt issued to the Trust. The extinguishment resulted in an increase to non-interest income of $61 million in 2009. For further details, see Note 15 Stockholders Equity and Comprehensive Income (Loss) to the consolidated financial statements.

Visa-related Gains

In early 2008, Visa executed an initial public offering (IPO) of common stock and, in connection with the IPO, Regions ownership interest in Visa was converted into approximately 3.8 million shares of Class B common stock. In late 2008, Regions recognized a $63 million gain upon the redemption of these shares. In 2009, Regions sold its remaining Visa Class B common stock resulting in an $80 million gain.

Bank-Owned Life Insurance

Bank-owned life insurance income decreased 5 percent to $74 million in 2009, compared to $78 million in 2008. This decrease is primarily due to lower crediting rates caused by declines in the financial markets.

NON-INTEREST EXPENSE

The following section contains a discussion of non-interest expense from continuing operations. The largest components of non-interest expense are salaries and employee benefits, net occupancy expense and furniture and equipment expense. Non-interest expense in 2008 included a $6.0 billion non-cash goodwill impairment charge and merger-related charges totaling $201 million. Non-interest expense, excluding the merger-related and goodwill impairment charges, increased $160 million, or 3 percent, to $4.8 billion in 2009.

During the fourth quarter of 2009, Regions announced plans to consolidate 121 branches during the first quarter of 2010. The decision to consolidate these branches was based largely on their proximity to other branches and an opportunity for combined performance improvement. Costs associated with these consolidations totaled approximately $53 million dollars in 2009.

Table 9 Non-Interest Expense (including Non-GAAP reconciliation) presents major non-interest expense components, both including and excluding merger-related charges and goodwill impairment, for the years ended December 31, 2009, 2008 and 2007. Management believes Table 9 is useful in evaluating trends in non-interest expense. Note that merger-related charges as shown in this table relate to Regions acquisition of AmSouth in November 2006. See Table 2 GAAP to Non-GAAP Reconciliation, and the text preceding it, for further discussion of non-GAAP financial measures.

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Table 9 Non-Interest Expense (including Non-GAAP reconciliation)

	As Reported (GAAP)		
	2009	2008	2007
		(In millions)	
Salaries and employee benefits	$ 2,269	$ 2,356	$ 2,472
Net occupancy expense	454	442	414
Furniture and equipment expense	311	335	301
Professional and legal fees	309	214	152
Amortization of core deposit intangibles	120	134	155
Other real estate owned expense	175	103	16
Marketing	75	97	134
Goodwill impairment		6,000	
Other-than-temporary impairments	75	23	7
Mortgage servicing rights impairment		85	6
FDIC special assessment	64		
FDIC premiums	163	15	11
Other miscellaneous expenses	736	988	992
	$ 4,751	$ 10,792	$ 4,660

	Merger-Related Charges and Goodwill Impairment		
	2009	2008	2007
		(In millions)	
Salaries and employee benefits	$	$ 134	$ 159
Net occupancy expense		4	34
Furniture and equipment expense		5	5
Professional and legal fees		7	34
Amortization of core deposit intangibles			
Other real estate owned expense			
Marketing		13	43
Goodwill impairment		6,000	
Other-than-temporary impairments			
Mortgage servicing rights impairment			
FDIC special assessment			
FDIC premiums			
Other miscellaneous expenses		38	76
	$	$ 6,201	$ 351

	As Adjusted (Non-GAAP)		
	2009	2008	2007
		(In millions)	
Salaries and employee benefits	$ 2,269	$ 2,222	$ 2,313
Net occupancy expense	454	438	380
Furniture and equipment expense	311	330	296
Professional and legal fees	309	207	118
Amortization of core deposit intangibles	120	134	155
Other real estate owned expense	175	103	16
Marketing	75	84	91
Other-than-temporary impairments	75	23	7
Mortgage servicing rights impairment		85	6
FDIC special assessment	64		

FDIC premiums	163	15	11
Other miscellaneous expenses	736	950	916
	$ 4,751	$ 4,591	$ 4,309

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Salaries and Employee Benefits

Total salaries and employee benefits decreased $87 million, or 4 percent, in 2009. Included in total salaries and employee benefits are merger charges totaling $134 million in 2008. The year-over-year decrease in salaries and employee benefits cost is the due to the 2008 merger charges and a 7 percent decline in headcount. At December 31, 2009, Regions had 28,509 employees compared to 30,784 at December 31, 2008.

Regions provides employees who meet established employment requirements with a benefits package that includes 401(k), pension, and medical, life and disability insurance plans. New enrollment in the Regions pension plan ended effective December 31, 2000. New enrollment in the legacy AmSouth pension plan ended effective with the merger date, November 4, 2006. Former AmSouth employees enrolled as of November 4, 2006 continue to be active in the plan, but no additional participants will be added. Effective September 30, 2007, the two pension plans merged into one plan. Regions 401(k) plan includes a company match of eligible employee contributions. The Company temporarily suspended the pension service credit and the company match for eligible employee contributions in early 2009; however, the Company announced that these will be restored beginning in January 2010. The temporary suspensions contributed to the decrease in salaries and employee benefits in 2009 as compared to 2008. See Note 18 Pension and Other Employee Benefit Plans to the consolidated financial statements for further details.

There are various incentive plans in place in many of Regions lines of business that are tied to the performance levels of employees. At Morgan Keegan, commissions and incentives are a key component of compensation, which is typical in the brokerage and investment banking industry. In general, incentives are used to reward employees for selling products and services, for productivity improvements and for achievement of corporate financial goals. These achievements are determined through a review of profitability versus risk management. Regions long-term incentive plan provides for the granting of stock options, restricted stock, restricted stock units and performance shares. See Note 17 Share-Based Payments to the consolidated financial statements for further information.

Net Occupancy Expense

Net occupancy expense includes rents, depreciation and amortization, utilities, maintenance, insurance, taxes, and other expenses of premises occupied by Regions and its affiliates. Occupancy expense increased $12 million, or 3 percent, in 2009 primarily due to charges associated with the 2009 decision to consolidate 121 branches. Also, included in net occupancy expense in 2008 were merger charges of $4 million, reflecting costs to vacate leases due to the merger.

Furniture and Equipment Expense

Furniture and equipment expense decreased $24 million to $311 million in 2009. This decrease is primarily due to lower depreciation, however 2009 branch consolidation charges of $7 million partially offset the decreases. Included in furniture and equipment expense were merger charges of $5 million in 2008.

Professional and Legal Fees

Professional and legal fees are comprised of amounts related to legal, consulting and other professional fees. These fees increased $95 million to $309 million in 2009. Included in professional fees during 2008 were $7 million of merger-related charges. The increase in 2009 is primarily due to higher legal expenses incurred at Morgan Keegan and credit-related legal costs (such as legal fees associated with loan work-outs). Refer to Note 24 Commitments, Contingencies and Guarantees to the consolidated financial statements for additional information.

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Amortization of Core Deposit Intangibles

The premium paid for core deposits in an acquisition is considered to be an intangible asset that is amortized on an accelerated basis over its useful life. As a result, amortization of core deposit intangibles decreased 10 percent to $120 million in 2009 compared to $134 million in 2008.

Other Real Estate Owned Expense

Other real estate owned (OREO) expenses include the cost of adjusting foreclosed properties to fair value after these assets have been classified as OREO and net gains and losses on sales of properties, as well as other costs to maintain the property such as property taxes, security, grounds maintenance, etc. Despite Regions aggressive and successful efforts to sell foreclosed properties, balances increased $364 million to $607 million in 2009 compared to $243 million in 2008 due to increasing numbers of foreclosures. OREO expense increased $72 million to $175 million in 2009 compared to $103 million in 2008, driven by a significant increase in OREO balances, coupled with property valuation declines resulting from further deterioration of the housing and real estate markets. See Note 10 Foreclosed Properties to the consolidated financial statements.

Marketing

Marketing expense decreased $22 million during 2009 to $75 million compared to $97 million in 2008. The decrease was driven by $13 million of merger-related charges in 2008.

Goodwill Impairment

Regions incurred a $6.0 billion non-cash goodwill impairment charge as a result of a goodwill evaluation performed in the fourth quarter of 2008. This evaluation indicated the estimated implied fair value of the General Banking/Treasury reporting unit s goodwill was less than its book value, therefore requiring the impairment charge. Refer to Note 1 Summary of Significant Accounting Policies and Note 9 Intangible Assets to the consolidated financial statements for further discussion.

Other-Than-Temporary Impairments (OTTI)

OTTI increased $52 million during 2009 to $75 million compared to $23 million in 2008. Refer to Note 4 Securities to the consolidated financial statements for further discussion.

Mortgage Servicing Rights Impairment

Mortgage servicing rights impairment was $85 million in 2008. There was no impairment related to mortgage servicing rights in 2009 as the Company elected the fair value method as of January 1, 2009. Refer to Note 1 Summary of Significant Accounting Policies to the consolidated financial statements for further details.

FDIC Premiums and Special Assessment

FDIC premiums increased in 2009 by $212 million to $227 million. The increases resulted from higher premium rates applied to a higher level of insured deposit balances. On October 7, 2008, the FDIC increased the rates banks pay for deposit insurance, while at the same time making adjustments to the system that determines what rate a bank pays the FDIC. Under this and additional proposals, the assessment rate schedule was raised on January 1, 2009. The bank regulatory agencies ratings, comprised of Regions Bank s capital, asset quality, management, earnings, liquidity and sensitivity to risk, along with its long-term debt issuer ratings and financial ratios are the primary factors in determining FDIC insurance premiums.

Additionally, during early 2009 Regions utilized its remaining assessment credits, which had previously offset a substantial portion of premium cost. Regions qualified for a credit of approximately $110 million, which was applied toward premiums in 2009, 2008 and 2007, thereby exhausting the credit.

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Under existing federal regulations, every FDIC-insured institution will pay some level of deposit insurance assessments regardless of the level of designated reserve ratio. Regions incurred a $64 million special assessment in 2009 to help replenish the Deposit Insurance Fund. Additionally, the FDIC required all institutions to prepay, by December 31, 2009, estimated assessments for the fourth quarter of 2009 (typically paid one quarter in arrears), and for all of 2010, 2011, and 2012, with a 3 basis point increase beginning in 2011. Regions expects the FDIC premium expense to remain elevated in future years.

Other Miscellaneous Expenses

Other miscellaneous expenses include communications, valuation impairment charges and business development services. Other miscellaneous expenses decreased $252 million to $736 million in 2009. Included in other miscellaneous expenses are merger charges totaling $38 million in 2008. The decline in 2009 was attributable to several factors. As discussed above, in January 2009, Regions began accounting for mortgage servicing rights at fair market value with any changes to fair value being recorded in mortgage income. At that time, Regions was no longer required to adjust non-interest expense for amortization of mortgage servicing rights. The impact of the amortization expense for 2008 was $75 million and there was no corresponding impact in 2009. Also, included in other non-interest expense in 2008 was $49 million of write-downs on investments in two Morgan Keegan mutual funds with no similar expense during 2009. In addition, non-interest expense was negatively impacted in 2008 by a $65 million loss on the early extinguishment of debt.

INCOME TAXES

Regions 2009 benefit for income taxes from continuing operations decreased $177 million to a tax benefit of $171 million compared to a tax benefit of $348 million in 2008. The decrease in the benefit is primarily related to the tax expenses on leveraged lease terminations in 2009 and the release of uncertain tax position reserves that occurred in 2008.

Periodically, Regions invests in pass-through investment vehicles that generate tax credits, principally low-income housing credits, which directly reduce Regions federal income tax liability. Congress has enacted these tax credit programs to encourage capital inflows to these investment vehicles. The amount of tax benefit recognized from these tax credits was $80 million in 2009 compared to $56 million in 2008.

Regions has segregated a portion of its investment securities and intellectual property into separate legal entities in order to, among other business purposes, maximize the return on such assets by the professional and focused management thereof. Regions recognized state tax benefits related to these legal entities of $24 million in 2009 compared to $38 million in 2008.

