

BP PLC  
Form 6-K/A  
May 06, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 6-K/A**

**Report of Foreign Private Issuer**  
**Pursuant to Rule 13a-16 or 15d-16 of**  
**the Securities Exchange Act of 1934**

6 May 2013

Commission File Number 1-06262

**BP p.l.c.**

(Translation of registrant's name into English)

1 ST JAMES'S SQUARE, LONDON, SW1Y 4PD, ENGLAND

(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE PROSPECTUS INCLUDED IN POST-EFFECTIVE AMENDMENT NO. 2 TO THE REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 333-179953) OF BP CAPITAL MARKETS p.l.c. AND BP p.l.c.; THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-79399) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-67206) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-103924) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-123482) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-123483) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-131583) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-131584) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-132619) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-146868) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-146870) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-146873) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-173136) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-177423) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-179406) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-186462) OF BP p.l.c., THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-186463) OF BP p.l.c., AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

**EXPLANATORY NOTE**

This Amendment (the Amendment ) amends and restates the unaudited pro forma financial statements contained in the Report on Form 6-K filed with the U.S. Securities Exchange (the SEC ) on 5 February 2013 (the Original 6-K ), in order to (i) provide an updated unaudited pro forma consolidated income statement for the year ended 31 December 2012 and an updated unaudited pro forma consolidated balance sheet as at 31 December 2012, to reflect BP s audited results for the year ended 31 December 2012 included in BP s *Annual Report and Form 20-F 2012*, as filed with the SEC on 6 March 2013; and (ii) to reflect TNK-BP s actual results for the year ended 31 December 2012. The principal change in the unaudited pro forma financial statements set forth herein compared with the unaudited pro forma financial statements included in the Original 6-K relates to the change in the provision for BP s settlement with the Plaintiffs Steering Committee (PSC). See Note 36 to the consolidated financial statements included in BP s *Annual Report and Form 20-F 2012*. The unaudited pro forma consolidated income statement reflects changes to the line items Sales and other operating revenues and Other components of profit (loss) before interest and taxation to reflect BP s audited results reported in BP s *Annual Report and Form 20-F 2012*. Except as otherwise stated in the Amendment, all information presented in the Amendment, including forward looking statements, is as at 5 February 2013 and has not been updated for events subsequent to the Original 6-K.

The following information has been prepared in compliance with US SEC Regulation S-X, Article 11, Reg. § 210.11-01(a)(4). The agreed disposal of BP's 50% shareholding in TNK-BP is deemed significant as BP's share of the income from continuing operations before income taxes of such shareholding represents more than 10 per cent of BP's consolidated income for the year ended 31 December 2012.

The agreed disposal of BP's 50% shareholding in TNK-BP does not result in the treatment of such shareholding as a Discontinued operation of BP p.l.c. for accounting purposes.

### **Definitive Agreements Relating to the Sale of BP's Interest in TNK-BP and BP's Investment in Rosneft**

On 22 November 2012, BP p.l.c. (BP) announced that BP, Rosneft and Rosneftegaz, the state-owned parent company of Rosneft, had signed definitive and binding sale and purchase agreements (SPAs) for the sale of BP's 50 per cent interest in TNK-BP to Rosneft and BP's investment in Rosneft. BP and Rosneft agreed heads of terms for this transaction on 22 October. The SPAs were signed after the Russian Government approved BP's purchase from Rosneftegaz of a 5.66 per cent stake in Rosneft for \$4.8 billion, as an integral part of the transaction.

On completion, the net result of the overall transaction will be that BP will receive \$11.6 billion in cash (\$12.3 billion previously announced less the \$0.7 billion TNK-BP dividend received by BP in the fourth quarter of 2012) and acquire an 18.5 per cent stake in Rosneft for its stake in TNK-BP. When combined with BP's current 1.25 per cent shareholding, this will result in BP owning 19.75 per cent of Rosneft. Completion of the transaction is subject to certain customary closing conditions, including governmental, regulatory and anti-trust approvals. The two companies anticipate completion in the first half of 2013.

Under the terms of the SPAs, the proposed transaction consists of three tranches, intended to complete on the same day:

BP will sell its 50 per cent shareholding in TNK-BP to Rosneft for \$24.7 billion in cash and shares representing a 3.04 per cent stake in Rosneft;

BP will use \$8.3 billion of these cash proceeds to purchase an additional 9.80 per cent stake in Rosneft from the Russian Government; and

BP will use \$4.8 billion of these cash proceeds to purchase an additional 5.66 per cent stake in Rosneft from Rosneftegaz. With a holding of 19.75 per cent of Rosneft stock, BP expects to be able to account for its share of Rosneft's earnings, production and reserves on an equity basis. In addition BP expects to have two seats on Rosneft's nine person main board.

The proposed sale of the TNK-BP shareholding to Rosneft consists of a cash element of \$24.7 billion and 321,778,155 Rosneft shares. Shares in Rosneft traded at close of business on the date of signing the Agreement in principle with Rosneft (18 October 2012) at \$7.13 and on the date of signing the Definitive Agreements Relating to the Sale of BP's Interest in TNK-BP and BP's Investment in Rosneft (22 November 2012) at \$7.74 (source: London Stock Exchange).

### **Cautionary statement**

This Report contains certain forward-looking statements, including statements regarding the expected timing of the completion of the transaction described, expectations regarding the accounting treatment of BP's expected share of Rosneft's earnings, production and reserves, the prospects for BP's level of representation on Rosneft's board of directors, BP's intentions to retain Rosneft shares received in the transaction and other statements which are generally, but not always, identified by the use of words such as "want", "intended to", "expected to", and similar expressions. Forward-looking statements involve risks and uncertainties because they depend on circumstances that will or may occur in the future. Actual results may differ materially from those expressed in such statements, depending on a variety of factors, the actions of regulators and the timing of the receipt of governmental and regulatory approvals, the availability of other attractive investment opportunities, general economic conditions, political stability and economic growth in relevant areas of the world, changes in laws and governmental regulations, regulatory or legal actions including the types of enforcement action pursued and the nature of remedies sought, exchange rate fluctuations, natural disasters and adverse weather conditions, changes in public expectations and other changes to business conditions, wars and acts of terrorism or sabotage, and other factors discussed under "Risk factors" in our Annual Report and Form 20-F 2012 (SEC File No. 1-06262) as filed with the US Securities and Exchange Commission.

### **Financial statements and exhibits**

**Unaudited pro forma consolidated financial statements**

The unaudited pro forma consolidated financial statements of BP have been derived from BP's audited consolidated financial statements, Rosneft's consolidated financial statements for the year ended 31 December 2012 (as reported by Rosneft on 1 February 2013) and the results of TNK-BP for the year ended 31 December 2012 (as reported by TNK-BP on 28 February 2013). The unaudited pro forma consolidated financial statements of BP are presented to provide investors with information about the potential effect of the sale of BP's 50% share in TNK-BP to Rosneft, and the acquisition by BP of a total 18.5% shareholding in Rosneft, which would increase BP's total ownership of the issued share capital of Rosneft to 19.75%.

The unaudited pro forma consolidated balance sheet as of 31 December 2012, and the unaudited pro forma consolidated income statement of BP for the year ended 31 December 2012, and the related notes thereto, are furnished as Exhibit 99.1 to this Report on Form 6-K.

**Exhibits.** The following exhibit is furnished as part of this Current Report on Form 6-K:

99.1 Unaudited pro forma consolidated financial statements and accompanying explanatory notes of BP p.l.c.

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**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**BP p.l.c.**

**(Registrant)**

**Dated: 6 May 2013**

/s/ J Bertelsen  
**J BERTELSEN**

Deputy Secretary

2 million on a pre-tax basis (\$38 million after tax).

(4) In the third quarter of 2013, Regions recorded a \$24 million gain on sale of a non-core portion of a Wealth Management business.

(5) Current annual amounts and the resulting ratio are estimated.

(6) Taxable income from the two previous tax years and one year of projected future taxable income may be applied in calculating deferred tax assets for regulatory capital purposes.

(7) The 2014 and 2013 estimates are based on the final rule released in July 2013. The 2012 estimate is based on the June 2012 U.S. Notices of Proposed Rulemaking.

(8) Under Basel III, in addition to goodwill and other identified intangibles, regulatory capital must be reduced by purchased credit card relationship intangible assets. The majority of these assets are allowed in Basel I capital.

(9) Regions continues to develop systems and internal controls to precisely calculate risk-weighted assets as required by Basel III. The amount is a reasonable approximation, based on our understanding of the requirements.

**CRITICAL ACCOUNTING ESTIMATES AND RELATED 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), residential 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 two components: the allowance for loan and lease losses and the reserve for unfunded credit commitments. The allowance represents management’s estimate of probable credit losses inherent in the loan and credit commitment portfolios as of period end.

The allowance is sensitive to a variety of internal factors, such as modifications in the mix and level of loan balances outstanding, portfolio performance and assigned risk ratings, as well as external factors, such as the general health of the economy, as evidenced by changes in real estate demand and values, interest rates, unemployment rates, bankruptcy filings, fluctuations in the gross domestic product (“GDP”), and the effects of weather and natural disasters such as droughts and hurricanes. Management considers these variables and all available information when establishing the final level of the allowance. These variables and others have the ability to result in actual loan losses that differ from the originally estimated amounts.