Management s determination of the realization of deferred tax assets ($950 million on a net basis) is based upon management s judgment of various future events and uncertainties, including the timing, nature and amount of future taxable income earned by certain subsidiaries and the implementation of various plans to maximize realization of deferred tax assets in addition to taxable income within the carryback period and reversal of taxable temporary differences. In making its determination of the realization of the net deferred tax asset, management has considered all positive and negative evidence available as of December 31, 2009. Excluding the impact of the $6.0 billion goodwill impairment during 2008, Regions would have had a cumulative three-year pretax income of approximately $669 million for 2007 through 2009. Regions concluded that it is appropriate to consider the three-year cumulative position excluding goodwill, given that the goodwill impairment charge is not treated as tax deductible. Management believes Regions will generate sufficient operating earnings to realize the deferred tax benefits.

Regions also has carryback potential to taxable income in prior years allowed by the tax law and future reversal of taxable temporary differences. In addition to tax planning strategies, management has given consideration to projected earnings in future years within the statutory tax loss carryforward periods that significantly exceed total deferred tax assets due to Regions strong capital position and history of strong and significant pre-tax earnings.

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It should also be noted that only a small portion of the deferred tax assets relating to tax credit carryover has been recognized for tax purposes, which impose a 20 year expiration date by the operation of the U.S. tax law. Almost all of the gross deferred tax asset is produced by timing differences between GAAP and taxable income, a significant portion of which relates to allowance for loan losses. This portion of the gross deferred tax asset relates to items that have not yet reduced taxable income and therefore, does not have a set expiration as of December 31, 2009.

However, management believes that a portion of its state net operating loss carryforwards will not be realized. Accordingly, a valuation allowance has been established in the amount of $23 million against such benefits in both 2009 and 2008.

Regions and its subsidiaries file income tax returns in the United States, as well as in various state jurisdictions. As the successor of acquired taxpayers, Regions is responsible for the resolution of audits from both federal and state taxing authorities. In December 2008, the Company reached an agreement with the Internal Revenue Service Appeals Division on the Federal tax treatment of a broad range of uncertain tax positions. The agreement covered the Federal tax returns of Regions Financial Corporation, Union Planters Corporation and AmSouth Bancorporation for tax years 1999-2006. With a few exceptions in certain state jurisdictions, the Company is no longer subject to state and local income tax examinations by taxing authorities for years before 2003, which would include audits of acquired entities. Certain states have proposed various adjustments to the Company s previously filed tax returns. Management is currently evaluating those proposed adjustments; however, the Company does not anticipate the adjustments would result in a material change to its financial position or results of operations.

As of December 31, 2009 and December 31, 2008, the liability for gross unrecognized tax benefits was approximately $26 million and $55 million, respectively. Of the Company s liability for gross unrecognized tax benefits as of December 31, 2009, essentially all of the approximately $26 million would reduce the Company s effective tax rate, if recognized. As of December 31, 2009, Regions recognized a liability for interest on uncertain tax positions of approximately $5 million for interest, on a pre-tax basis, as compared to $31 million in 2008. Additionally, during the year ended December 31, 2009, Regions recognized interest expense on uncertain tax positions, on a pre-tax basis, on uncertain tax positions of approximately $5 million as compared to $39 million in 2008.

See Note 1 Summary of Significant Accounting Policies and Note 20 Income Taxes to the consolidated financial statements for additional information about income taxes.

BALANCE SHEET ANALYSIS

At December 31, 2009, Regions reported total assets of $142.3 billion compared to $146.2 billion at the end of 2008, a decrease of approximately $3.9 billion or 3 percent. The balance sheet decline reflects a decrease in loans outstanding, primarily commercial and investor real estate balances, as well as a decrease in interest-bearing deposits in other banks. Offsetting these decreases were increases in securities available for sale. Due to continued lower loan demand, combined with liquidity available to the Company, Regions earning assets shifted to a heavier focus on investment securities. Securities available for sale represented 19.1% of earning assets at December 31, 2009, as compared to 14.7% at December 31, 2008.

Loans

Average loans, net of unearned income, represented 75 percent of average interest-earning assets for the year ended December 31, 2009 compared to 81 percent of average interest-earning assets for the year ended December 31, 2008. Lending at Regions is generally organized along three functional lines: commercial and industrial loans (including financial and agricultural, and owner occupied mortgage and construction loans), investor real estate loans (commercial real estate mortgage and construction loans) and consumer loans (residential first mortgage, home equity, indirect and other consumer loans). The composition of the portfolio by these major categories is presented in Table 10 Loan Portfolio.

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Regions manages loan growth with a focus on risk management and risk adjusted return on capital. Regions is 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 (See Stockholders Equity section found later in this report). However, loan balances have declined between years as a result of decreased loan demand in response to economic pressures.

Table 10 illustrates a year-over-year comparison of loans by loan type and Table 11 provides information on selected loan maturities.

Table 10 Loan Portfolio

	2009	2008
	(In millions, net of unearned income)	
Commercial and industrial	$ 21,547	$ 23,596
Commercial real estate mortgage owner occupied	12,054	11,722
Commercial real estate construction owner occupied	751	1,605
Total commercial	34,352	36,923
Commercial investor real estate mortgage	16,109	14,486
Commercial investor real estate construction	5,591	9,029
Total investor real estate	21,700	23,515
Residential first mortgage	15,632	15,839
Home equity	15,381	16,130
Indirect	2,452	3,854
Other consumer	1,157	1,158
Total consumer	34,622	36,981
	$ 90,674	$ 97,419

	2007	2006	2005
		(In millions, net of unearned income)	
Commercial and industrial	$ 20,907	$ 24,145	$ 14,728
Commercial real estate(1)	23,107	19,646	24,774
Commercial real estate construction(1)(2)	13,302	14,121	7,362
Residential first mortgage(2)	16,960	15,584	n/a
Home equity	14,962	14,889	7,795
Indirect	3,938	4,038	1,354
Other consumer	2,203	2,128	2,392
	$ 95,379	$ 94,551	$ 58,405

(1) Breakout of commercial real estate mortgage and construction between owner occupied and investor categories is not available for periods prior to 2008.

(2) Breakout of residential first mortgage is not available for 2005 due to the AmSouth merger; residential first mortgage is included in commercial real estate mortgage for 2005.

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Table 11 Selected Loan Maturities

	Loans Maturing			
	Within One Year	After One But Within Five Years	After Five Years	Total
	(In millions)			
Commercial and industrial	$ 7,327	$ 10,821	$ 3,399	$ 21,547
Commercial real estate mortgage owner-occupied	1,847	6,024	4,183	12,054
Commercial real estate construction owner-occupied	149	186	416	751
Total commercial	9,323	17,031	7,998	34,352
Commercial investor real estate mortgage	7,374	7,698	1,037	16,109
Commercial investor real estate construction	3,255	2,245	91	5,591
Total investor real estate	10,629	9,943	1,128	21,700
	$ 19,952	$ 26,974	$ 9,126	$ 56,052

	Predetermined Rate	Variable Rate
	(In millions)	
Due after one year but within five years	$ 6,855	$ 20,119
Due after five years	4,932	4,194
	$ 11,787	$ 24,313

Note: Table 11 excludes residential first mortgage, home equity, indirect and other consumer loans.

The following sections describe the composition of the various loan categories in Table 10 and explain variations in balances from the 2008 year-end. See the Credit Risk section later in this report for discussion of risk characteristics in these categories and Regions management of those risks.

Commercial The Commercial category includes commercial and industrial, representing loans to commercial customers for use in normal business operations to finance working capital needs, equipment purchases or other expansion projects. Commercial also includes owner-occupied commercial real estate loans to operating businesses. Owner-occupied commercial real estate mortgage loans to operating businesses are for long-term financing of land and buildings, and are repaid by cash flow generated by business operations. Owner-occupied construction loans are made to commercial businesses for the development of land or construction of a building where the repayment is derived from revenues generated from the business of the borrower. During 2009, total commercial loan balances decreased 7 percent, driven by decreased line utilization reflective of weak demand.

Investor Real Estate Loans for real estate development are repaid through cash flow related to the operation, sale or refinance of the property. These loans are made to finance income-producing properties such as apartment buildings, office and industrial buildings, and retail shopping centers. Additionally, this portfolio includes extensions of credit to real estate developers or investors where repayment is dependent on the sale of real estate or income generated from the real estate collateral. A portion of Regions investor real estate portfolio is comprised of residential product types (land, single-family and condominium loans) within Regions markets. The investor real estate loan category decreased $1.8 billion from 2008 balances primarily due to transfer of problem loans to held for sale and note sales. The decline in construction balances is a result of lower originations and transfers of construction lending to permanently financed commercial real estate mortgages.

During 2008 and continuing into 2009, the risk of non-collection for certain loan categories within investor real estate increased. The residential homebuilder portfolio and the condominium portfolio significantly contributed to credit losses during this period. During 2009, income-producing commercial real estate categories, including multi-family and retail, showed signs of credit pressure. A full discussion of these developments is included in the Credit Risk section later in this report.

Residential First Mortgage Residential first mortgage loans represent loans to consumers to finance a residence. These loans are typically financed over a 15 to 30 year term and, in most cases, are extended to borrowers to finance their primary residence. These loans experienced a $207 million decline to $15.6 billion in 2009. Demand for this type of lending slowed during 2008 as property values declined, new and used home sales reached historically low levels, and credit markets contracted in general. Higher charge-offs also contributed to declines in this category. However, due to declining mortgage rates, which became especially attractive late in 2008 and throughout 2009, refinancing activity increased substantially in 2009, and partially offset the decline. See the Credit Risk section later in this report for additional discussion.

Home Equity Home equity lending includes both home equity loans and lines of credit. This type of lending, which is secured by a first or second mortgage on the borrower s residence, allows customers to borrow against the equity in their home. Real estate market values as of the time the loan or line is secured directly affect the amount of credit extended and, in addition, changes in these values impact the depth of potential losses. The vast majority of Regions home equity lending balances was originated through its branch network. During 2009, home equity balances decreased $749 million to $15.4 billion, driven by a general decline in demand and lower property valuations across the Company s operating footprint. During 2009, credit quality within the home equity portfolio continued to reflect pressure. Accordingly, higher charge-offs also contributed to declines in this category. The majority of the credit losses from this portfolio are related to loans where the collateral is a second lien located in Florida. A full discussion of these developments is included in the Credit Risk section later in this report.

Indirect Indirect lending, which is lending initiated through third-party business partners, is largely comprised of loans made through automotive dealerships. Regions continually rationalizes the risk/reward characteristics of each of its lending lines and ceased new originations within the indirect auto lending business in 2008 and the marine and recreational vehicle lending businesses in 2007, resulting in a decrease of $1.4 billion or 36% in 2009. Each of these portfolios is a declining element in the overall loan portfolio and will continue to reduce as loans are repaid.

Other Consumer Other consumer loans include direct consumer installment loans, overdrafts and other revolving credit, and educational loans. Other consumer loans totaled $1.2 billion at December 31, 2009, relatively unchanged from prior year.

Loans Held for Sale

At December 31, 2009, loans held for sale totaled $1.5 billion, consisting of $316 million of non-performing investor real estate loans, $783 million of residential real estate mortgage loans, and $412 million of student loans. At December 31, 2008, loans held for sale totaled $1.3 billion, consisting of $420 million of non-performing investor real estate loans, $513 million of residential real estate mortgage loans, and $349 million of student loans. The increase in loans held for sale primarily resulted from increased mortgage origination volumes and from loans being designated as held for sale during the year, partially offset by sales activity.

Allowance for Credit Losses

The allowance for credit losses represents management s estimate of credit losses inherent in both the loan portfolio and unfunded credit commitments as of the balance sheet date. The allowance consists of two components: the allowance for loans losses, which is recorded as a contra-asset to loans, and the reserve for unfunded credit commitments, which is recorded in other liabilities. At December 31, 2009, the allowance for credit losses totaled $3.2 billion or 3.52 percent of loans, net of unearned income, compared to $1.9 billion or 1.95 percent at year-end 2008. See Allowance for Credit Losses in the Risk Management section found later in this report for a detailed discussion of the allowance.