Management’s estimate of the allowance for the commercial and investor real estate portfolio segments could be affected by estimates of losses inherent in various product types 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. For non-accrual commercial and investor real estate loans equal to or greater than \$2.5 million, the allowance for loan losses is based on note-level evaluation considering the facts and circumstances specific to each borrower. For all other commercial and investor real estate loans, the allowance for loan losses is based on statistical models using a probability of default (“PD”) and a loss given default (“LGD”). Historical default information for similar loans is used as an input for the statistical model. A 5 percent increase in the PD for non-defaulted commercial and investor real estate accounts and a 5 percent increase in the LGD for all accounts would result in an increase to estimated inherent losses of approximately \$57 million.

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). Losses can be affected by such factors as collateral value, loss severity, the economy and other uncontrollable factors. A 5 percent increase or decrease in the estimated loss rates on these loans would change estimated inherent losses by approximately \$13 million.

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. A full discussion of these assumptions and other factors is included in the “Allowance for Credit Losses” section within the discussion of “Credit Risk”, found in a later section of this report, Note 1 “Summary of Significant Accounting Policies”, and Note 6 “Allowance for Credit Losses” to the consolidated financial statements.

## Table of Contents

### 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 accumulated other comprehensive income (loss). These include trading account securities, securities available for sale, mortgage loans held for sale, residential mortgage servicing rights and derivative assets and liabilities. 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. For example, the fair value of other real estate is determined based on recent appraisals by third parties and other market information, less estimated selling costs. Adjustments to the appraised value are made if management becomes aware of changes in the fair value of specific properties or property types. The determination of fair value also impacts certain other assets that are periodically evaluated for impairment using fair value estimates, including goodwill and other identifiable intangible assets.

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 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 a variety of 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 1 "Summary of Significant Accounting Policies" to the consolidated financial statements for a detailed discussion of determining fair value, including pricing validation processes.

### 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 and purchased credit card relationships). Goodwill totaled \$4.8 billion at both December 31, 2014 and 2013 and is allocated to each of Regions' reportable segments (each a reporting unit: Corporate Bank, Consumer Bank, and Wealth Management). Refer to Note 22 "Business Segment Information" for discussion of Regions' reorganization of its management reporting structure during the fourth quarter of 2014 and, accordingly, its segment reporting structure and goodwill reporting units. In connection with the reorganization, management reallocated goodwill to the new reporting units using a relative fair value approach. Goodwill is tested for impairment on an annual basis as of October 1 or more often if events and circumstances indicate impairment may exist (refer to Note 1 "Summary of Significant Accounting Policies" to the consolidated financial statements for further discussion).

A test of goodwill for impairment consists of two steps. In Step One, the fair value of the reporting unit is compared to its carrying amount, including goodwill. To the extent that the estimated fair value of the reporting unit exceeds the carrying value, impairment is not indicated and no further testing is required. Conversely, if the estimated fair value of



the reporting unit is below its carrying amount, Step Two must be performed. Step Two consists of determining the implied estimated fair value of goodwill, which is the net difference between the valuation adjustments of assets and liabilities excluding goodwill and the valuation adjustment to equity (from Step One) of the reporting unit. The carrying value of equity for each reporting unit is determined from an allocation based upon risk weighted assets. Adverse changes in the economic environment, declining operations of the reporting unit, or other factors could result in a decline in the estimated implied fair value of goodwill. 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 estimated fair value of the reporting unit is determined using a blend of both income and market approaches. Within the income approach, which is the primary valuation approach, Regions utilizes the capital asset pricing model (“CAPM”) in order to derive the base discount rate. The inputs to the CAPM include the 20-year risk-free rate, 5-year beta for a select peer set specific to each reporting unit, and a market risk premium based on published data. To determine the estimated cost of equity for each

Table of Contents

reporting unit, a size premium is added (also based on a published source) as well as a company-specific risk premium for each reporting unit, which is an estimate determined by the Company and meant to compensate for the risk inherent in the future cash flow projections and inherent differences (such as business model and market perception of risk) between Regions and the peer set. Regions evaluates the appropriateness of the inputs to the CAPM at each test date. Company specific factors considered during recent evaluation periods include positive results of operations, improvement in asset quality and strong capital and liquidity positions.

In estimating future cash flows, a balance sheet as of the test date and statements of income for the last twelve months of activity for each reporting unit is compiled. From that point, future balance sheets and statements of income are projected based on the inputs. Cash flows are based on expected future capitalization requirements due to balance sheet growth and anticipated changes in regulatory capital requirements. The baseline cash flows utilized in all models correspond to the most recent internal forecasts and/or budgets. These internal forecasts range from 1 to 3 years and are based on inputs developed in the Company's internal strategic and capital planning processes.

Regions uses the guideline public company method ("GCM") and the guideline transaction method ("GTM") as its market approaches. The GCM applies a value multiplier derived from each reporting unit's peer group to a financial metric and an implied control premium to the respective reporting units. The control premium is evaluated and compared to similar financial services transactions considering the absolute and relative potential revenue synergies and cost savings. The GTM applies a value multiplier to a financial metric of the reporting unit based on comparable observed purchase transactions in the financial services industry for the reporting unit (where available).

Refer to Note 9 "Intangible Assets" for further discussion of these approaches and related assumptions. The fair values of assets and liabilities in Step Two, if applicable, are determined using an exit price concept. Refer to the discussion of fair value in Note 1 "Summary of Significant Accounting Policies" to the consolidated financial statements for discussions of the exit price concept and the determination of fair values of financial assets and liabilities.

The results of the calculations for the fourth quarter of 2014 indicated that the estimated fair values of the Corporate Bank, Consumer Bank and Wealth Management reporting units were \$8.3 billion, \$7.7 billion and \$1.7 billion, respectively, which were greater than their carrying amounts of \$7.7 billion, \$7.0 billion and \$1.3 billion, respectively. Therefore, the goodwill of each reporting unit was considered not impaired as of the testing date, and Step Two of the goodwill impairment test was not required.

The table below summarizes the discount rate used in the goodwill impairment test of each reporting unit for the fourth quarter of 2014 and all four quarters of 2013:

## Discount Rates

	Corporate Bank		Consumer Bank		Wealth Management	
Fourth quarter 2014	11.25	%	11.50	%	11.75	%
	Business Services		Consumer Services		Wealth Management	
Fourth quarter 2013	12.00	%	12.00	%	12.00	%
Third quarter 2013	12.00	%	12.00	%	12.00	%
Second quarter 2013	13.00	%	12.00	%	12.00	%
First quarter 2013	14.00	%	13.00	%	13.00	%

Specific factors as of the date of filing the financial statements that could negatively impact the assumptions used in assessing goodwill for impairment include: a protracted decline in the Company's market capitalization; disparities in the level of fair value changes in net assets (especially loans) compared to equity; increases in book values of equity of a reporting unit in excess of the increase in fair value of equity; adverse business trends resulting from litigation and/or regulatory actions; higher loan losses; lengthened forecasts of high unemployment levels; future increased minimum regulatory capital requirements above current thresholds (refer to Note 13 "Regulatory Capital Requirements and Restrictions" to the consolidated financial statements for a discussion of current minimum regulatory requirements); future federal rules and regulations (e.g., such as those resulting from the Dodd-Frank Act); and/or a

protraction in the current low level of interest rates significantly beyond 2015.

For sensitivity analysis, a discount rate of 12.0 percent for the Corporate Bank, Consumer Bank, and Wealth Management reporting units would result in estimated fair values of equity of \$7.8 billion, \$7.4 billion, and \$1.7 billion, respectively. All three reporting units' estimated fair value would continue to exceed the book value by approximately \$140 million, \$428 million, and \$421 million, respectively, and would not require Step Two procedures.

Sensitivity calculations are hypothetical and should not be considered to be predictive of future performance. Changes in implied fair value based on adverse changes in assumptions generally cannot be extrapolated because the relationship of the change in assumption to the change in fair value may not be linear. Also, the effect of an adverse variation in a particular assumption on

Table of Contents

the implied fair value of goodwill is calculated without changing any other assumption, while in reality changes in one factor may result in changes in another which may either magnify or counteract the effect of the change.

Other material identifiable intangible assets, primarily core deposit intangibles and purchased credit card relationships, are reviewed at least annually (usually in the fourth quarter) for events or circumstances which could impact the recoverability of the intangible asset. These events could include loss of core deposits, significant losses of credit card accounts and/or balances, 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, if they occur, could be material to Regions' operating results for any particular reporting period but the potential impact cannot be reasonably estimated.

**Residential Mortgage Servicing Rights**

Regions estimates the fair value of its residential mortgage servicing rights in order to record them at fair value on the balance sheet. Although sales of residential mortgage servicing rights do occur, residential 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, and are therefore Level 3 valuations in the fair value hierarchy previously discussed in the "Fair Value Measurements" section. Specific characteristics of the underlying loans greatly impact the estimated value of the related residential mortgage servicing rights. As a result, Regions stratifies its residential mortgage servicing portfolio on the basis of certain risk characteristics, including loan type and contractual note rate, and values its residential 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 residential mortgage loan prepayment rates, discount rates, escrow balances and servicing costs. Changes in interest rates, prepayment speeds or other factors impact the fair value of residential mortgage servicing rights which impacts earnings. The carrying value of residential mortgage servicing rights was \$257 million at December 31, 2014. 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, 2014 fair value of residential mortgage servicing rights by approximately 6 percent (\$15 million) and 12 percent (\$32 million), respectively. Conversely, 25 basis point and 50 basis point increases in these rates would increase the December 31, 2014 fair value of residential mortgage servicing rights by approximately 6 percent (\$14 million) and 11 percent (\$28 million), respectively. Regions also estimates that an increase in servicing costs of approximately \$10 per loan, or 19 percent, would result in a decline in the value of the residential mortgage servicing rights by approximately \$8 million.

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 "Residential Mortgage Servicing Rights" discussion in the "Balance Sheet" analysis section found later in this report.