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Securities

Regions utilizes the securities portfolio to manage liquidity, interest rate risk, and regulatory capital, as well as to take advantage of market conditions to generate a favorable return on investments without undue risk. The portfolio consists primarily of high-quality mortgage-backed and asset-backed securities, as well as U.S. Treasury and Federal agency securities. Securities represented 17 percent of total assets at December 31, 2009 compared to 13 percent at December 31, 2008. In 2009, total securities, which are almost entirely classified as available for sale, increased $5.2 billion, or 28 percent. Growth was largely the result of securities purchased as a part of Regions risk management activities. In addition, since deposit growth outpaced loan demand throughout 2009, Regions added to its securities portfolio, targeting short duration assets with agency guarantees, as a means to increase interest income in the near term. In accordance with asset/liability strategy, and to reduce credit risk within the securities portfolio, the Company sold certain securities during 2009, offsetting purchases to some extent.

The Interest Rate Risk section, found later in this report, further explains Regions interest rate risk management practices. The weighted-average yield earned on securities, less equities, was 4.22 percent in 2009 and 5.07 percent in 2008. Table 12 Securities illustrates the carrying values of total securities by category.

Table 12 Securities

	2009	2008	2007
		(In millions)	
U.S. Treasury securities	$ 57	$ 901	$ 965
Federal agency securities	51	1,705	3,330
Obligations of states and political subdivisions	70	757	732
Mortgage-backed securities			
Residential agency	22,700	12,353	8,757
Residential non-agency	36	1,239	1,527
Commercial	21	757	809
Other debt securities	21	21	45
Equity securities	1,144	1,164	1,204
	$ 24,100	$ 18,897	$ 17,369

From time to time, Regions sells securities classified as available for sale as part of the Company s asset/liability management strategy. In 2009, the proceeds from securities sales were reinvested in U.S. government agency mortgage-backed securities classified as available for sale. The sales achieved Regions goal of substantially de-risking the portfolio. Regions sold approximately $656 million of U.S. Treasury securities available for sale and recognized a gain of approximately $53 million. Also during the year, Regions sold approximately $1.4 billion of federal agency securities and recognized a gain of approximately $108 million. In an effort to de-risk the securities portfolio, Regions also sold various municipal, non-agency residential mortgage-backed, and non-agency commercial mortgage-backed securities. Specifically, the Company sold approximately $336 million of municipal securities and recognized a gain of approximately $9 million, approximately $1.2 billion of non-agency residential mortgage-backed securities and recognized a loss of approximately $103 million, and approximately $877 million of non-agency commercial mortgage-backed securities and recognized a loss of less than $1 million. At December 31, 2009 exposures in municipal obligations, residential non-agency mortgage-backed securities, and commercial non-agency mortgage-backed securities have been essentially eliminated. The resulting securities portfolio at December 31, 2009 is now heavily concentrated in U.S. government agency mortgage-backed securities. In addition to the sales related to the de-risking efforts, Regions sold approximately $500 million of agency residential mortgage-backed securities and recognized a gain of approximately $3 million.

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Net unrealized gains and losses in the securities available for sale portfolio are included in stockholders equity as accumulated other comprehensive income or loss, net of tax. At December 31, 2009, securities available for sale included a net unrealized gain of $431 million, which represented the difference between the estimated fair value of these securities as of year-end and their amortized cost. The net unrealized gain represents $495 million in gross unrealized gains and $64 million in gross unrealized losses. At December 31, 2008, securities available for sale included a net unrealized loss of $12 million, which consisted of $552 million of gross unrealized gains and $564 million in gross unrealized losses. Equity securities consists predominantly of Federal Home Loan Bank stock and Federal Reserve stock.

Regions evaluates securities in a loss position for other-than-temporary impairment, considering such factors as the length of time and the extent to which the market value has been below cost, the credit standing of the issuer, Regions intent to sell and whether it is more likely than not that the Company will have to sell the security before its market value recovers. During 2009, Regions recognized, in earnings, approximately $75 million of securities impairments, related primarily to non-agency residential mortgage-backed securities, equity securities, and a single municipal issuer. During 2008, Regions recognized impairments of securities of approximately $28 million related primarily to equity securities and retained interests on beneficial interests. Due to the de-risking measures referred to above, the non-agency residential mortgage-backed securities for which other-than-temporary impairment was recorded during 2009 were sold at a later date during 2009. The risk of prospective other-than-temporary impairment charges is substantially lower at December 31, 2009 than in previous periods due to the shift in mix of the portfolio. See Note 4 Securities to the consolidated financial statements for further details.

Maturity Analysis The average life of the securities portfolio (excluding equities) at December 31, 2009 was estimated to be 3.9 years, with a duration of approximately 1.9 years. These metrics compare with an estimated average life of 3.0 years, with a duration of approximately 2.6 years for the portfolio at December 31, 2008. Table 13 Relative Contractual Maturities and Weighted-Average Yields for Securities provides additional details.

Table 13 Relative Contractual Maturities and Weighted-Average Yields for Securities

	Within One Year	After One But Within Five Years	Securities Maturing After Five But Within Ten Years (Dollars in millions)	After Ten Years	Total
Securities:					
U.S. Treasury securities	$	$ 57	$	$	$ 57
Federal agency securities	34	5	9	3	51
Obligations of states and political subdivisions	8	14	5	43	70
Mortgage-backed securities					
Residential agency	5	337	2,349	20,009	22,700
Residential non-agency				36	36
Commercial				21	21
Other debt securities		4		17	21
	$ 47	$ 417	$ 2,363	$ 20,129	$ 22,956
Weighted-average yield	5.19%	4.56%	4.37%	4.20%	4.22%
Taxable-equivalent adjustment for calculation of yield	$ 1	$ 2	$ 1	$ 6	$ 10

Notes:

1. The weighted-average yields are calculated on the basis of the yield to maturity based on the book value of each security. Weighted-average yields on tax-exempt obligations have been computed on a fully taxable- equivalent basis using a tax rate of 35%. Yields on tax-exempt obligations have not been adjusted for the non-deductible portion of interest expense used to finance the purchase of tax-exempt obligations.
2. Federal Reserve Bank stock, Federal Home Loan Bank stock, and equity stock of other corporations held by Regions are not included in the table above.

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Portfolio Quality Regions investment policy emphasizes credit quality and liquidity. Securities rated in the highest category by nationally recognized rating agencies and securities backed by the U.S. Government and government sponsored agencies, both on a direct and indirect basis, represented approximately 99.5 percent of the investment portfolio at December 31, 2009. State, county, and local municipal securities rated below single A or which are non-rated represented only 0.5 percent of total securities at year-end 2009. Due to the potential for downside price risk, the Company eliminated its exposure in non-agency commercial mortgage-backed securities, non-agency residential mortgage-backed securities and municipal bonds during the year. This was executed in order to reduce credit risk within the portfolio. Also, Regions increased its liquidity by reinvesting the proceeds in agency securities.

Cash and Cash Equivalents

Cash and cash equivalents include cash and due from banks, interest-bearing deposits in other banks (including the Federal Reserve Bank), and federal funds sold and securities purchased under agreements to resell (which have a life of 90 days or less). At December 31, 2009, these assets totaled $8 billion as compared to $11 billion at December 31, 2008. The year-over-year decrease was primarily driven by a reduction in Regions interest-bearing deposits in other banks, primarily lower balances in its Federal Reserve Bank account.

Trading Account Assets

Trading account assets increased $2.0 billion to $3.0 billion at December 31, 2009. The increase is primarily attributable to increased holdings of U.S. Treasury and Federal agency securities held for the purpose of hedging mortgage servicing rights (see Table 8 Impact of Mortgage Servicing Rights and Related Hedging Instruments for further discussion). The remainder of the trading account assets are primarily held at Morgan Keegan for the purpose of selling at a profit. Also included in trading account assets are securities held in rabbi trusts related to deferred compensation plans. Trading account assets are carried at market value with changes in market value reflected in the consolidated statements of operations. Table 14 Trading Account Assets provides a detail by type of security.

Table 14 Trading Account Assets

	December 31	
	2009	2008
	(In millions)	
Trading account assets:		
U.S. Treasury and Federal agency securities	$ 2,447	$ 510
Obligations of states and political subdivisions	264	308
Other securities	328	232
	$ 3,039	$ 1,050

Premises and Equipment

Premises and equipment are stated at cost, less accumulated depreciation and amortization, as applicable. Premises and equipment at December 31, 2009 decreased $118 million to $2.7 billion compared to year-end 2008. This decrease primarily resulted from the depreciation on the premises and equipment.

Goodwill

Goodwill at December 31, 2009 totaled $5.6 billion, relatively unchanged from December 31, 2008. Impairment testing is performed on each of the Company s reportable units on an annual basis, or more often if events or circumstances indicate that there may be impairment. As of December 31, 2009, Regions analysis indicated that the Company s goodwill was not impaired. See Note 1 Summary of Significant Accounting Policies and Note 9 Intangible Assets to the consolidated financial statements for additional details.

Mortgage Servicing Rights

Mortgage servicing rights at December 31, 2009 totaled $247 million compared to $161 million at December 31, 2008. A summary of mortgage servicing rights is presented in Note 7 Transfers and Servicing of Financial Assets to the consolidated financial statements. The balances shown represent the right to service mortgage loans that are owned by other investors. Mortgage servicing rights are presented at fair value and at cost, less amortization and impairment, as of December 31, 2009 and 2008 respectively. During 2008, the Company sold mortgage servicing rights on approximately $3.4 billion of GNMA loans and recognized a loss of $15 million, including transaction costs.

On January 1, 2009, Regions began accounting for mortgage servicing rights at fair market value with any changes to fair value being recorded within mortgage income. Also, in early 2009, Regions entered into derivative and trading asset transactions to mitigate the impact of market value fluctuations related to mortgage servicing rights. Derivative instruments entered into in the future could be materially different from the current risk profile of Regions current portfolio. See the Mortgage Income section earlier in this report for detail regarding the effect of MSRs and related hedging items on Regions consolidated statement of operations.

Other Identifiable Intangible Assets

Other identifiable intangible assets, consisting primarily of core deposit intangibles, totaled $503 million at December 31, 2009 compared to $638 million at December 31, 2008. The year-over-year decline is mainly the result of amortization. Regions noted no indicators of impairment for any other identifiable intangible assets. See Note 9 Intangible Assets to the consolidated financial statements for further information.

Other Assets

Other assets decreased $45 million to $7.9 billion as of December 31, 2009. This decrease is primarily related to a lower level of derivatives used by the Company for hedging purposes, offset by an increase in foreclosed properties and prepaids related to FDIC premiums.

DEPOSITS

Regions competes with other banking and financial services companies for a share of the deposit market. Regions ability to compete in the deposit market depends heavily on the pricing of its deposits and how effectively the Company meets customers needs. Regions employs various means to meet those needs and enhance competitiveness, such as providing a high level of customer service, competitive pricing and expanding the traditional branch network to provide convenient branch locations for its customers. Regions also services customers through providing centralized, high-quality telephone banking services and alternative product delivery channels such as internet banking.

Deposits are Regions primary source of funds, providing funding for 75 percent of average interest-earning assets in 2009 and 2008. Table 15 Deposits details year-over-year deposits on a period-ending basis. Total deposits as of year-end 2009 increased $7.8 billion, or 9 percent, compared to year-end 2008. A key driver was the increased growth in non-interest-bearing demand deposits, savings, interest-bearing transaction accounts and domestic money market accounts. These increases were partially offset by decreasing foreign money market accounts and time deposits. Regions continues to grow customer households, commercial and small business relationships and deposits by deepening and retaining existing customer relationships as well as developing new relationships through client acquisition, new checking products and money market rate offers.