**Income Taxes**

Accrued income taxes are reported as a component of either other assets or other liabilities, as appropriate, in the consolidated balance sheets and reflect management's estimate of income taxes to be paid or received.

Deferred income taxes represent the amount of future income taxes to be paid or received and are accounted for using the asset and liability method. The net balance is reported as a component of either other assets or other liabilities, as appropriate, in the consolidated balance sheets. The Company determines the realization of the deferred tax asset based upon an evaluation of the four possible sources of taxable income: 1) the future reversals of taxable temporary differences; 2) future taxable income exclusive of reversing temporary differences and carryforwards; 3) taxable income in prior carryback years; and 4) tax-planning strategies. In projecting future taxable income, the Company utilizes forecasted pre-tax earnings, adjusts for the estimated book-tax differences and incorporates assumptions, including the amounts of income allocable to taxing jurisdictions. These assumptions require significant judgment and are consistent with the plans and estimates the Company uses to manage the underlying businesses. The realization of the deferred tax assets could be reduced in the future if these estimates are significantly different than forecasted. For a detailed discussion of realization of deferred tax assets, refer to the "Income Taxes" section found later in this report. The Company is subject to income tax in the U.S. and multiple state and local jurisdictions. The tax laws and regulations in each jurisdiction may be interpreted differently in certain situations, which could result in a range of

outcomes. Thus, the Company is required to exercise judgment regarding the application of these tax laws and regulations. The Company will evaluate and recognize tax liabilities related to any tax uncertainties. Due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is different from the current estimate of the tax liabilities.

The Company's estimate of accrued income taxes, deferred income taxes and income tax expense can also change in any period as a result of new legislative or judicial guidance impacting tax positions, as well as changes in income tax rates. Any changes, if they occur, can be significant to the Company's consolidated financial position, results of operations or cash flows.

Table of Contents

## OPERATING RESULTS

## 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 increased approximately \$26 million, or 1 percent in 2014 from 2013, driven primarily by a decline in rates paid on interest-bearing liabilities, and a lower level of non-deposit borrowings resulting from the execution of liability management actions. The net interest margin increased to 3.21 percent in 2014 from 3.20 percent in 2013, reflecting a favorable mix shift in deposits out of higher-cost time deposits into lower-cost checking, savings and money market accounts.

Comparing 2014 to 2013, average interest-earning asset yields were lower, decreasing 6 basis points. However, interest-bearing liability rates were also lower, declining by 9 basis points, more than offsetting the drop in interest-earning asset yields. As a result, the net interest rate spread increased 3 basis points to 3.06 percent in 2014 compared to 3.03 percent in 2013.

Monetary policy action pursued by the Federal Reserve, as well as a modest pace of economic recovery resulted in continued low levels of both long and short-term interest rates in 2014, both of which have influence on net interest margin and net interest income. Long-term rates are generally represented by the yield on the benchmark 10-year U.S. Treasury note. The 10-year U.S. Treasury note was 3.00 percent at the beginning of 2014 and ended the year at 2.17 percent. The average yield on the benchmark 10-year U.S. Treasury note increased slightly to 2.54 percent in 2014 compared to 2.35 percent in 2013. While being somewhat volatile during the year, long-term rates remained at historically low levels overall, which pressured interest-earning asset yields through their impact on fixed-rate loans and securities. One way in which long-term interest rates affect asset yields is through their influence on prepayment activity. Low levels of long-term interest rates precipitate higher levels of prepayments, particularly within fixed-rate loan and securities portfolios, which has resulted in the replacement of these assets at lower rates of interest. Additionally, government programs such as the Home Affordable Refinance Program ("HARP") have influenced levels of prepayments among loans and securities in a similar fashion. The taxable investment securities portfolio, which contains significant residential fixed-rate exposure, increased in yield from 2.38 percent in 2013 to 2.55 percent in 2014, largely attributable to the moderately higher average Treasury rates in 2014. The Company's loan pricing is also influenced by short-term rates such as the 30-day London Interbank Offering Rate ("LIBOR"), which on average was 16 basis points in 2014, compared to 19 basis points in 2013, and therefore had minimal impact on changes in the net interest margin.

The negative impact of low, long-term interest rates on interest-earning assets was more than offset by improvements in liability costs in 2013 and 2014. While the rates that most directly influence deposits costs (such as the Federal Reserve's Rate of Interest on Excess Reserves and the Prime rate) both remained low and unchanged from the previous year-end level (at 0.25 percent and 3.25 percent, respectively), deposit costs improved from 15 basis points in 2013 to 11 basis points in 2014. The improvement was due both to absolute improvements in cost of most deposit categories, but also to improvements in the mix of deposits from higher-cost time deposits to lower-cost checking and savings categories. For example, average time deposits declined from \$11.1 billion, or 12 percent of total average deposits, in 2013 to \$9.0 billion, or 10 percent of total average deposits in 2014. Meanwhile, average non-interest bearing customer deposits increased from \$29.6 billion in 2013 to \$31.1 billion in 2014. Net interest margin was also supported by a favorable shift of funding to customer deposits from more costly long-term borrowings. Average long-term borrowings declined to \$4.1 billion in 2014 as compared to \$5.2 billion in 2013, primarily due to the successful execution of liability management actions. See the "Long-Term Borrowings" section in Management's Discussion and Analysis and Note 12 "Long-Term Borrowings" to these consolidated financial statements for additional information related to these actions.

See also the "Market Risk-Interest Rate Risk" section in Management's Discussion and Analysis for additional information.



Table of Contents

Table 3 “Consolidated Average Daily Balances and Yield/Rate Analysis for Continuing Operations” presents a detail of net interest income (on a taxable-equivalent basis), the net interest margin, and the net interest spread.

Table 3—Consolidated Average Daily Balances and Yield/Rate Analysis for Continuing Operations

	Year Ended December 31											
	2014			2013			2012					
	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	\$12	\$—	0.86 %	\$—	\$—	— %	\$—	\$—	— %			
Trading account securities	107	3	2.92	114	3	2.24	134	3	2.24			
Securities:												
Taxable	24,148	615	2.55	25,349	603	2.38	26,667	681	2.55			
Tax-exempt	3	—	—	6	—	—	17	—	—			
Loans held for sale	564	22	3.89	864	29	3.41	1,150	33	2.87			
Loans, net of unearned income <sup>(1)(2)</sup>	76,253	3,004	3.94	74,924	3,059	4.08	76,035	3,227	4.24			
Other interest-earning assets	2,989	7	0.25	2,428	6	0.25	3,792	9	0.24			
Total interest-earning assets	104,076	3,651	3.51	103,685	3,700	3.57	107,795	3,953	3.67			
Allowance for loan losses	(1,235 )			(1,680 )			(2,376 )					
Cash and due from banks	1,793			1,775			1,836					
Other non-earning assets	13,834			14,025			14,927					
	\$118,468			\$117,805			\$122,182					
Liabilities and Stockholders' Equity												
Interest-bearing liabilities:												
Savings <sup>(3)</sup>	\$6,596	8	0.12	\$6,226	6	0.10	\$5,712	5	0.08			
Interest-bearing checking	20,804	19	0.09	19,873	19	0.10	19,419	23	0.12			
Money market <sup>(3)</sup>	26,006	29	0.11	25,768	35	0.13	24,348	42	0.18			
Time deposits	9,003	49	0.55	11,148	75	0.67	16,487	214	1.30			
Total interest-bearing deposits <sup>(4)</sup>	62,409	105	0.17	63,015	135	0.21	65,966	284	0.43			
Federal funds purchased and	1,944	2	0.08	2,020	2	0.08	1,852	2	0.11			



securities sold under agreements to repurchase									
Other short-term borrowings	55	—	0.21	219	—	0.19	251	—	—
Long-term borrowings	4,057	202	4.98	5,206	247	4.75	6,694	317	4.74
Total interest-bearing liabilities	68,465	309	0.45	70,460	384	0.54	74,763	603	0.81
Non-interest-bearing deposits <sup>(4)</sup>	31,072	—	—	29,631	—	—	29,364	—	—
Total funding sources	99,537	309	0.31	100,091	384	0.38	104,127	603	0.58
Net interest spread			3.06			3.03			2.86
Other liabilities	2,206			2,212			3,020		
Stockholders' equity	16,725			15,502			15,035		
	\$118,468			\$117,805			\$122,182		
Net interest income/margin on a taxable-equivalent basis from continuing operations <sup>(5)(6)</sup>		\$3,342	3.21 %		\$3,316	3.20 %		\$3,350	3.11 %

Table of Contents

(1) Loans, net of unearned income include non-accrual loans for all periods presented.

(2) Interest income includes net loan fees of \$78 million, \$75 million and \$65 million for the years ended December 31, 2014, 2013 and 2012, respectively.

In 2014, approximately \$207 million of average IRA account balances and the related interest expense were (3) reclassified from money market to savings. Prior period amounts have been revised to conform to current period classification.

Total deposit costs may be calculated by dividing total interest expense on deposits by the sum of interest-bearing (4) deposits and non-interest-bearing deposits. The rates for total deposit costs equal 0.11%, 0.15% and 0.30% for the years ended December 31, 2014, 2013 and 2012 respectively.

(5) The computation of taxable-equivalent 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.

The table above does not include average interest-earning assets, average interest-bearing liabilities, interest income, or interest expense for discontinued operations (see Note 3 to the consolidated financial statements). If (6) these assets, liabilities, and net interest income were included in the calculation, the consolidated net interest income and margin on a taxable equivalent basis would have been \$3,356 million and 3.10% for the year ended December 31, 2012.

Table 4—Volume and Yield/Rate Variances from Continuing Operations

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

	2014 Compared to 2013			2013 Compared to 2012		
	Change Due to			Change Due to		
	Volume	Yield/ Rate	Net	Volume	Yield/ Rate	Net
	(Taxable-equivalent basis—in millions)					
Interest income on:						
Securities-taxable	\$ (29 )	\$ 41	\$ 12	\$ (33 )	\$ (45 )	\$ (78 )
Loans held for sale	(11 )	4	(7 )	(9 )	5	(4 )
Loans, including fees	54	(109 )	(55 )	(47 )	(121 )	(168 )
Other interest-earning assets	1	—	1	(3 )	—	(3 )
Total interest-earning assets	15	(64 )	(49 )	(92 )	(161 )	(253 )
Interest expense on:						
Savings	—	2	2	—	1	1
Interest-bearing checking	1	(1 )	—	1	(5 )	(4 )
Money market	—	(6 )	(6 )	2	(9 )	(7 )
Time deposits	(13 )	(13 )	(26 )	(56 )	(83 )	(139 )
Total interest-bearing deposits	(12 )	(18 )	(30 )	(53 )	(96 )	(149 )
Long-term borrowings	(57 )	12	(45 )	(70 )	—	(70 )
Total interest-bearing liabilities	(69 )	(6 )	(75 )	(123 )	(96 )	(219 )
Increase (decrease) in net interest income	\$ 84	\$ (58 )	\$ 26	\$ 31	\$ (65 )	\$ (34 )

## Notes:

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.

The computation of taxable-equivalent 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.

Prior period amounts for Savings and Money market have been reclassified to conform to current period classification.

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 agreements to resell. The spread on loans remained depressed in 2014 due to the low interest rate environment and an elevated level of loans on non-accrual status. Average interest-earning assets in 2014 totaled \$104.1 billion, an increase of \$391 million as compared to the prior year.

Average loans as a percentage of average interest-earning assets were 73 percent in 2014 and 72 percent in 2013. The remaining categories of interest-earning assets are shown in Table 3 "Consolidated Average Daily Balances and Yield/Rate Analysis for Continuing Operations". The proportion of average interest-earning assets to average total assets, which was 88 percent in both 2014 and 2013, measures the effectiveness of management's efforts to invest available funds into the most profitable interest-earning vehicles. Funding for Regions' interest-earning assets comes from interest-bearing and non-interest-bearing sources.

Table of Contents

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 66 percent in 2014 and 68 percent in 2013.

**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 appropriate to absorb probable losses inherent in the portfolio at the balance sheet date. During 2014, the provision for loan losses totaled \$69 million and net charge-offs were \$307 million. This compares to a provision for loan losses of \$138 million and net charge-offs of \$716 million in 2013. Net charge-offs exceeded provision for loan losses for 2014 primarily due to the continued improving credit metrics, including lower levels of non-accrual loans and criticized and classified loans, as well as problem loan resolutions.

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

**NON-INTEREST INCOME**

Table 5—Non-Interest Income from Continuing Operations

	Year Ended December 31			Change 2014 vs. 2013		
	2014	2013	2012	Amount	Percent	
	(Dollars in millions)					
Service charges on deposit accounts <sup>(1)</sup>	\$695	\$734	\$756	\$(39)	(5.3)	%
Card and ATM fees <sup>(1)</sup>	334	319	314	15	4.7	%
Investment management and trust fee income	193	196	195	(3)	(1.5)	%
Mortgage income	149	236	363	(87)	(36.9)	%
Insurance commissions and fees	124	114	109	10	8.8	%
Bank-owned life insurance	85	82	81	3	3.7	%
Capital markets fee income and other	73	87	83	(14)	(16.1)	%
Commercial credit fee income	61	65	68	(4)	(6.2)	%
Investment services fee income	43	34	27	9	26.5	%
Securities gains, net	27	26	48	1	3.8	%
Leveraged lease termination gains, net	10	39	14	(29)	(74.4)	%
Gain on sale of other assets	—	24	—	(24)	(100.0)	%
Net loss from affordable housing	(66)	(49)	(49)	(17)	34.7	%
Other miscellaneous income	93	112	91	(19)	(17.0)	%
	\$1,821	\$2,019	\$2,100	\$(198)	(9.8)	%

(1) "Card and ATM fees" line item represents the combined amounts of credit card/bank card income and debit card and ATM related revenue. Credit card/bank card income was previously reported as a separate line item. Debit card and ATM related revenue was previously included in the "service charges on deposit accounts" line item. All prior periods presented have been reclassified to conform to this presentation.

**Service Charges on Deposit Accounts**

Service charges on deposit accounts include non-sufficient fund fees, and other service charges. The decline in 2014 compared to 2013 was primarily driven by continued changes in customer behavior, an \$8 million reserve for customer reimbursements recorded in 2014, and the Company's decision to transition out of certain small credit product offerings.

Regions will begin piloting a revision to its posting order process for customer deposit accounts during the first quarter of 2015. The piloting results will be utilized to help develop final posting order process decisions as well as customer communications. Full implementation is not expected until the second half of 2015, and the Company's current modeling estimates the impact will decrease service charges on deposit accounts in the range of \$10 million to \$15 million per quarter on a pre-tax basis. There are many variables included in the current modeling, including the

assumption of a static population as well as numerous overlapping policies such as funds availability, all of which will impact this estimate.

51

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Table of Contents

Card and ATM Fees

Card and ATM fees include the combined amounts of credit card/bank card income and debit card and ATM related revenue. The increase in 2014 compared to 2013 was a result of increased checking accounts, as well as increased transactions driven in part by the continued migration of transactions from cash and checks to cards. Additionally, an increase in active credit cards generated greater purchase activity resulting in higher interchange income.

Investment Management and Trust Fee Income

Investment management and trust fee income represents income from asset management services. In 2013, approximately \$12 million of investment management and trust fee income was associated with a non-core portion of a Wealth Management business that was sold in the third quarter of 2013. The sale resulted in a pre-tax gain of \$24 million, which is reflected in Table 5 in the "gain on sale of other assets" line item.

Mortgage Income

Mortgage income is generated through the origination and servicing of residential mortgage loans for long-term investors and sales of residential mortgage loans in the secondary market. The decline in mortgage income during 2014 compared to 2013 was primarily driven by lower mortgage production as consumer demand for residential mortgage loans slowed due to rising mortgage interest rates. A decline in the market valuation of the residential mortgage servicing portfolio, net of hedging activity, also contributed to the year-over-year decline.

At December 31, 2014, \$27.7 billion of the residential mortgage servicing portfolio was serviced for third parties compared to \$28.5 billion at December 31, 2013.

Insurance Commissions and Fees

Regions sells property and casualty, life and health, mortgage, and other specialty insurance and credit related products to businesses and individuals. Insurance commissions and fees increased in 2014 compared to 2013 primarily due to the incremental impact of insurance agency lift outs over the last several years, combined with organic growth in the insurance agency business.

Capital Markets Fee Income and Other

Capital markets fee income and other primarily relates to activities such as securities underwriting and placement, loan syndications, foreign exchange and customer derivatives. The decrease in these fees during 2014 compared to 2013 was primarily driven by a slowdown in demand for customer derivatives, given the continued low interest rate environment.

Investment Services Fee Income

Investment services fee income represents income earned through investment advisory services. Primary revenue streams include sales of annuity and brokerage products. The increase in investment services fee income during 2014 compared to 2013 was primarily driven by an increase in sales resulting from an increased number of financial consultants.

Securities Gains, Net

Net securities gains result from the Company's asset/liability management process. See Note 4 "Securities" to the consolidated financial statements for more information.

Leveraged Lease Termination Gains, Net

Regions terminated certain leveraged leases in 2014 and 2013. The related net termination gains were largely offset by increases in income tax expense.

Net Loss From Affordable Housing

Regions periodically invests in various limited partnerships that sponsor affordable housing projects. Regions accounts for these investments using the equity method. Net loss from affordable housing represents the Company's equity share of the partnership gains and losses. Net loss from affordable housing increased in 2014 reflecting an increase in investments and the related equity share of partnership losses, as well as, a reduction in gains on sales of investments.

Beginning in 2015, new accounting guidance allows companies with low income housing tax credit investments to apply a proportional amortization method that would recognize the cost of the investment as a component of income tax expense. Regions intends to adopt this method with its first quarter of 2015 financial reporting. This election will

result in an increase to income tax expense and an increase to non-interest income. The cumulative effect to retained earnings (deficit) as of January 1, 2015 of adopting this guidance is estimated to be a reduction in the range of approximately \$110 million to \$125 million. Refer to Note 1 "Summary of Significant Accounting Policies" for additional information.

Other Miscellaneous Income

Other miscellaneous income includes fees from safe deposit boxes, check fees and income from assets held for employee benefit purposes, which was the primary driver of the decrease in 2014.