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Customer deposits, which are total deposits excluding deposits used for wholesale funding purposes, increased by 9 percent to $98.6 billion on an ending basis during 2009. Non-interest bearing demand deposits, interest-bearing transaction accounts and money market accounts were the main source of growth. Slightly offsetting these products, time deposits declined. In 2008, the banking industry experienced very high deposit pricing due to liquidity concerns thereby accentuating pricing pressure on Regions and the industry as a whole. However, in 2009, customers concern regarding deposit safety dissipated and pricing rationale largely returned, enabling Regions to increase its low cost customer deposits and reduce its total deposit costs. Also impacting balances, Regions has added deposits through two FDIC-assisted transactions. The first occurred in September 2008, in which Regions assumed approximately $900 million of deposits, primarily time deposits, from Integrity Bank in Alpharetta, Georgia. The second occurred in early 2009, and Regions assumed approximately $285 million of deposits from FirstBank Financial Services in Henry County, Georgia.

Table 15 Deposits

	2009	2008 (In millions)	2007
Non-interest bearing demand	$ 23,204	$ 18,457	$ 18,417
Savings	4,073	3,663	3,647
Interest-bearing transaction accounts	15,791	15,022	15,846
Money market accounts	23,291	19,471	18,934
Money market accounts foreign	766	1,812	3,483
Time deposits	31,468	32,369	26,508
Customer deposits	98,593	90,794	86,835
Time deposits	87	110	2,791
Other foreign deposits			5,149
Treasury deposits	87	110	7,940
Total deposits	$ 98,680	$ 90,904	$ 94,775
Low cost deposits	$ 67,125	$ 58,425	$ 60,327

Within customer deposits, non-interest-bearing deposits increased $4.7 billion to $23.2 billion, driven by an increase in non-interest bearing deposits from commercial and small businesses. Regions was aided by its decision to opt into the FDIC s Transaction Account Guarantee Program (TAGP), in which all non-interest bearing deposits are fully guaranteed by the FDIC. This program is scheduled to expire in June 2010 and could impact Regions non-interest bearing deposit balances. Non-interest-bearing deposits accounted for approximately 24 percent of total deposits at year-end 2009 as compared to 20 percent at year-end 2008. Savings balances increased $410 million to $4.1 billion, generally reflecting a growing savings culture, spurred by economic uncertainty. Interest-bearing transaction accounts increased 5 percent to $15.8 billion primarily due to new relationships gained from the company s increase in new accounts opened.

Domestic money market products, which exclude foreign money market accounts, are one of Regions most significant funding sources, accounting for 24 percent of total deposits in 2009, compared to 21 percent in 2008. These balances increased 20 percent in 2009 to $23.3 billion as compared to the prior year. Money market accounts steadily increased throughout the year as customers moved into money market accounts to take advantage of higher rates. Also, foreign money market accounts decreased $1.0 billion, or 58 percent, to $766 million in 2009.

Also included in customer time deposits are certificates of deposit and individual retirement accounts. The balance of customer time deposits decreased 3 percent in 2009 to $31.5 billion compared to $32.4 billion in 2008. The decrease was primarily due to a decline in rates offered on these products. Customer time deposits accounted for 32 percent of total deposits in 2009 compared to 36 percent in 2008.

Consistent with prior year, total treasury deposits, which are used mainly for overnight funding purposes remained low, as the Company continued to utilize customer-based funding sources and the additional funding provided through new governmental liquidity programs. The Company s choice of overnight funding sources is dependent on the Company s particular funding needs and the relative attractiveness of each offering.

The sensitivity of Regions deposit rates to changes in market interest rates is reflected in Regions average interest rate paid on interest-bearing deposits. The rate paid on interest-bearing deposits decreased to 1.73 percent in 2009 from 2.38 percent in 2008. This decrease is largely due to the significant decrease in market rates as evidenced by the Federal Funds rate in 2009, somewhat offset by increased competitive pressures. Table 16 Maturity of Time Deposits of $100,000 or More presents maturities of time deposits of $100,000 or more at December 31, 2009 and 2008.

Table 16 Maturity of Time Deposits of $100,000 or More

	2009	2008
	(In millions)	
Time deposits of $100,000 or more, maturing in:		
3 months or less	$ 3,521	$ 2,806
Over 3 through 6 months	1,332	1,977
Over 6 through 12 months	2,442	3,038
Over 12 months	5,349	4,893
	$ 12,644	$ 12,714

SHORT-TERM BORROWINGS

Regions short-term borrowings consist primarily of federal funds purchased, securities sold under agreements to repurchase and Federal Home Loan Bank (FHLB) advances. See Note 12 Short-Term Borrowings to the consolidated financial statements for further detail and discussion.

Federal funds purchased from downstream sources and securities sold under agreements to repurchase totaled $1.9 billion at December 31, 2009, compared to $3.1 billion at year-end 2008. Regions had no balances in federal funds purchased from up-stream correspondents at December 31, 2009. The level of federal funds purchased and securities sold under agreements to repurchase can fluctuate significantly on a day-to-day basis, depending on funding requirements and which sources of funds are used to satisfy those needs. The balance of federal funds purchased and security repurchase agreements, net of federal funds sold and security reverse repurchase agreements, decreased $1.2 billion in 2009 due to the increased funding provided by deposits as discussed above. As another source of funding, the Company utilized short-term borrowings through the issuance of FHLB advances. FHLB borrowings are used to satisfy short-term funding requirements and can also fluctuate between periods. Short-term FHLB borrowings totaled $1.0 billion at December 31, 2009 compared to $1.5 billion at December 31, 2008. The Company continues to utilize FHLB borrowings as a means to reduce overnight funding and diversify into slightly longer-term maturities at preferable rates.

During 2008, Regions was an active participant in the Federal Reserve s TAF program, which was designed to address pressures in short-term funding markets. Regions continued to participate in TAF in the first half of 2009 and completely exited the program in July of 2009. At December 31, 2009, Regions did not have any borrowings under the TAF and currently does not plan to borrow again through the TAF program.

As of December 31, 2009, Regions had $7 million outstanding in the Federal Reserve s Treasury, Tax, and Loan Program, compared to $125 thousand at December 31, 2008. At December 31, 2009, Regions can borrow a maximum amount of approximately $14 billion from the Federal Reserve Bank. Regions has pledged certain

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commercial, home equity and other consumer loans as discount window collateral. See Note 5 Loans to the consolidated financial statements further detail and discussion of loans pledged to the Federal Reserve Bank at December 31, 2009 and 2008.

Regions maintains a liability for its brokerage customer position through Morgan Keegan. This liability represents liquid funds in customers brokerage accounts. Balances due to brokerage customers totaled $424 million at December 31, 2009 as compared to $430 million at December 31, 2008. The short-sale liability, which is primarily maintained at Morgan Keegan in connection with trading obligations related to customer accounts, was $266 million at December 31, 2009 compared to $629 million at December 31, 2008. The balance of this account fluctuates frequently based on customer activity.

Other short-term borrowings decreased $42 million to $78 million at December 31, 2009. This balance includes certain lines of credit that Morgan Keegan maintains with unaffiliated banks and derivative collateral. The lines of credit had maximum borrowings of $585 million at both December 31, 2009 and December 31, 2008.

Table 17 Selected Short-Term Borrowings Data provides selected information for short-term borrowing for years 2009, 2008, and 2007.

Table 17 Selected Short-Term Borrowings Data

	2009	2008	2007
		(In millions)	
Federal funds purchased and securities sold under agreements to repurchase:			
Balance at year end	$ 1,893	$ 3,143	$ 8,820
Average outstanding (based on average daily balances)	3,166	7,697	8,080
Maximum amount outstanding at any month-end	6,258	10,880	9,984
Weighted-average interest rate at year end	0.2%	0.5%	3.3%
Weighted-average interest rate on amounts outstanding during the year (based on average daily balances)	0.4%	2.2%	4.7%
Term Auction Facility:			
Balance at year end	$	$ 10,000	$
Average outstanding (based on average daily balances)	3,003	5,925	
Maximum amount outstanding at any month-end	10,000	13,000	
Weighted-average interest rate at year end	%	1.1%	%
Weighted-average interest rate on amounts outstanding during the year (based on average daily balances)	0.3%	2.0%	%

LONG-TERM BORROWINGS

Regions long-term borrowings consist primarily of FHLB borrowings, subordinated notes, senior notes and other long-term notes payable. Total long-term debt decreased $767 million to $18.5 billion at December 31, 2009. See Note 13 Long-Term Borrowings to the consolidated financial statements for further discussion and detailed listing of oustandings and rates.

Membership in the FHLB system provides access to a source of lower-cost funds. Long-term FHLB structured advances have stated maturities ranging from 2010 to 2013, but are convertible quarterly at the option of the FHLB. The convertible feature provides that after a specified date in the future, the advances will remain at a fixed rate, or Regions will have the option to either pay off the advance or convert from a fixed rate to a variable rate based on the LIBOR index. The FHLB structured advances have a weighted-average interest rate of 3.1% at December 31, 2009 and 5.4% at December 31, 2008 and 2007. Other FHLB advances at December 31, 2009, 2008 and 2007 have a weighted-average interest rate of 3.4%, 3.8% and 4.8%, respectively, with maturities of one to twenty years. FHLB borrowings are contingent upon the amount of collateral pledged to the FHLB.

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Regions has pledged certain residential first mortgage loans on one-to-four family dwellings as collateral for the FHLB advances outstanding. See Note 5 Loans to the consolidated financial statements for loans pledged to the FHLB at December 31, 2009 and 2008. Additionally, membership in the FHLB requires an institution to hold FHLB stock, which was $473 million at December 31, 2009 and $458 million at December 31, 2008.

In October 2008, the FDIC announced a new program the Temporary Liquidity Guarantee Program (TLGP) to strengthen confidence and encourage liquidity in the banking system by guaranteeing newly issued senior unsecured debt of banks, thrifts and certain holding companies, and by providing full coverage of non-interest bearing deposit transaction accounts, regardless of dollar amount. Under the original rules, certain newly issued senior unsecured debt with maturities greater than 30 days issued on or before June 30, 2009, would be backed by the full faith and credit of the U.S. government through June 30, 2012. The FDIC s payment obligation under the guarantee for eligible senior unsecured debt would be triggered by a payment default. The guarantee is limited to 125% of senior unsecured debt as of September 30, 2008 that was scheduled to mature before June 30, 2009. This includes federal funds purchased, promissory notes, commercial paper and certain types of inter-bank funding. Participants were charged a 50-100 basis point fee to protect their new debt issues which varies depending on the maturity date. Additionally, participants could elect to pay a fee of 37.5 basis points on their TLGP capacity for the right to issue non-guaranteed debt during the program. This fee was non-refundable and used to offset the guarantee fee for issuances until exhausted. In December 2008, Regions Bank completed an offering of $3.75 billion of qualifying senior bank notes covered by the TLGP. Payment of principal and interest on the notes will be guaranteed by the full faith and credit of the United States pursuant to the TLGP.

As of December 31, 2009, Regions had outstanding subordinated notes totaling $4.3 billion compared to $4.4 billion at December 31, 2008. Regions subordinated notes consist of ten issues with interest rates ranging from 4.85 percent to 7.75 percent. All issuances of these notes are, by definition, subordinated and subject in right of payment of both principal and interest to the prior payment in full of all senior indebtedness of the Company, which is generally defined as all indebtedness and other obligations of the Company to its creditors, except subordinated indebtedness. Payment of the principal of the notes may be accelerated only in the case of certain events involving bankruptcy, insolvency proceedings or reorganization of the Company. The subordinated notes described above qualify as Tier 2 capital under Federal Reserve guidelines. Approximately $175 million in subordinated notes matured during the first quarter of 2009. None of the subordinated notes are redeemable prior to maturity.

As of December 31, 2009, Regions had senior debt and bank notes totaling $5.3 billion, compared to $4.8 billion at December 31, 2008. The increase reflects Regions November 2009 issuance of $700 million of senior notes (gross of discount) bearing an initial fixed rate of 7.75%, with a final maturity of November 2014 (see Note 13 Long-Term Borrowings to the consolidated financial statements). Approximately $250 million of senior debt notes matured during the second quarter of 2009. The $497 million of notes that mature on December 1, 2010 have an interest rate of 4.375%. Several notes related to the TLGP also mature during 2010. Approximately $250 million of the notes will mature June 11, 2010, which currently have an interest rate of 0.66%, $500 million will mature on December 10, 2010, which currently have an interest rate of 0.91% and $999 million will also mature on December 10, 2010, which have an interest rate of 2.75%. None of the senior notes are redeemable prior to maturity.