Table of Contents

## NON-INTEREST EXPENSE

Table 6—Non-Interest Expense from Continuing Operations

	Year Ended December 31			Change 2014 vs. 2013		
	2014	2013	2012	Amount	Percent	
	(Dollars in millions)					
Salaries and employee benefits	\$1,810	\$1,818	\$1,763	\$(8)	(0.4)	%
Net occupancy expense	368	365	382	3	0.8	%
Furniture and equipment expense	287	280	261	7	2.5	%
Professional, legal and regulatory expenses <sup>(1)</sup>	235	190	114	45	23.7	%
Outside services	131	106	82	25	23.6	%
Marketing	95	98	87	(3)	(3.1)	%
Deposit administrative fees	75	125	162	(50)	(40.0)	%
Amortization of other intangibles	51	54	109	(3)	(5.6)	%
Credit/checkcard expenses	44	41	64	3	7.3	%
Branch consolidation, property and equipment charges	16	5	—	11	220.0	%
REIT investment early termination costs	—	—	42	—	NM	
Loss on early extinguishment of debt	—	61	11	(61)	(100.0)	%
Provision (credit) for unfunded credit losses	(13)	(5)	5	(8)	160.0	%
(Gain) loss on loans held for sale, net	(23)	(30)	(61)	7	(23.3)	%
Gain on sale of TDRs held for sale, net	(35)	—	—	(35)	NM	
Other miscellaneous expenses	391	448	505	(57)	(12.7)	%
	\$3,432	\$3,556	\$3,526	\$(124)	(3.5)	%

NM - Not Meaningful

(1) "Professional and legal expenses" and "regulatory charge" line items were combined in 2014. All prior periods presented have been reclassified to conform to this presentation.

**Salaries and Employee Benefits**

Salaries and employee benefits are comprised of salaries, incentive compensation, long-term incentives, payroll taxes, and other employee benefits such as 401(k), pension, and medical, life and disability insurance, as well as, expenses from liabilities held for employee benefit purposes. Salaries and employee benefits were essentially flat in 2014 as compared to 2013. Headcount decreased to 23,723 at December 31, 2014 from 24,255 at December 31, 2013.

Regions adopted new mortality tables and projection scales as of December 31, 2014 for estimating Regions' retirement plan liabilities. The combination of this adoption and a lower discount rate will result in pension related expense increasing by approximately \$23 million during 2015.

**Net Occupancy Expense**

Net occupancy expense includes rent, depreciation and amortization, utilities, maintenance, insurance, taxes, and other expenses of premises occupied by Regions and its affiliates. Net occupancy expense was essentially flat in 2014 compared to 2013.

**Furniture and Equipment Expense**

Furniture and equipment expense includes depreciation, maintenance and repairs, rent, taxes and other expenses of equipment utilized by Regions and its affiliates. Furniture and equipment expense increased during 2014 compared to 2013 primarily driven by higher rent, maintenance and repairs during 2014.

**Professional, Legal and Regulatory Expenses**

Professional, legal and regulatory expenses consist of amounts related to legal, consulting, other professional fees and regulatory charges. In 2013, a non-tax deductible regulatory charge of \$58 million was recorded related to previously disclosed inquiries from government authorities. The matter was settled in 2014 for \$7 million less than originally estimated and a corresponding recovery was recognized. In the fourth quarter of 2014, \$100 million of expense was



recorded for contingent legal and regulatory items related to previously disclosed matters.

53

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## Table of Contents

### Outside Services

Outside services consists of expenses related to routine services provided by third parties, such as contract labor, servicing costs, data processing, loan pricing and research, data license purchases, data subscriptions, and check printing. Outside services increased during 2014 when compared to 2013 primarily due to the use of temporary staffing for compliance and regulatory related projects as well as increased servicing costs related to continued purchases of indirect loans from a third party.

### Deposit Administrative Fees

Deposit administrative fees decreased during 2014 when compared to 2013 as a result of continued improvement in performance metrics and a reduction in Regions' risk profile including a decline in higher risk loans, all of which impact the fee calculation.

### Branch Consolidation, Property and Equipment Charges

In 2014, \$16 million of branch consolidation charges related to valuation adjustments on owned branch property were recognized. The charges were a result of Regions' decision to consolidate 30 branches in late 2013 and 50 branches in the fourth quarter of 2014. The actual branch closures occur over time, but management's decision to close them results in the recorded charges.

### Loss on Early Extinguishment of Debt

During 2013, the Company incurred \$61 million in losses related to the early extinguishment of certain other long-term debt, the tender or redemption of certain senior debt securities and preferred stock, as well as the redemption of selected trust preferred securities. There were no debt extinguishments in 2014.

### Gain on Sale of Troubled Debt Restructurings ("TDRs") Held for Sale, Net

During the fourth quarter of 2013, Regions transferred approximately \$535 million of certain primarily accruing residential first mortgage loans classified as TDRs to loans held for sale. During the first quarter of 2014, substantially all of these loans were sold resulting in a \$35 million net gain.

### Other Miscellaneous Expenses

Other miscellaneous expenses include expenses related to communications, postage, supplies, certain credit-related costs, foreclosed property expenses and mortgage repurchase costs. Other miscellaneous expenses decreased in 2014 as compared to 2013 primarily due to declines in mortgage repurchase costs reflecting lower losses.

## INCOME TAXES

The Company's income tax expense from continuing operations was \$457 million and \$452 million for 2014 and 2013, respectively, resulting in effective tax rates of 28.6 percent and 28.5 percent, respectively.

The Company's effective tax rate is affected by recurring items such as affordable housing tax credits, bank-owned life insurance and tax-exempt income. Bank-owned life insurance and tax-exempt income are expected to be generally consistent in the near term. The effective tax rate is also affected by items that may occur in any given period but are not consistent from period to period, such as the termination of certain leveraged leases. Accordingly, future period effective tax rates may not be comparable to the current period.

Beginning in 2015, new accounting guidance allows companies with affordable housing tax credit investments to apply a proportional amortization method that would recognize the cost of the investment as a component of income tax expense. Regions intends to adopt this method with its first quarter of 2015 financial reporting. This election will result in an increase to income tax expense, and the resulting effective tax rate, and an increase to non-interest income. The cumulative effect to retained earnings (deficit) as of January 1, 2015 of adopting this guidance is estimated to be a reduction in the range of approximately \$110 million to \$125 million. Refer to Note 1 "Summary of Significant Accounting Policies" for additional information.

At December 31, 2014, the Company reported a net deferred tax asset of \$367 million, compared to \$612 million at December 31, 2013. The decrease in the net deferred tax asset was primarily due to the continued reduction in the allowance for loan losses and the utilization of tax attribute carryforwards.

The Company continually assesses the realizability of its deferred tax assets based on an evaluative process that considers all available positive and negative evidence. As part of this evaluative process, the Company considers the following sources of taxable income: 1) the future reversals of taxable temporary differences; 2) future taxable income

exclusive of reversing temporary differences and carryforwards; 3) taxable income in prior carryback years; and 4) tax-planning strategies. In making a conclusion, the Company has evaluated all available positive and negative evidence impacting these sources of taxable income. The primary sources of evidence impacting the Company's judgment regarding the realization of its deferred tax assets are summarized below.

History of earnings—In 2014, the Company has continued its positive earnings trend with positive earnings in 2014, 2013 and 2012. The Company has utilized all federal net operating losses and in 2014, utilized its remaining federal tax credit carryforwards. There is no history of significant tax carryforwards expiring unused.

Table of Contents

Reversals of taxable temporary differences—The Company anticipates that future reversals of taxable temporary differences, including the accretion of taxable temporary differences related to leveraged leases acquired in a prior business combination, can absorb up to approximately \$714 million of deferred tax assets.

Creation of future taxable income—The Company has projected future taxable income that will be sufficient to absorb the remaining deferred tax assets after the reversal of future taxable temporary differences.

Ability to implement tax-planning strategies—The Company has the ability to implement tax planning strategies such as asset sales to maximize the realization of deferred tax assets.

Based on this evaluative process, the Company has established a valuation allowance in the amount of \$32 million at December 31, 2014 and \$36 million at December 31, 2013 because the Company believes that a portion of the state net operating loss carryforwards and state tax credit carryforwards will not be utilized. The decrease of \$4 million is principally due to the Company's determination that certain state net operating loss carryforwards are more likely than not to be realized.

See Note 1 "Summary of Significant Accounting Policies" and Note 19 "Income Taxes" to the consolidated financial statements for additional information about income taxes.

**DISCONTINUED OPERATIONS**

Morgan Keegan was sold on April 2, 2012. Regions' results from discontinued operations are presented in Note 3 "Discontinued Operations" to the consolidated financial statements. During 2014, income from discontinued operations reflects further reductions in the indemnification liability based on updated assumptions, as well as insurance proceeds recognized. During 2013, the loss from discontinued operations was primarily due to higher professional and legal expenses.

**BALANCE SHEET ANALYSIS**

The following sections provide expanded discussion of significant changes in certain line items in asset, liability, and equity categories.

**Cash and Cash Equivalents**

At December 31, 2014, cash and cash equivalents totaled \$4.0 billion as compared to \$5.3 billion at December 31, 2013. The year-over-year decrease was driven by a decrease in interest-bearing deposits in other banks as a result of normal day-to-day operating variations.

**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 "Market Risk-Interest Rate Risk" and "Liquidity Risk" sections, found later in this report, further explain Regions' interest rate and liquidity risk management practices. The weighted-average yield earned on securities, less equities, was 2.58 percent in 2014 and 2.65 percent in 2013. Table 7 "Securities" details the carrying values of securities, including both available for sale and held to maturity.

**Table 7—Securities**

	2014	2013	2012
	(In millions)		
U.S. Treasury securities	\$177	\$57	\$54
Federal agency securities	573	425	555
Obligations of states and political subdivisions	2	5	9
Mortgage-backed securities:			
Residential agency	17,665	17,474	21,283
Residential non-agency	8	9	13
Commercial agency	2,173	1,154	725
Commercial non-agency	1,494	1,211	1,098
Corporate and other debt securities	1,990	2,827	2,835
Equity securities	673	676	682
	\$24,755	\$23,838	\$27,254

Regions maintains a highly rated securities portfolio consisting primarily of agency mortgage-backed securities. The securities at December 31, 2014 increased \$917 million from year-end 2013 primarily due to market rate improvements in the fair value of the available for sale securities portfolio as well as additional portfolio purchases.

55

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Table of Contents

Maturity Analysis—The average life of the securities portfolio (excluding equities) at December 31, 2014 was estimated to be 5.0 years, with a duration of approximately 3.4 years. These metrics compare with an estimated average life of 5.0 years, with a duration of approximately 4.0 years for the portfolio at December 31, 2013. Table 8 “Relative Contractual Maturities and Weighted-Average Yields for Securities” provides additional details.

Table 8—Relative Contractual Maturities and Weighted-Average Yields for Securities

	Securities Maturing as of December 31, 2014				Total	
	Within One Year	After One But Within Five Years	After Five But Within Ten Years	After Ten Years		
	(Dollars in millions)					
Securities <sup>(1)</sup> :						
U.S. Treasury securities	\$ 10	\$ 160	\$ 5	\$ 2	\$ 177	
Federal agency securities	1	355	217	—	573	
Obligations of states and political subdivisions	1	1	—	—	2	
Mortgage-backed securities:						
Residential agency	—	162	1,177	16,326	17,665	
Residential non-agency	—	—	—	8	8	
Commercial agency	—	340	1,425	408	2,173	
Commercial non-agency	—	149	329	1,016	1,494	
Corporate and other debt securities	77	609	970	334	1,990	
	\$ 89	\$ 1,776	\$ 4,123	\$ 18,094	\$ 24,082	
Weighted-average yield <sup>(2)</sup>	1.79	% 1.87	% 2.53	% 2.38	% 2.58	%

(1) Federal Reserve Bank stock, Federal Home Loan Bank stock, and equity stock of other corporations held by Regions are not included in the table.

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 taxable-equivalent basis using a tax rate of 35%, adjusted for applicable state income taxes net of the related federal tax benefit. Average (2) tax-exempt securities were maintained at such a small balance in 2014 that the taxable-equivalent adjustments for the calculation of yields amounted to zero for the year ended December 31, 2014. 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.

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 92 percent of the investment portfolio at December 31, 2014. All other securities rated below AAA, not backed by the U.S. Government or government sponsored agencies, or which are not rated represented approximately 8 percent of total securities at year-end 2014.

**Loans Held For Sale**

At December 31, 2014, loans held for sale totaled \$541 million, consisting primarily of \$442 million of residential real estate mortgage loans, \$61 million of commercial mortgage loans in the process of being sold to Fannie Mae through Regions' Fannie Mae Delegated Underwriting and Servicing ("DUS") program, and \$38 million of non-performing loans. At December 31, 2013, loans held for sale totaled \$1.1 billion, consisting primarily of \$963 million of residential real estate mortgage loans and \$82 million of non-performing loans. The level of residential real estate mortgage loans held for sale fluctuates depending on the timing of origination and sale to third parties.

During the fourth quarter of 2013, Regions transferred certain primarily accruing residential first mortgage loans classified as troubled debt restructurings ("TDRs") to loans held for sale. The book value of these loans was

approximately \$686 million and they were transferred into loans held for sale at the estimated fair value of \$535 million with the \$151 million difference reflected as a charge-off. Substantially all of the TDR loans held for sale were sold in the first quarter of 2014. Refer to the "Non-Interest Expense" section in the "Operating Results" section of this report for further discussion regarding the subsequent sale of these TDR loans.

Loans

GENERAL

Average loans, net of unearned income, represented 73 percent of average interest-earning assets for the year ended December 31, 2014, compared to 72 percent for the year ended December 31, 2013. Lending at Regions is generally organized

Table of Contents

along three portfolio segments: commercial loans (including commercial and industrial, and owner-occupied commercial real estate mortgage and construction loans), investor real estate loans (commercial real estate mortgage and construction loans) and consumer loans (residential first mortgage, home equity, indirect, consumer credit card and other consumer loans).

Table 9 illustrates a year-over-year comparison of loans, net of unearned income, by portfolio segment and class and Table 10 provides information on selected loan maturities.

Table 9—Loan Portfolio

	2014	2013	2012	2011	2010
	(In millions, net of unearned income)				
Commercial and industrial	\$32,732	\$29,413	\$26,674	\$24,522	\$22,540
Commercial real estate mortgage—owner-occupied	8,263	9,495	10,095	11,166	12,046
Commercial real estate construction—owner-occupied	407	310	302	337	470
Total commercial	41,402	39,218	37,071	36,025	35,056
Commercial investor real estate mortgage	4,680	5,318	6,808	9,702	13,621
Commercial investor real estate construction	2,133	1,432	914	1,025	2,287
Total investor real estate	6,813	6,750	7,722	10,727	15,908
Residential first mortgage	12,315	12,163	12,963	13,784	14,898
Home equity	10,932	11,294	11,800	13,021	14,226
Indirect	3,642	3,075	2,336	1,848	1,592
Consumer credit card	1,009	948	906	987	—
Other consumer	1,194	1,161	1,197	1,202	1,184
Total consumer	29,092	28,641	29,202	30,842	31,900
	\$77,307	\$74,609	\$73,995	\$77,594	\$82,864

Table 10—Selected Loan Maturities

	Loans Maturing as of December 31, 2014 <sup>(1)</sup>			Total
	Within One Year	After One But Within Five Years	After Five Years	
	(In millions)			
Commercial and industrial <sup>(2)</sup>	\$4,461	\$21,630	\$6,509	\$32,600
Commercial real estate mortgage—owner-occupied	930	4,135	3,198	8,263
Commercial real estate construction—owner-occupied	407	149	243	407
Total commercial	5,406	25,914	9,950	41,270
Commercial investor real estate mortgage	1,260	2,937	483	4,680
Commercial investor real estate construction	639	1,482	12	2,133
Total investor real estate	1,899	4,419	495	6,813
	\$7,305	\$30,333	\$10,445	\$48,083
			Predetermined Rate	Variable Rate
			(In millions)	
Due after one year but within five years			\$5,319	\$25,014
Due after five years			6,707	3,738
			\$12,026	\$28,752

(1) Excludes residential first mortgage, home equity, indirect, consumer credit card and other consumer loans.

(2) Excludes \$132 million of small business credit card accounts.



Loans, net of unearned income, totaled \$77.3 billion at December 31, 2014, an increase of \$2.7 billion from year-end 2013 levels. Regions manages loan growth with a focus on risk management and risk-adjusted return on capital. Strategic decisions to grow the commercial and industrial portfolios through the Company's specialized lending groups and the indirect automobile

Table of Contents

lending portfolios, as well as increases in commercial investor real estate construction, were the primary contributors to the increase in loans in 2014. The increase was partially offset by continued decreases in commercial investor real estate mortgage and the lower demand for home equity products. Management's expectation for 2015 end of period loan growth is in the 4 percent to 6 percent range.

**PORTFOLIO CHARACTERISTICS**

The following sections describe the composition of the portfolio segments and classes disclosed in Table 9, explain variances in balances from the 2013 year-end, and highlight the related risk characteristics. Regions believes that its loan portfolio is well diversified by product, client, and geography throughout its footprint. However, the loan portfolio may be exposed to certain concentrations of credit risk which exist in relation to individual borrowers or groups of borrowers, certain types of collateral, certain types of industries, certain loan products, or certain regions of the country. See Note 5 "Loans" and Note 6 "Allowance for Credit Losses" to the consolidated financial statements for additional discussion.

**Commercial**

The commercial portfolio segment includes commercial and industrial loans to commercial customers for use in normal business operations to finance working capital needs, equipment purchases and other expansion projects. Commercial and industrial loans increased \$3.3 billion or 11 percent since year-end 2013 due to Regions' integrated approach to specialized lending. Commercial also includes owner-occupied commercial real estate mortgage loans to operating businesses, which are loans for long-term financing of land and buildings, and are repaid by cash flow generated by business operations. These loans declined \$1.2 billion or 13 percent from year-end 2013 as a result of continued customer deleveraging. 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 2014, total commercial loan balances increased approximately \$2.2 billion, or 6 percent.

The commercial portfolio segment has generated the majority of the Company's loan growth in 2014, particularly commercial and industrial loans. The commercial portfolio segment comprised approximately 54 percent of total loans at December 31, 2014, compared to 53 percent at December 31, 2013.

The following table provides detail of Regions' commercial lending balances in selected industries as of December 31: Table 11—Selected Industry Balances

	2014		2013 <sup>(1)</sup>		Change 2014 vs. 2013 Amount
	Loans	% of Total	Loans	% of Total	
	(Dollars in millions)				
Real estate	\$5,533	13.4	% \$4,992	12.7	% \$541
Healthcare	4,544	11.0	4,805	12.3	(261)
Manufacturing <sup>(2)</sup>	4,114	9.9	3,831	9.8	283
Financial services <sup>(2)</sup>	3,436	8.3	3,265	8.3	171
Wholesale goods <sup>(2)</sup>	3,269	7.9	3,026	7.7	243
Energy	2,845	6.9	2,070	5.3	775
Retail trade	2,297	5.5	2,286	5.8	11
Religious, leisure, personal and non-profit services	2,246	5.4	2,352	6.0	(106)
Transportation and warehousing <sup>(2)</sup>	2,209	5.3	2,220	5.7	(11)
Restaurant, accommodation and lodging	2,058	5.0	1,959	5.0	99
Government and public sector	1,956	4.7	1,437	3.7	519
Educational services	1,654	4.0	1,579	4.0	75
Professional, scientific and technical services <sup>(2)</sup>	1,298	3.1	1,449	3.7	(151)
Information	1,012	2.4	747	1.9	265
Administrative, support, waste and repair	976	2.4	1,192	3.0	(216)

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Utilities	940	2.3	821	2.1	119
Agriculture	852	2.1	859	2.2	(7)
Other	163	0.4	328	0.8	(165)
	\$41,402	100.0	% \$39,218	100.0	% \$2,184

58

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Table of Contents

As customers' businesses evolve (e.g. up or down the vertical manufacturing chain), Regions may need to change the assigned business industry code used to define the customer relationship. When these changes occur, Regions (1) does not recast the customer history for prior periods into the new classification because the business industry code used in the prior period was deemed appropriate. As a result, year over year changes may be impacted.