During 2009, the Company issued 33 million common shares in exchange for $202 million of outstanding 6.625% trust preferred securities issued by Regions Financing Trust II (the Trust). The trust preferred securities were exchanged for junior subordinated notes issued by the Company to the Trust. The Company recognized a pre-tax gain of approximately $61 million on the extinguishment of the junior subordinated notes (see Note 15 Stockholders Equity and Comprehensive Income to the consolidated financial statements).

Other long-term debt at December 31, 2009 and 2008, had weighted-average interest rates of 2.9 percent in both 2009 and 2008 and a weighted-average maturity of 5.3 years and 4.9 years at December 31, 2009 and 2008, respectively. As of December 31, 2009, Regions has $59 million included in other long-term debt in connection

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with a seller-lessee transaction with continuing involvement compared to $63 million as of December 31, 2008. See Note 24 Commitments, Contingencies and Guarantees to the consolidated financial statements for further information.

In May 2007, Regions filed a shelf registration statement with the U.S. Securities and Exchange Commission. This shelf registration does not have a capacity limit and can be utilized by Regions to issue various debt and/or equity securities. The registration statement will expire in May 2010. Regions expects to file a new shelf registration statement prior to the expiration of the current shelf registration statement.

At December 31, 2009, Regions Bank had issued the maximum amount of $5 billion under its previously approved Bank Note program. In July 2008, the Board of Directors approved a new Bank Note program that allows Regions Bank to issue up to $20 billion aggregate principal amount of bank notes that can be outstanding at any one time. No issuances had been made under this program as of December 31, 2009. Notes issued under the new program may be senior notes with maturities from 30 days to 15 years and subordinated notes with maturities from 5 years to 30 years. These notes are not deposits and they are not insured or guaranteed by the FDIC.

On October 19, 2009, the Federal Reserve Bank released a new collateral margin table for loans and securities pledged to the discount window. These new margins significantly reduced the lendable collateral value available to all participating banks. As a result of these margin reductions, Regions borrowing availability as of December 31, 2009, based on assets available for collateral at that date, was $14.3 billion for terms of less than 29 days, or $11.5 billion with terms of greater than or equal to 29 days.

Regions may, from time to time, consider opportunistically retiring its outstanding issued securities, including subordinated debt, trust preferred securities and preferred shares in privately negotiated or open market transactions for cash or common shares. Regions would obtain concurrence from its banking regulators before any such retirements.

RATINGS

Table 18 Credit Ratings reflects the debt ratings of Regions Financial Corporation and Regions Bank by Standard & Poor s Corporation, Moody s Investors Service, Fitch Ratings and Dominion Bond Rating Service.

A security rating is not a recommendation to buy, sell or hold securities, and the ratings are subject to revision or withdrawal at any time by the assigning rating agency. Each rating should be evaluated independently of any other rating.

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The following table indicates various ratings at December 31, 2009 and 2008.

Table 18 Credit Ratings

	As of December 31, 2009			
	Standard & Poor s	Moody s	Fitch	DBRS
Regions Financial Corporation				
Senior notes	BBB	Baa3	BBB+	AL
Subordinated notes	BBB-	Ba1	BBB	BBBH
Junior subordinated notes	BB	Ba2	BBB-	BBBH
Regions Bank				
Short-term debt	A-2	P-2	F2	R-1L
Long-term bank deposits	BBB+	Baa1	A-	A
Long-term debt	BBB+	Baa1	BBB+	A
Subordinated debt	BBB	Baa2	BBB	AL

	As of December 31, 2008			
	Standard & Poor s	Moody s	Fitch	DBRS
Regions Financial Corporation				
Senior notes	A	A2	A+	AH
Subordinated notes	A-	A3	A	A
Junior subordinated notes	BBB+	A3	A	A
Regions Bank				
Short-term debt	A-1	P-1	F1+	R-1M
Long-term bank deposits	A+	A1	AA-	AAL
Long-term debt	A+	A1	A+	AAL
Subordinated debt	A	A2	A	AH

In 2009, the rating agencies downgraded the credit ratings and enacted a negative outlook on many banking institutions, citing concerns over real estate exposure and credit losses, among others. In addition, the rating agencies were particularly concerned with regional banks that had higher concentrations in commercial real estate, most notably construction and land development loans. To a large extent, downgrades were reflective of the rating agencies views of increasing industry risk, a worsening economic backdrop, and, specific to Regions, its exposure to commercial real estate. During the year, Regions Financial Corporation and Regions Bank received downgrades from each of the ratings agencies, citing concerns regarding Regions credit quality and the related implication to its capital as the primary determinant of the ratings actions. Ratings may impact Regions in several ways, including, but not limited to, its borrowing cost and capacity, collateral requirements and acceptability of its letters of credit, as well as FDIC insurance costs.

STOCKHOLDERS EQUITY

Stockholders equity increased to $17.9 billion at year-end 2009 versus $16.8 billion at year-end 2008, with the increase primarily generated from public offerings of common and preferred stock during the second quarter of 2009. In 2009, net losses reduced stockholders equity by $1.0 billion, cash dividends declared reduced stockholders equity by $105 million for common stock and $194 million for preferred stock, and changes in accumulated other comprehensive income increased equity by $152 million.

On May 7, 2009, the final results of the Federal Reserve s Supervisory Capital Assessment Program (SCAP) were released requiring Regions to submit a capital plan to its regulators detailing the steps to be utilized to increase total Tier 1 common equity by $2.5 billion, of which at least $0.4 billion had to be new Tier 1 equity (see Table 2 GAAP to Non-GAAP Reconciliation and Table 19 Capital Ratios for further discussion).

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The Company s public equity offering of common stock, announced May 20, 2009, resulted in the issuance of 460 million shares at $4 per share, generating proceeds of approximately $1.8 billion, net of issuance costs.

On May 20, 2009, the Company issued 287,500 shares of mandatory convertible preferred stock, Series B (Series B shares), generating net proceeds of approximately $278 million. Regions will pay annual dividends at a rate of 10% per share on the initial liquidation preference of $1,000 per share. Series B shares may be converted into common shares: 1) at December 15, 2010 (the mandatory conversion date), 2) prior to December 15, 2010 at the option of the holder, 3) upon occurrence of certain changes in ownership as defined in the offering documents, or 4) prior to December 15, 2010 at the option of the Company. At the mandatory conversion date, the Series B shares are subject to conversion into shares of Regions common stock with a per share conversion rate of not more than approximately 250 shares of common stock and not less than approximately 227 shares of common stock dependent upon the applicable market price, subject to anti-dilution adjustments. The Series B shares are not redeemable and rank senior to common stock and to each other class of capital stock established in the future, and on parity with the Series A preferred stock previously issued to the U.S. Treasury. In November 2009, a single investor converted approximately 20,000 Series B shares to common shares as allowed under the original transaction documents. If converted at December 31, 2009, approximately 61 million shares of Regions common stock would have been issued.

In addition to the offerings mentioned above, the Company also exchanged approximately 33 million common shares for $202 million of outstanding 6.625% trust preferred securities issued by Regions Financing Trust II (the Trust). The trust preferred securities were exchanged for junior subordinated notes issued by the Company to the Trust. The Company recognized a pre-tax gain of approximately $61 million on the extinguishment of the junior subordinated notes. The increase in shareholders equity related to the debt for common share exchange was approximately $135 million, net of issuance costs and income taxes.

These public offerings along with other capital raising efforts resulted in Regions fully meeting the Tier 1 common equity capital and exceeding the Tier 1 capital requirements prescribed by the Federal Reserve s SCAP (see Table 2 GAAP to Non-GAAP Reconciliation for further discussion).

At December 31, 2009, Regions had 23.1 million common shares available for repurchase through open market transactions under an existing share repurchase authorization. There were no treasury stock purchases through open market transactions during 2009 or 2008. 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 entered into on November 14, 2008, pursuant to the U.S. Treasury s Capital Purchase Program. See Part II, Item 5 (Market for Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities).

Regions ratio of stockholders equity to total assets was 12.6 percent at December 31, 2009 compared to 11.5 percent at December 31, 2008. Regions ratio of tangible common stockholders equity (stockholders equity less goodwill and other identifiable intangibles) to total tangible assets was 6.03 percent at December 31, 2009 compared to 5.23 percent at December 31, 2008

Regions attempts to balance the return to stockholders through the payment of dividends with the need to maintain strong capital levels. After careful consideration of the current environment, Regions reduced its quarterly dividend to $0.01 in 2009. Given the current operating environment, the quarterly cash dividend was reduced to further strengthen Regions capital position. Regions does not expect to increase its quarterly dividend above $0.01 for the foreseeable future.

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.

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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, mandatorily 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 and disallowed deferred tax assets (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 connection with the SCAP, banking regulators began supplementing their assessment of the capital adequacy of a bank based on a variation of Tier 1 capital, known as Tier 1 common equity. While not codified, analysts and banking regulators have assessed Regions capital adequacy using the tangible common stockholders equity and/or the Tier 1 common equity measure. Because tangible common stockholders equity and Tier 1 common equity are not formally defined by GAAP or codified in the federal banking regulations, these measures are considered to be non-GAAP financial measures and other entities may calculate them differently than Regions disclosed calculations (see Table 2 GAAP to Non-GAAP Reconciliation for further details).

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The following chart summarizes the applicable bank regulatory capital requirements. Regions capital ratios at December 31, 2009 and December 31, 2008 substantially exceeded all regulatory requirements.

Table 19 Capital Ratios

	2009	2008
	(In millions)	
Risk-based capital:		
Stockholders equity (GAAP)	$ 17,881	$ 16,813
Accumulated other comprehensive income (loss)	(130)	8
Non-qualifying goodwill and intangibles	(5,792)	(5,864)
Disallowed deferred tax assets(1)	(947)	
Disallowed servicing assets	(25)	(16)
Qualifying non-controlling interests	91	91
Qualifying trust preferred securities	846	1,036
Tier 1 Capital	11,924	12,068
Qualifying subordinated debt	2,907	3,337
Adjusted allowance for loan losses(2)	1,316	1,459
Other	155	150
Tier 2 Capital	4,378	4,946
Total capital	$ 16,302	$ 17,014
Risk-weighted assets (regulatory)	$ 103,330	$ 116,251
Capital ratios:		
Tier 1 Common risk-based ratio (non-GAAP)	7.15%	6.57%
Tier 1 Capital to total risk-weighted assets	11.54	10.38
Total capital to total risk-weighted assets	15.78	14.64
Leverage	8.90	8.47
Stockholders equity to total assets	12.56	11.50
Common stockholders equity to total assets	10.03	9.23
Tangible common equity to tangible assets (non-GAAP)	6.03	5.23

(1) Only one year of projected future taxable income may be applied in calculating deferred tax assets for regulatory capital purposes.
(2) Includes $128 million and $80 million in 2009 and 2008, respectively, associated with reserves recorded for off-balance sheet credit exposures, including derivatives.

See Note 14 Regulatory Capital Requirements and Restrictions to the consolidated financial statements for further details. As of December 31, 2009, Regions Bank had the requisite capital levels to qualify as well capitalized.

OFF-BALANCE SHEET ARRANGEMENTS

Regions has certain variable interests in unconsolidated variable interest entities (i.e., Regions is not the primary beneficiary). Regions owns the common stock of subsidiary business trusts, which have issued mandatorily redeemable preferred capital securities (trust preferred securities) in the aggregate of $1.0 billion at the time of issuance. These trusts meet the definition of a variable interest entity of which Regions is not the primary beneficiary; the trusts only assets are junior subordinated debentures issued by Regions, which were acquired by the trusts using the proceeds from the issuance of the trust preferred securities and common stock. The junior subordinated debentures are included in long-term borrowings and Regions equity interests in the business trusts are included in other assets. For regulatory reporting and capital adequacy purposes, the Federal

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Reserve Board has indicated that such trust preferred securities will continue to constitute Tier 1 Capital until further notice. Additional discussion regarding the status of capital treatment for these instruments is included in the Supervision and Regulation section of Item 1. of this Annual Report on Form 10-K.