Regions' definition of indirect energy-related lending includes certain balances within each of these selected (2) industry categories. As of December 31, 2014, total indirect energy-related lending was approximately \$500 million.

In 2014, Regions experienced loan growth in most industry classifications compared to a year ago. The most significant growth occurred in the energy industry with year over year growth of \$775 million or 37 percent. This industry represented 6.9 percent and 5.3 percent of total commercial lending at December 31, 2014 and 2013, respectively. The increases in real estate and energy represented 60 percent of the overall commercial lending growth in 2014. This was partially offset by decreases in the healthcare, administrative, support, waste and repair, as well as, professional, scientific and technical services portfolios.

Beginning late in 2014, oil prices began declining and Regions has been monitoring the prices for both direct and indirect impacts on its energy lending portfolio. As shown in Table 11, Regions' energy industry loan balances at December 31, 2014 were approximately \$2.8 billion. This amount is comprised of loans directly related to energy, such as oilfield services, exploration and production, and pipeline transportation of gas and crude oil. Other types of lending are tangentially impacted by the energy portfolio, such as petroleum wholesalers, oil and gas equipment manufacturing, air transportation, and petroleum bulk stations and terminals. The entire energy-related portfolio, combining direct and indirect exposures, was approximately \$3.4 billion at December 31, 2014. These loans are geographically concentrated primarily in Texas and, to a lesser extent, in South Louisiana. Regions employs a variety of risk management strategies, including the use of concentration limits and continuous monitoring, as well as utilizing underwriting with borrowing base structures tied to energy commodity reserve bases or other tangible assets. Regions also employs experienced lending and underwriting teams including petroleum engineers, all with extensive energy sector experience through multiple economic cycles. If the current low level of oil prices continues, this energy-related portfolio may be subject to additional pressure on credit quality metrics including past due, criticized, and non-performing loans, as well as net charge-offs.

#### Investor Real Estate

Loans for real estate development are repaid through cash flow related to the operation, sale or refinance of the property. This portfolio segment 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 segment is comprised of loans secured by residential product types (land, single-family and condominium loans) within Regions' markets. Additionally, this category includes loans made to finance income-producing properties such as apartment buildings, office and industrial buildings, and retail shopping centers. The investor real estate loan portfolio leveled out in 2014 with a modest \$63 million increase over 2013 year-end balances.

Due to the nature of the cash flows typically used to repay investor real estate loans, these loans are particularly vulnerable to weak economic conditions. As a result, this loan type has a higher risk of non-collection than other loans.

The Company has made considerable efforts to de-risk its balance sheet. A primary focus has been reducing the Company's exposure in the investor real estate portfolio. Total investor real estate loans represented approximately 24 percent of total loans at December 31, 2008, and has been actively managed down to approximately 9 percent of total loans at December 31, 2014. Investor real estate lending remains an important part of the Company's lending strategy based on its market presence in the southeast United States; however, strict underwriting requirements and exposure limits will be maintained.

#### 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 \$152 million or 1 percent increase from year-end 2013, as prepayments have slowed. Approximately \$375 million of 10 and 15-year fixed-rate loans were retained on the balance sheet during 2014.

#### Home Equity

The home equity portfolio totaled \$10.9 billion at December 31, 2014 as compared to \$11.3 billion at December 31, 2013. Substantially all of this portfolio was originated through Regions' branch network.

Table of Contents

The following table presents information regarding the future principal payment reset dates for the Company's home equity lines of credit as of December 31, 2014. The balances presented are based on maturity date for lines with a balloon payment and draw period expiration date for lines that convert to a repayment period.

Table 12—Home Equity Lines of Credit-Future Principal Payment Resets

	First Lien (Dollars in millions)	% of Total	Second Lien	% of Total	Total
2015	\$26	0.31	% \$ 188	2.22	% \$214
2016	28	0.34	38	0.45	66
2017	5	0.06	11	0.13	16
2018	15	0.18	25	0.29	40
2019	116	1.37	105	1.24	221
2020-2024	1,475	17.42	1,322	15.62	2,797
2025-2029	2,418	28.56	2,688	31.75	5,106
Thereafter	2	0.02	4	0.04	6
Total	\$4,085	48.26	% \$4,381	51.74	% \$8,466

Of the \$10.9 billion home equity portfolio at December 31, 2014, approximately \$8.5 billion were home equity lines of credit and \$2.4 billion were closed-end home equity loans (primarily originated as amortizing loans). Beginning in May 2009, new home equity lines of credit have a 10-year draw period and a 10-year repayment period. Previously, home equity lines of credit had a 20-year term with a balloon payment upon maturity or a 5-year draw period with a balloon payment upon maturity. The term “balloon payment” means there are no principal payments required until the balloon payment is due for interest-only lines of credit. As of December 31, 2014, none of Regions' home equity lines of credit have converted to mandatory amortization under the contractual terms. As presented in the table above, the majority of home equity lines of credit will either mature with a balloon payment or convert to amortizing status after fiscal year 2020.

Of the \$8.5 billion of home equity lines of credit at December 31, 2014, approximately 91 percent require monthly interest-only payments while the remaining approximately 9 percent require a payment equal to 1.5 percent of the outstanding balance, which would include some principal repayment. At December 31, 2014, approximately 30 percent of borrowers were only paying the minimum amount due on their home equity line. In addition, approximately 59 percent of home equity lines of credit balances have the option to amortize either all or a portion of their balance. At December 31, 2014, approximately \$270 million of home equity line of credit balances have elected this option. Regions is unable to track payment status on first liens held by another institution. When Regions' second lien position becomes delinquent, an attempt is made to contact the first lien holder and inquire as to the payment status of the first lien. However, Regions does not continuously monitor the payment status of the first lien position. Short sale offers and settlement agreements are often received by the home equity junior lien holders well before the loan balance reaches the delinquency threshold for charge-off consideration, potentially resulting in a full balance payoff/charge-off. Regions is presently monitoring the status of all first lien position loans that the Company owns or services and has a second lien, and is taking appropriate action when delinquent. Regions services the first lien on approximately 24 percent of the entire second lien home equity portfolio as of December 31, 2014.

Other Consumer Credit Quality Data

The Company calculates an estimate of the current value of property secured as collateral for both home equity and residential first mortgage lending products (“current LTV”). The estimate is based on home price indices compiled by a third party. The third party data indicates trends for Metropolitan Statistical Areas (“MSAs”). Regions uses the third party valuation trends from the MSAs in the Company's footprint in its estimate. The trend data is applied to the loan portfolios taking into account the age of the most recent valuation and geographic area.

The following table presents current LTV data for components of the residential first mortgage and home equity classes of the consumer portfolio segment. Current LTV data for the remaining loans in the portfolio is not available, primarily because some of the loans are serviced by others. Data may also not be available due to mergers and systems integrations. The amounts in the table represent the entire loan balance. For purposes of the table below, if the loan

balance exceeds the current estimated collateral, the entire balance is included in the "Above 100%" category, regardless of the amount of collateral available to partially offset the shortfall. The balances in the "Above 100%" category as a percentage of the portfolio balances decreased from 6 percent to 4 percent in the residential first mortgage portfolio and from 13 percent to 8 percent in the home equity portfolio when comparing December 31, 2013 to December 31, 2014, respectively.

60

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Table of Contents

Table 13—Estimated Current Loan to Value Ranges

	December 31, 2014			December 31, 2013		
	Residential First Mortgage	Home Equity 1st Lien	2nd Lien	Residential First Mortgage	Home Equity 1st Lien	2nd Lien
Estimated current loan to value:						
Above 100%	\$435	\$198	\$633	\$733	\$416	\$1,034
80% - 100%	1,743	536	1,078	2,050	737	1,294
Below 80%	9,626	5,282	2,696	8,899	4,646	2,501
Data not available	511	179	330	481	199	467
	\$12,315	\$6,195	\$4,737	\$12,163	\$5,998	\$5,296

## Indirect

Indirect lending, which is lending initiated through third-party business partners, largely consists of loans made through automotive dealerships. This portfolio class increased \$567 million from year-end 2013, reflecting continued growing demand for automobile loans.

## Consumer Credit Card

Consumer credit card lending represents primarily open-ended variable interest rate consumer credit card loans. These balances increased \$61 million during 2014.

## Other Consumer

Other consumer loans include direct consumer installment loans, overdrafts and other revolving loans. Other consumer loans increased \$33 million during 2014.

Regions qualitatively considers factors such as periodic updates of FICO scores, unemployment, home prices, and geography as credit quality indicators for consumer loans. FICO scores are obtained at origination as part of Regions' formal underwriting process. Refreshed FICO scores are obtained by the Company quarterly for all revolving accounts and home equity lines of credit and semi-annually for all other consumer loans. The following tables present estimated current FICO score data for components of classes of the consumer portfolio segment. Current FICO data is not available for the remaining loans in the portfolio for various reasons; for example, if customers do not use sufficient credit, an updated score may not be available. Residential first mortgage and home equity balances with FICO scores below 620 declined to 6 percent of the combined portfolios for December 31, 2014, down 1 percent from December 31, 2013.