Also, Regions periodically invests in various limited partnerships that sponsor affordable housing projects, which are funded through a combination of debt and equity. Regions maximum exposure to loss as of December 31, 2009 was $827 million, which included $258 million in unfunded commitments to the partnerships. Additionally, Regions has short-term construction loans or letters of credit commitments with the partnerships totaling $324 million as of December 31, 2009. The funded portion of these loans and letters of credit was $150 million at December 31, 2009. The funded portion is included with loans on the consolidated balance sheets. See Note 2 Variable Interest Entities to the consolidated financial statements for further discussion.

EFFECTS OF INFLATION

The majority of assets and liabilities of a financial institution are monetary in nature; therefore, a financial institution differs greatly from most commercial and industrial companies, which have significant investments in fixed assets or inventories that are greatly impacted by inflation. However, inflation does have an important impact on the growth of total assets in the banking industry and the resulting need to increase equity capital at higher than normal rates in order to maintain an appropriate equity-to-assets ratio. Inflation also affects other expenses that tend to rise during periods of general inflation.

Management believes the most significant potential impact of inflation on financial results is a direct result of Regions ability to manage the impact of changes in interest rates. Management attempts to maintain an essentially balanced position between rate-sensitive assets and liabilities in order to minimize the impact of interest rate fluctuations on net interest income. This goal, however, can be difficult to completely achieve in times of rapidly changing rate structure. Refer to Table 20 Interest Rate Sensitivity for additional details on Regions interest rate sensitivity.

EFFECTS OF DEFLATION

A period of deflation would affect all industries, including financial institutions. Potentially, deflation could lead to lower profits, higher unemployment, lower production and deterioration in overall economic conditions. In addition, deflation could depress economic activity and impair bank earnings through increasing the value of debt while decreasing the value of collateral for loans. If the economy experienced a severe period of deflation, then it could depress loan demand, impair the ability of borrowers to repay loans and sharply reduce bank earnings.

Management believes the most significant potential impact of deflation on financial results is a direct result of Regions ability to maintain a high amount of capital to cushion against future losses. In addition, the Company s risk management can utilize certain tools to help the bank maintain its balance sheet strength even if a deflationary scenario were to develop.

RISK MANAGEMENT

Risk identification and risk management are key elements in the overall management of Regions. Management believes the primary risk exposures are credit risk, market risk and associated interest rate risk, prepayment risk, liquidity risk, market and other brokerage-related risk associated with Morgan Keegan and counterparty risk. Credit risk represents the possibility that borrowers may not be able to repay loans. Market risk is the risk of loss arising from adverse changes in the fair value of financial instruments due to changes in interest rates, exchange rates, commodity prices, equity prices or the credit quality of debt securities. Interest rate risk is the risk to net interest income due to the impact of movements in interest rates. Prepayment risk is the risk that borrowers may repay their loans or securities earlier than at their stated maturities. Liquidity risk relates to Regions ability to fund present and future obligations. The Company, through Morgan Keegan, is also subject to various market-related risks associated with its brokerage and market-related activities. Counterparty risk represents the risk that a counterparty will not comply with its contractual obligations.

Management follows a formal policy to evaluate and document the key risks facing each line of business, how those risks can be controlled or mitigated, and how management monitors the controls to ensure that they are effective. Separate from risk acceptance, the Chief Risk Officer (CRO) oversees an independent risk assessment and reporting program. To ensure that risks within the company are presented and appropriately addressed, the Board has designated a Risk Committee of outside directors. The Risk Committee s focus is on Regions overall risk profile and the CRO reports to this committee quarterly. Additionally, Regions Internal Audit Division performs ongoing, independent reviews of the risk management process which are reported to the Audit Committee of the Board of Directors.

Some of the more significant processes used to manage and control these and other risks are described in the remainder of this report. External factors beyond management s control may result in losses despite risk management efforts.

INTEREST RATE RISK

Regions primary market risk is interest rate risk, including uncertainty with respect to absolute interest rate levels as well as uncertainty with respect to relative interest rate levels, which is impacted by both the shape and the slope of the various yield curves that affect the financial products and services that the Company offers. To quantify this risk, Regions measures the change in its net interest income in various interest rate scenarios compared to a base case scenario. Net interest income sensitivity is a useful short-term indicator of Regions interest rate risk.

Sensitivity Measurement Financial simulation models are Regions primary tools used to measure interest rate exposure. Using a wide range of sophisticated simulation techniques provides management with extensive information on the potential impact to net interest income caused by changes in interest rates. Models are structured to simulate cash flows and accrual characteristics of Regions balance sheet. Assumptions are made about the direction and volatility of interest rates, the slope of the yield curve, and the changing composition of the balance sheet that result from both strategic plans and from customer behavior. Among the assumptions are expectations of balance sheet growth and composition, the pricing and maturity characteristics of existing business and the characteristics of future business. Interest rate-related risks are expressly considered, such as pricing spreads, the lag time in pricing administered rate accounts, prepayments and other option risks. Regions considers these factors, as well as the degree of certainty or uncertainty surrounding their future behavior.

Historically, Regions balance sheet has consisted of a relatively rate-sensitive deposit base that funds a predominantly floating rate commercial and consumer loan portfolio. This mix of Regions core business activities creates a naturally asset sensitive balance sheet, meaning that increases (decreases) in interest rates would likely have a positive (negative) cumulative impact on Regions net interest income. To manage the balance sheet s interest rate risk, Regions maintains a portfolio of largely fixed-rate discretionary investments, loans and derivatives. The market risk of these discretionary instruments attributable to variation in interest rates is fully incorporated into the simulation results in the same manner as all other balance sheet instruments.

The primary objective of asset/liability management at Regions is to coordinate balance sheet composition with interest rate risk management to sustain a reasonable and stable net interest income throughout various interest rate cycles. In computing interest rate sensitivity for measurement, Regions compares a set of alternative interest rate scenarios to the results of a base case scenario based on market forward rates. The standard set of interest rate scenarios includes the traditional instantaneous parallel rate shifts of plus 100, 200 and 300 basis points. Regions also prepares a minus 100 basis points scenario; a minus 200 basis point scenario is not considered realistic in the current rate environment. Up-rate scenarios of greater magnitude are also analyzed, and are of increased importance provided that current and historic low levels of interest rates increase the relative likelihood of a rapid and substantial increase in interest rates. Regions also includes simulations of gradual interest rate movements that may more realistically mimic potential interest rate movements. These gradual scenarios include curve steepening, flattening, and parallel movements of various magnitudes phased in over a six-month period, and include rate shifts of plus and minus 100 basis points and plus 200 basis points. A 300 basis point shift for the gradual scenarios would produce a resulting relationship similar to the instantaneous 300 basis point scenario.

Exposure to Interest Rate Movements In September 2009, Regions management projected that, although macro-economic conditions were expected to improve in 2010, the pace of recovery was at risk to underperform the broader markets view. Consequently, Regions anticipated the likelihood that key interest rates would remain at or near historic lows through most of 2010. Accordingly, with the balance sheet in an asset sensitive position, net interest income was at risk to underperform. To offset this risk, Regions entered into a series of short-term, receive-fixed derivative instruments with final maturity in September 2010. These derivative instruments will offset the negative impact to net interest income from the expected low-rate environment during their term; however, should rates unexpectedly rise during their term, these derivatives could serve to partially offset the benefits that would have otherwise been realized from a rising rate environment.

Inclusive of all interest-rate risk hedging activities, as of December 31, 2009, Regions was moderately asset sensitive to both gradual and instantaneous rate shifts as compared to the base case for the measurement horizon ending in December 2010. Upon final maturity of the short-term derivatives in September 2010, Regions will be more asset sensitive. To illustrate the impact to sensitivity attributable to maturity of the short-term derivatives in September 2010, the net interest income sensitivity specifically attributable to these derivatives and the sensitivity excluding these derivatives (remaining assets / liabilities) are both provided in the table below.

Table 20 Interest Rate Sensitivity

	Estimated Amount of Change in Annual Net Interest Income as of December 31, 2009		
Instantaneous Change in Interest Rates	**Impact of Short-Term Derivatives Maturing September 2010**	**Remaining Assets / Liabilities**	**Total**
		(in millions)	
+ 300 basis points	$ (233)	$ 390	$ 157
+ 200 basis points	(155)	278	123
+ 100 basis points	(77)	174	97
- 100 basis points	41	(85)	(44)

	Estimated Percentage Change in Annual Net Interest Income as of December 31, 2009		
Instantaneous Change in Interest Rates	**Impact of Short-Term Derivatives Maturing September 2010**	**Remaining Assets / Liabilities**	**Total**
+ 300 basis points	(7.0)%	11.7%	4.6%
+ 200 basis points	(4.6)	8.3	3.6
+ 100 basis points	(2.3)	5.2	2.8
- 100 basis points	1.2	(2.5)	(1.3)

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Gradual Change in Interest Rates	Estimated Amount of Change in Annual Net Interest Income as of December 31, 2009		
	Impact of Short-Term Derivatives Maturing September 2010	Remaining Assets / Liabilities	Total
		(in millions)	
+ 200 basis points	$ (130)	$ 263	$ 133
+ 100 basis points	(64)	152	88
- 100 basis points	36	(74)	(38)

Gradual Change in Interest Rates	Estimated Amount of Change in Annual Net Interest Income as of December 31, 2009		
	Impact of Short-Term Derivatives Maturing September 2010	Remaining Assets / Liabilities	Total
+ 200 basis points	(3.9)%	7.9%	3.9%
+ 100 basis points	(1.9)	4.6	2.6
- 100 basis points	1.1	(2.2)	(1.1)

Derivatives Regions uses financial derivative instruments for management of interest rate sensitivity. The Asset and Liability Committee (ALCO), which consists of members of Regions senior management team, in its oversight role for the management of interest rate sensitivity, approves the use of derivatives in balance sheet hedging strategies. The most common derivatives Regions employs are forward rate contracts, Eurodollar futures contracts, interest rate swaps, options on interest rate swaps, interest rate caps and floors, and forward sale commitments. Derivatives are also used to offset the risks associated with customer derivatives, which include interest rate, credit and foreign exchange risks. Refer to Note 21, Derivative Instruments and Hedging Activities for further discussion.

Forward rate contracts are commitments to buy or sell financial instruments at a future date at a specified price or yield. A Eurodollar futures contract is a future on a Eurodollar deposit. Eurodollar futures contracts subject Regions to market risk associated with changes in interest rates. Because futures contracts are cash settled daily, there is minimal credit risk associated with Eurodollar futures. Interest rate swaps are contractual agreements typically entered into to exchange fixed for variable (or vice versa) streams of interest payments. The notional principal is not exchanged but is used as a reference for the size of interest settlements. Interest rate options are contracts that allow the buyer to purchase or sell a financial instrument at a predetermined price and time. Forward sale commitments are contractual obligations to sell market instruments at a future date for an already agreed-upon price. Foreign currency contracts involve the exchange of one currency for another on a specified date and at a specified rate. These contracts are executed on behalf of the Company s customers and are used to manage fluctuations in foreign exchange rates. The Company is subject to the credit risk that another party will fail to perform.

Regions has made use of interest rate swaps to effectively convert a portion of its fixed-rate funding position to a variable-rate position and, in some cases, to effectively convert a portion of its variable-rate loan portfolio to fixed-rate. Regions also uses derivatives to manage interest rate and pricing risk associated with its mortgage origination business. In the period of time that elapses between the origination and sale of mortgage loans, changes in interest rates have the potential to cause a decline in the value of the loans in this held-for-sale portfolio. Futures contracts and forward sale commitments are used to protect the value of the loan pipeline and loans held for sale from changes in interest rates and pricing.

Regions manages the credit risk of these instruments in much the same way as it manages credit risk of the loan portfolios by establishing credit limits for each counterparty and through collateral agreements for dealer transactions. For non-dealer transactions, the need for collateral is evaluated on an individual transaction basis and is primarily dependent on the financial strength of the counterparty. Credit risk is also reduced significantly by entering into legally enforceable master netting agreements. When there is more than one transaction with a counterparty and there is a legally enforceable master netting agreement in place, the exposure represents the net of the gain and loss positions with and collateral received from and/or posted to that counterparty. The Credit Risk section in this report contains more information on the management of credit risk.

Regions also uses derivatives to meet the needs of its customers. Interest rate swaps, interest rate options and foreign exchange forwards are the most common derivatives sold to customers. Other derivatives instruments with similar characteristics are used to hedge the market risk and minimize volatility associated with this portfolio. Instruments used to service customers are held in the trading account, with changes in value recorded in the consolidated statements of operations.

On January 1, 2009, Regions began accounting for mortgage servicing rights at fair market value with any changes to fair value being recorded within mortgage income. Also, in early 2009, Regions entered into derivative and balance sheet transactions to mitigate the impact of market value fluctuations related to mortgage servicing rights. Both the mortgage servicing rights and related economic risk mitigation transactions expose the Company to interest rate risk.

The primary objective of Regions hedging strategies is to mitigate the impact of interest rate changes, from an economic perspective, on net interest income and the net present value of its balance sheet. The overall effectiveness of these hedging strategies is subject to market conditions, the quality of Regions execution, the accuracy of its valuation assumptions, counterparty credit risk and changes in interest rates. As a result, Regions hedging strategies may be ineffective in mitigating the impact of interest rate changes on its earnings. See Note 21 Derivative Financial Instruments and Hedging Activities to the consolidated financial statements for a tabular summary of Regions year-end derivatives positions. Derivative instruments entered into in the future could be materially different from the current risk profile of Regions current portfolio.

PREPAYMENT RISK

Regions, like most financial institutions, is subject to changing prepayment speeds on mortgage-related assets under different interest rate environments. Prepayment risk is a significant risk to earnings and specifically to net interest income. For example, mortgage loans and other financial assets may be prepaid by a debtor, so that the debtor may refinance its obligations at lower rates. As loans and other financial assets prepay in a falling rate environment, Regions must reinvest these funds in lower-yielding assets. Prepayments of assets carrying higher rates reduce Regions interest income and overall asset yields. Conversely, in a rising rate environment, these assets will prepay at a slower rate, resulting in opportunity cost by not having the cash flow to reinvest at higher rates. Regions greatest exposure to prepayment risks primarily rests in its mortgage-backed securities portfolio, the mortgage fixed-rate loan portfolio and the mortgage servicing asset, all of which tend to be sensitive to interest rate movements. Prepayments on mortgage-backed securities rose during 2009 due to the favorable mortgage interest rate environment that existed for the majority of the year. However, tighter lending standards, decreased home prices, and lingering uncertainty surrounding the economic environment restrained otherwise higher prepayment speeds. Regions also has prepayment risk that would be reflected in non-interest income in the form of servicing income on loans sold. Regions actively monitors prepayment exposure as part of its overall net interest income forecasting and interest rate risk management. In particular, because interest rates are currently relatively low, Regions is actively managing exposure to declining prepayments that are expected to coincide with increasing interest rates in both the loan and securities portfolios.

LIQUIDITY RISK

Liquidity is an important factor in the financial condition of Regions and affects Regions ability to meet the borrowing needs and deposit withdrawal requirements of its customers. Table 21 Contractual Obligations summarizes Regions contractual cash obligations at December 31, 2009. Regions intends to fund obligations primarily through cash generated from normal operations. In addition to these obligations, Regions has obligations related to potential litigation contingencies (see Note 24 Commitments, Contingencies and Guarantees to the consolidated financial statements).

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Assets, consisting principally of loans and securities, are funded by customer deposits, purchased funds, borrowed funds and stockholders equity. Regions goal in liquidity management is to satisfy the cash flow requirements of depositors and borrowers, while at the same time meeting its cash flow needs. This is accomplished through the active management of both the asset and liability sides of the balance sheet. The liquidity position of Regions is monitored on a daily basis by Regions Treasury Division. In addition, the ALCO, which consists of members of Regions senior management team, reviews liquidity on a regular basis and approves any changes in strategy that are necessary as a result of asset/liability composition or anticipated cash flow changes. Management also compares Regions liquidity position to established corporate liquidity policies on a monthly basis.

Table 21 Contractual Obligations

	Payments Due By Period				
	Less than 1	1-3 Years	4-5 Years	More than 5	Total
			(In millions)		
Long-term borrowings	$ 5,476	$ 7,867	$ 1,702	$ 3,419	$ 18,464
Time deposits	19,057	9,790	2,672	36	31,555
Lease obligations	151	254	205	607	1,217
Purchase obligations	35	20			55
Other				354	354
	$ 24,719	$ 17,931	$ 4,579	$ 4,416	$ 51,645

The securities portfolio is one of Regions primary sources of liquidity. Maturities of securities provide a constant flow of funds available for cash needs (see Table 13 Relative Contractual Maturities and Weighted-Average Yields for Securities). Maturities in the loan portfolio also provide a steady flow of funds (see Table 11 Selected Loan Maturities). At December 31, 2009, commercial loans and investor real estate mortgage and construction loans with an aggregate balance of $20.0 billion, as well as securities of $47 million, were due to mature in one year or less. Additional funds are provided from payments on consumer loans and one-to-four family residential first mortgage loans. Liquidity needs can also be met by borrowing funds in state and national money markets. Historically, Regions liquidity has been enhanced by a relatively stable customer deposit base.

Regions financing arrangement with the FHLB adds additional flexibility in managing its liquidity position. As of December 31, 2009, borrowings from the FHLB totaled $8.4 billion. FHLB borrowing capacity is contingent on the amount of collateral pledged to the FHLB. At December 31, 2009, approximately $8.8 billion of first mortgage loans on one-to-four family dwellings and home equity lines of credit held by Regions Bank and its subsidiaries were pledged to secure borrowings from the FHLB. Investment in FHLB stock is required in relation to the level of outstanding borrowings. Regions held $473 million in FHLB stock at December 31, 2009. The FHLB has been and is expected to continue to be a reliable and economical source of funding.

As mentioned previously in the Long-Term Borrowings section of this report, Regions has on file with the SEC, a shelf registration statement, which allows for the issuance of an indeterminate amount of various debt and/or equity securities and does not have a limit on the amount of securities that can be issued. The registration statement will expire in May 2010. Regions expects to file a new shelf registration statement prior to the expiration of the current shelf registration statement.

As of December 31, 2009, Regions Bank had issued the maximum amount of $5 billion under its previously approved bank note program. In July 2008, the Board of Directors approved a new Bank Note program that allows Regions Bank to issue up to $20 billion aggregate principal amount of bank notes that can be outstanding at any one time. Notes issued under the new program may be senior notes with maturities of from 30 days to 15 years and subordinated notes with maturities of from 5 years to 30 years. This program had not been drawn upon as of December 31, 2009. The issuance of additional bank notes could provide a significant source of liquidity and funding to meet future needs.

At year-end 2009, based on assets available for collateral as of this date, Regions could have borrowed either an additional $14.3 billion with terms of less than 29 days, or $11.5 billion with terms of greater than or equal to 29 days, from the Federal Reserve Bank through its discount window and/or the TAF program. As of December 31, 2009, Regions has no outstanding borrowings through the TAF and does not currently have any plans to borrow again through the TAF program. However, the program is a short-term, inexpensive contingency option for the Company. Future fundings under commitments to extend credit would increase Regions borrowing capacity under these programs.

Morgan Keegan maintains certain lines of credit with unaffiliated banks to manage liquidity in the ordinary course of business. See Note 12 Short-Term Borrowings to the consolidated financial statements for further details.

Representing possible future uses of liquidity, Regions may, from time to time, consider opportunistically retiring our outstanding issued securities, including our subordinated debt, trust preferred securities and preferred shares in privately negotiated or open market transactions for cash or common shares.

BROKERAGE AND MARKET MAKING ACTIVITY RISK

References below, and elsewhere in this Form 10-K, to Morgan Keegan are intended to include not only Morgan Keegan & Company, Inc. but also certain of its affiliates and subsidiaries. You should not assume or infer that any specific activity mentioned is carried on by any particular Morgan Keegan entity.

Morgan Keegan s business activities, including its securities inventory positions and securities held for investment, expose it to market risk. Morgan Keegan trades for its own account in corporate and tax-exempt securities and U.S. Government agency and Government-sponsored securities. Most of these transactions are entered into to facilitate the execution of customers orders to buy or sell these securities. In addition, it trades certain equity securities in order to make a market in these securities. Morgan Keegan s trading activities require the commitment of capital. All principal transactions place the subsidiary s capital at risk. Profits and losses are dependent upon the skills of employees and market fluctuations. In order to mitigate the risks of carrying inventory and as part of other normal brokerage activities, Morgan Keegan assumes short positions on securities.

In the normal course of business, Morgan Keegan enters into underwriting and forward and future commitments. At December 31, 2009, the contract amounts of futures contracts were $1 million to purchase and $114 million to sell U.S. Government and municipal securities. Morgan Keegan typically settles its position by entering into equal but opposite contracts and, as such, the contract amounts do not necessarily represent future cash requirements. Settlement of the transactions relating to such commitments is not expected to have a material effect on Regions consolidated financial position. Transactions involving future settlement give rise to market risk, which represents the potential loss that can be caused by a change in the market value of a particular financial instrument. Regions exposure to market risk is determined by a number of factors, including the size, composition and diversification of positions held, the absolute and relative levels of interest rates, and market volatility.

In the normal course of business, Morgan Keegan enters into transactions for delayed delivery, to-be-announced securities, which are recorded in trading account assets on the consolidated balance sheets at fair value. Risks arise from the possible inability of counterparties to meet the terms of their contracts and from unfavorable changes in interest rates or the market values of the securities underlying the instruments. The credit risk associated with these contracts is typically limited to the cost of replacing all contracts on which Morgan Keegan has recorded an unrealized gain. For exchange-traded contracts, the clearing organization acts as the counterparty to specific transactions and, therefore, bears the risk of delivery to and from counterparties.

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Interest rate risk at Morgan Keegan arises from the exposure of holding interest-sensitive financial instruments such as government, corporate and municipal bonds, and certain preferred equities. Morgan Keegan manages its exposure to interest rate risk by setting and monitoring limits and, where feasible, entering into offsetting positions in securities with similar interest rate risk characteristics. Securities inventories recorded in trading account assets on the consolidated balance sheets, are marked to market, and, accordingly, there are no unrecorded gains or losses in value. While a significant portion of the securities inventories have contractual maturities in excess of five years, these inventories, on average, turn over in excess of twelve times per year. Accordingly, the exposure to interest rate risk inherent in Morgan Keegan s securities inventories is less than that of similar financial instruments held by firms in other industries. Morgan Keegan s equity securities inventories are exposed to risk of loss in the event of unfavorable price movements. Also, Morgan Keegan is subject to credit risk arising from non-performance by trading counterparties, customers and issuers of debt securities owned. This risk is managed by imposing and monitoring position limits, monitoring trading counterparties, reviewing security concentrations, holding and marking to market collateral, and conducting business through clearing organizations that guarantee performance. Morgan Keegan regularly participates in the trading of some derivative securities for its customers; however, this activity does not involve Morgan Keegan acquiring a position or commitment in these products and this trading is not a significant portion of Morgan Keegan s business.

To manage trading risks arising from interest rate and equity price risks, Regions uses a Value at Risk (VAR) model along with other risk management methods to measure the potential fair value the Company could lose on its trading positions given a specified statistical confidence level and time-to-liquidate time horizon. The end-of-period VAR was approximately $1 million at both December 31, 2009 and December 31, 2008. Maximum daily VAR utilization during 2009 was $3 million and average daily VAR during the same period was $2 million.

Morgan Keegan has been an underwriter and dealer in auction rate securities. See Note 24 Commitments and Contingencies to the consolidated financial statements as well as Item 3. Legal Proceedings of Part I for more details regarding regulatory action related to Morgan Keegan auction rate securities. As of December 31, 2009, customers of Morgan Keegan owned approximately $247 million of auction rate securities, and Morgan Keegan held approximately $166 million of auction rate securities on the balance sheet.

COUNTERPARTY RISK

Regions manages and monitors its exposure to other financial institutions, also known as counterparty exposure, on an ongoing basis. The objective is to ensure that Regions appropriately identifies and reacts to risks associated with counterparties in a timely manner. This exposure may be direct or indirect exposure that could create legal, reputational or financial risk to the Company.

Counterparty exposure may result from a variety of transaction types and may include exposure to commercial banks, savings and loans, insurance companies, broker/dealers, institutions that provide credit enhancements, and corporate debt issuers. Because transactions with a counterparty may be generated in one or more departments, credit limits are established for use by various areas of the Company including treasury, capital markets, finance, the mortgage division and lines of business.

To manage counterparty risk, Regions has a centralized approach to approval, management and monitoring of exposure. To that end, Regions has a dedicated counterparty credit group and credit officer, as well as a documented counterparty credit policy. Exposures to counterparties are regularly aggregated across departments and reported to senior management.

CREDIT RISK

Regions objective regarding credit risk is to maintain a high-quality credit portfolio that provides for stable credit costs with acceptable volatility through an economic cycle.

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Management Process

Regions employs a credit risk management process with defined policies, accountability and regular reporting to manage credit risk in the loan portfolio. Credit risk management is guided by credit policies that provide for a consistent and prudent approach to underwriting and approvals of credits. Within the Credit Policy department, procedures exist that elevate the approval requirements as credits become larger and more complex. Generally, consumer credits and smaller commercial credits are centrally underwritten based on custom credit matrices and policies that are modified as appropriate. Larger commercial and commercial real estate transactions are individually underwritten, risk-rated, approved and monitored.

Responsibility and accountability for adherence to underwriting policies and accurate risk ratings lies in the lines of business. For consumer and small business portfolios, the risk management process focuses on managing customers who become delinquent in their payments and managing performance of the credit scorecards, which are periodically adjusted based on actual credit performance. Commercial business units are responsible for underwriting new business and, on an ongoing basis, monitoring the credit of their portfolios, including a complete review of the borrower semi-annually or more frequently as needed.

To ensure problem commercial credits are identified on a timely basis, several specific portfolio reviews occur each quarter to assess the larger adversely rated credits for accrual status and, if necessary, to ensure such individual credits are transferred to Regions Special Assets Group, which specializes in managing distressed credit exposures.

Separate and independent commercial credit and consumer credit risk management organizational groups exist, which report to the Chief Risk Officer. These organizational units partner with the business line to assist in the processes described above, including the review and approval of new business and ongoing assessments of existing loans in the portfolio. Independent commercial and consumer credit risk management provides for more accurate risk ratings and the timely identification of problem credits, as well as oversight for the Chief Risk Officer on conditions and trends in the credit portfolios.

Credit quality and trends in the loan portfolio are measured and monitored regularly and detailed reports, by product, business unit and geography, are reviewed by line of business personnel and the Chief Risk Officer. The Chief Risk Officer reviews summaries of these credit reports with executive management and the Board of Directors. Finally, the Credit Review department provides ongoing independent oversight of the credit portfolios to ensure policies are followed, credits are properly risk-rated and that key credit control processes are functioning as intended.

Risk Characteristics of the Loan Portfolio

In order to assess the risk characteristics of the loan portfolio, Regions considers the current U.S. economic environment and that of its primary banking markets, as well as risk factors within the major categories of loans.

Economic Environment in Regions Banking Markets

The largest factor influencing the credit performance of Regions loan portfolio is the overall economic environment in the U.S. and the primary markets in which it operates. The recession that began in late 2007 continued through 2008 and into 2009. Through this recessionary period, the overall output of goods and services experienced its sharpest decline since the early 1980s. Consumer spending, approximately two-thirds of all recorded spending, has been adversely impacted by declining inflation-adjusted income, low additional credit capacity, historically high required monthly debt payments, a negative employment outlook and historically low consumer confidence. The business sector continues to struggle with weak domestic and foreign demand, and underutilized operating capacity.

In 2009, the economic downturn that began with the housing slowdown continued to negatively impact consumer confidence. In turn, lower confidence levels negatively impacted demand for goods and services. The lower demand impacted retail sales and led to increased vacancy rates and lower rent rolls for the commercial real estate sector. High unemployment continued throughout 2009. While residential real estate price declines moderated somewhat during 2009, overall valuations remained low when compared to the recent past. Property valuation, unemployment and weak economic conditions have impacted Florida, north Georgia, and most other areas within Regions footprint.

Portfolio Characteristics

Regions has a diversified loan portfolio, in terms of product type, collateral and geography. At December 31, 2009, commercial loans represented 38 percent of total loans, net of unearned income, investor real estate loans represented 24 percent, residential first mortgage loans totaled 17 percent and other consumer loans, largely home equity lending, comprised the remaining 21 percent. Following is a discussion of risk characteristics of each loan type.

Commercial The commercial loan portfolio totaled $34.4 billion at year-end 2009 and primarily consists of loans to small and mid-sized commercial and large corporate customers with business operations in Regions geographic footprint. Loans in this portfolio are generally underwritten individually and are usually secured with the assets of the company and/or the personal guarantee of the business owners. Also considered as commercial loans are owner-occupied commercial real estate loans to businesses for long-term financing of land and buildings. Regions attempts to minimize risk on owner-occupied properties by requiring collateral values that exceed the loan amount, adequate cash flow to service the debt, and, in many cases, the personal guarantees of principals of the borrowers. Net charge-offs on commercial loans were 1.28 percent in 2009 compared to 0.75 percent in 2008.

Investor Real Estate The investor real estate portfolio totaled $21.7 billion at year-end 2009 and includes various loan types. A large component of investor real estate loans is extensions of credit to real estate developers and investors for the financing of land or buildings, where the repayment is generated from the sale of the real estate or income generated by the real estate property. Net charge-offs on commercial investor real estate mortgage loans rose substantially, from 2.37 percent in 2008 to 3.64 percent in 2009 in reaction to the dramatic slowdown in demand for real estate properties and an associated drop in property valuations. Commercial investor real estate construction loans are primarily extensions of credit to real estate developers or investors where repayment is dependent on the sale of real estate or income generated from the real estate collateral. These loans are generally underwritten and managed by a specialized real estate group that also manages loan disbursements during the construction process. Net charge-offs on commercial investor real estate construction loans rose substantially, from 5.70 percent in 2008 to 6.66 percent in 2009. Losses on sales or transfers to held for sale of non-performing investor real estate loans also contributed to the year-over-year increase in net charge-offs. In addition, the implications of a recession further pressured borrowers and contributed to higher losses.

The following chart presents detail of Regions $21.7 billion investor real estate portfolio as of December 31, 2009 (dollars in billions):

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Certain components of investor real estate carry a higher risk of non-collection. Beginning in 2009, multi-family and retail loans experienced increased pressure and contributed to increases in non-accrual loans. Continued weak economic conditions impacted demand for products and services in these sectors. Lower demand impacted cash flows generated by these properties, leading to a higher rate of non-collection for these types of loans. Offsetting the risk of non-collection is the geographic diversity of Regions exposure. The Company expects continued credit pressure on loans secured by income-producing commercial real estate during 2010. Credit risk for these loan types is directly correlated with such factors as the level of unemployment, vacancy rates and rental income within Regions footprint. Additionally, because of the cash flow associated with income-producing loans, the Company can more easily restructure these loans than other types of investor real estate loans. Accordingly, the loss content is expected to be generally lower than other types of investor real estate.

The following table presents credit metrics and geographic distribution for Regions multi-family and retail loans for the years ended December 31, 2009 and 2008:

Table 22 Multi-family and Retail

	2009(1)	2008
	(In millions, net of unearned income)	
Multi-family		
Loan balance	$ 5,049	$ 4,377
90 days past due	1	
Non-accruing loans	113	15

(1) The majority of the balance related to multi-family loans is geographically distributed throughout the following areas: Texas 20%, Florida 14%, Georgia 9%, Tennessee 7%, Louisiana 7% and Alabama 6%. All other states, none of which comprise more than 5%, make up the remainder of the balance.

	2009(1)	2008
	(In millions, net of unearned income)	
Retail		
Loan balance	$ 4,120	$ 4,424
90 days past due	4	
Non-accruing loans	288	21

(1) The majority of the balance related to retail loans is geographically distributed throughout the following areas: Florida 21%, Texas 13%, Alabama 10%, Georgia 9%, Tennessee 8% and North Carolina 7%. All other states, none of which comprise more than 5%, make up the remainder of the balance.

The increase in fundings of multi-family construction commitments existing at December 31, 2008 drove the year-over-year increase in loan balances. While retail and multi-family categories experienced an increase in non-accrual loans, these categories were not a major driver of charge-offs for the periods presented.

During late 2007, residential homebuilder production came under significant pressure. The table below provides detail related to this residential homebuilder portfolio, which totaled $2.9 billion at December 31, 2009. In Table 10 Loan Portfolio, the majority of these loans are reported in the commercial investor real estate construction loan category, while a smaller portion is reported as commercial investor real estate mortgage. Primarily through asset dispositions, paydowns and charge-offs, residential homebuilder loans decreased by approximately $1.5 billion from December 31, 2008 to December 31, 2009, and by approximately $4.3 billion since the beginning of 2008. Credit quality of the residential homebuilder portfolio, which is largely a subset of

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the commercial investor real estate construction portfolio, is sensitive to risks associated with construction loans such as cost overruns, project completion risk, general contractor credit risk, environmental and other hazard risks, and market risks associated with the sale or rental of completed properties. While losses within this loan type were influenced by conditions described above, the most significant driver of losses was the severe decline in demand for residential real estate. In late 2009, the migration of residential homebuilder loans into the non-performing category slowed; however, credit losses for this portfolio are expected to continue at current levels.

Table 23 Residential Homebuilder

December 31, 2009	Loan Balance	Year-to-Date Net Charge-Offs	90 Days Past Due	Non-Accruing Loans
		(In millions, net of unearned income)		
Land	$ 952	$ 162	$ 2	$ 295
Residential spec	851	78	3	229
Residential presold	168	24	1	96
Lots	714	113	12	219
National homebuilders and other	183	24		126
	$ 2,868	$ 401	$ 18	$ 965

December 31, 2008	Loan Balance	Year-to-Date Net Charge-Offs	90 Days Past Due	Non-Accruing Loans
		(In millions, net of unearned income)		
Land	$ 1,553	$ 175	$ 6	$ 89
Residential spec	1,297	126	7	110
Residential presold	300	55		11
Lots	967	112	4	58
National homebuilders and other	285	30		28
	$ 4,402	$ 498	$ 17	$ 296

The following table provides detail related to the geographic breakout and performing status of residential homebuilder loans:

Table 24 Geographic Breakout of Residential Homebuilder

December 31, 2009	Non-Accruing	% of Total	Accruing	% of Total	Total
			(Dollars in millions)		
Central	$ 264	29.7%	$ 624	70.3%	$ 888
Florida	250	35.6	453	64.4	703
Midsouth	335	37.4	561	62.6	896
Southwest	82	26.3	230	73.7	312
Other	34	49.3	35	50.7	69
	$ 965	33.6%	$ 1,903	66.4%	$ 2,868

Notes:

1 Central consists of Alabama, Georgia and South Carolina

2 Midsouth consists of North Carolina, Virginia, Tennessee, Indiana, Illinois, Missouri, Iowa and Kentucky
3 Southwest consists of Louisiana, Mississippi, Texas and Arkansas

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December 31, 2008	Non-Accruing	% of Total	Accruing	% of Total	Total
			(Dollars in millions)		
Central	$ 118	8.2%	$ 1,316	91.8%	$ 1,434
Florida	64	6.1	979	93.9	1,043
Midsouth	49	4.4	1,071	95.6	1,120
Midwest	31	7.0	411	93.0	442
Southwest	11	4.3	246	95.7	257
Other	23	21.7	83	78.3	106
	$ 296	6.7%	$ 4,106	93.3%	$ 4,402