Table 14—Estimated Current FICO Score Ranges

	December 31, 2014			Indirect	Consumer Credit Card	Other Consumer
	Residential First Mortgage	Home Equity 1st Lien	2nd Lien			
	(In millions)					
Below 620	\$827	\$345	\$318	\$377	\$52	\$82
620 - 680	1,031	544	491	500	150	140
681 - 720	1,355	740	617	550	231	181
Above 720	8,228	4,337	3,162	2,032	575	475
Data not available	874	229	149	183	1	316
	\$12,315	\$6,195	\$4,737	\$3,642	\$1,009	\$1,194



Table of Contents

	December 31, 2013					
	Residential First Mortgage	Home Equity 1st Lien	2nd Lien	Indirect	Consumer Credit Card	Other Consumer
	(In millions)					
Below 620	\$886	\$324	\$322	\$312	\$38	\$87
620 - 680	1,022	533	527	470	130	142
681 - 720	1,341	725	672	511	216	177
Above 720	8,091	4,052	3,491	1,599	563	425
Data not available	823	364	284	183	1	330
	\$12,163	\$5,998	\$5,296	\$3,075	\$948	\$1,161

**Allowance for Credit Losses**

The allowance for credit losses ("allowance") consists of two components: the allowance for loan and lease losses and the reserve for unfunded credit commitments. The allowance represents management's estimate of probable credit losses inherent in the loan and credit commitment portfolios as of period end. Regions determines its allowance in accordance with applicable accounting literature as well as regulatory guidance related to receivables and contingencies. Binding unfunded credit commitments include items such as letters of credit, financial guarantees and binding unfunded loan commitments. Additional discussion of the methodology used to calculate the allowance is included in Note 1 "Summary of Significant Accounting Policies" and Note 6 "Allowance for Credit Losses" to the consolidated financial statements, as well as related discussion in Management's Discussion and Analysis.

The allowance for loan losses totaled \$1.1 billion at December 31, 2014 and \$1.3 billion at December 31, 2013. The allowance for loan losses as a percentage of net loans was 1.43 percent at December 31, 2014 and 1.80 percent at December 31, 2013. The reserve for unfunded credit commitments was \$65 million at December 31, 2014 compared to \$78 million at December 31, 2013. Net charge-offs as a percentage of average loans were 0.40 percent and 0.96 percent in 2014 and 2013, respectively. Net charge-offs were lower across most categories primarily due to fundamental improvement in credit performance. Net charge-offs for residential first mortgage included \$151 million related to the transfer of primarily accruing loans classified as troubled debt restructurings to held for sale late in 2013. Management considers the current level of the allowance appropriate to absorb losses inherent in the loan and credit commitment portfolios. Management's determination of the appropriateness of the allowance requires the use of judgments and estimations that may change in the future. Changes in the factors used by management to determine the appropriateness of the allowance or the availability of new information could cause the allowance to be increased or decreased in future periods. Management expects the allowance for credit losses to total loans ratio to vary over time due to changes in portfolio balances, economic conditions, loan mix and collateral values, or variations in other factors that may affect inherent losses. In addition, bank regulatory agencies, as part of their examination process, may require changes in the level of the allowance based on their judgments and estimates.

Management expects that net loan charge-offs in 2015 will decline somewhat compared with those experienced in 2014; however, economic trends such as real estate valuations, interest rates, unemployment and volatility in commodity prices will impact the future levels of net charge-offs and provision and may result in volatility during 2015. Additionally, changes in circumstances related to individually large credits or certain portfolios may result in volatility. Details regarding the allowance and net charge-offs, including an analysis of activity from the previous year's totals, are included in Table 15 "Allowance for Credit Losses."

Table of Contents

The table below summarizes activity in the allowance for credit losses for the years ended December 31:

Table 15—Allowance for Credit Losses

	2014	2013	2012	2011	2010
	(Dollars in millions)				
Allowance for loan losses at January 1	\$1,341	\$1,919	\$2,745	\$3,185	\$3,114
Loans charged-off:					
Commercial and industrial	114	186	203	294	429
Commercial real estate mortgage—owner-occupied	63	125	193	248	225
Commercial real estate construction—owner-occupied	2	1	8	8	25
Commercial investor real estate mortgage	23	69	226	685	879
Commercial investor real estate construction	1	1	46	195	565
Residential first mortgage	36	223	147	220	240
Home equity	93	159	266	353	432
Indirect	37	31	23	23	34
Consumer credit card	37	38	45	13	—
Other consumer	67	65	66	68	83
	473	898	1,223	2,107	2,912
Recoveries of loans previously charged-off:					
Commercial and industrial	51	45	61	36	33
Commercial real estate mortgage—owner-occupied	16	25	16	14	11
Commercial real estate construction—owner-occupied	—	3	—	—	1
Commercial investor real estate mortgage	22	35	36	27	14
Commercial investor real estate construction	5	5	9	6	10
Residential first mortgage	8	6	5	3	2
Home equity	32	35	32	25	18
Indirect	13	10	8	10	15
Consumer credit card	5	4	2	—	—
Other consumer	14	14	15	16	16
	166	182	184	137	120
Net charge-offs:					
Commercial and industrial	63	141	142	258	396
Commercial real estate mortgage—owner-occupied	47	100	177	234	214
Commercial real estate construction—owner-occupied	2	(2)	8	8	24
Commercial investor real estate mortgage	1	34	190	658	865
Commercial investor real estate construction	(4)	(4)	37	189	555
Residential first mortgage	28	217	142	217	238
Home equity	61	124	234	328	414
Indirect	24	21	15	13	19
Consumer credit card	32	34	43	13	—
Other consumer	53	51	51	52	67
	307	716	1,039	1,970	2,792
Provision for loan losses	69	138	213	1,530	2,863
Allowance for loan losses at December 31	\$1,103	\$1,341	\$1,919	\$2,745	\$3,185
Reserve for unfunded credit commitments at January 1	\$78	\$83	\$78	\$71	\$74
Provision (credit) for unfunded credit losses	(13)	(5)	5	7	(3)
Reserve for unfunded credit commitments at December 31	\$65	\$78	\$83	\$78	\$71
Allowance for credit losses at December 31	\$1,168	\$1,419	\$2,002	\$2,823	\$3,256
	\$77,307	\$74,609	\$73,995	\$77,594	\$82,864

Loans, net of unearned income, outstanding at end of period

Average loans, net of unearned income, outstanding for the period	\$76,253	\$74,924	\$76,035	\$80,673	\$86,660
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Ratios:

Allowance for loan losses to loans, net of unearned income	1.43	% 1.80	% 2.59	% 3.54	% 3.84	%
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Allowance for loan losses to non-performing loans, excluding loans held for sale	1.33x	1.24x	1.14x	1.16x	1.01x
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Net charge-offs as percentage of average loans, net of unearned income	0.40	% 0.96	% 1.37	% 2.44	% 3.22	%
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Table of Contents

Allocation of the allowance for loan losses by portfolio segment and class is summarized as follows:

Table 16—Allocation of the Allowance for Loan Losses

	2014		2013		2012		2011		2010		
	Allocation Amount	% Loans in Each Category	Allocation Amount	% Loans in Each Category	Allocation Amount	% Loans in Each Category	Allocation Amount	% Loans in Each Category	Allocation Amount	% Loans in Each Category	
	(Dollars in millions)										
Commercial and industrial	\$428	42.4 %	\$427	39.4 %	\$497	36.1 %	\$586	31.6 %	\$641	27.2 %	
Commercial real estate mortgage—owner-occupied	214	10.7	271	12.8	342	13.6	427	14.4	395	14.5	
Commercial real estate construction—owner-occupied	12	0.5	13	0.4	8	0.4	17	0.4	19	0.6	
Total commercial	654	53.6	711	52.6	847	50.1	1,030	46.4	1,055	42.3	
Commercial investor real estate mortgage	122	6.0	210	7.1	424	9.2	784	12.5	1,030	16.4	
Commercial investor real estate construction	28	2.8	26	1.9	45	1.2	207	1.3	340	2.8	
Total investor real estate	150	8.8	236	9.0	469	10.4	991	13.8	1,370	19.2	
Residential first mortgage	93	15.9	119	16.3	254	17.5	282	17.8	295	18.0	
Home equity	90	14.1	160	15.1	252	16.0	356	16.8	414	17.2	
Indirect	41	4.7	39	4.1	20	3.2	17	2.4	17	1.9	
Consumer credit card	46	1.3	43	1.3	45	1.2	37	1.3	—	—	
Other consumer	29	1.6	33	1.6	32	1.6	32	1.5	34	1.4	
Total consumer	299	37.6	394	38.4	603	39.5	724	39.8	760	38.5	
	\$1,103	100.0 %	\$1,341	100.0 %	\$1,919	100.0 %	\$2,745	100.0 %	\$3,185	100.0 %	

**TROUBLED DEBT RESTRUCTURINGS (TDRs)**

TDRs are modified loans in which a concession is provided to a borrower experiencing financial difficulty.

Residential first mortgage, home equity, indirect, consumer credit card and other consumer TDRs are consumer loans modified under the Customer Assistance Program ("CAP"). Commercial and investor real estate loan modifications are not the result of a formal program, but represent situations where modification was offered as a workout alternative. Renewals of classified commercial and investor real estate loans are considered to be TDRs, even if no reduction in interest rate is offered, if the existing terms are considered to be below market.

More detailed information regarding Regions' TDRs is included in Note 6 "Allowance for Credit Losses" to the consolidated financial statements. The following table summarizes the loan balance and related allowance for accruing and non-accruing TDRs for the periods ending December 31:

Table of Contents

Table 17—Troubled Debt Restructurings

	2014		2013	
	Loan	Allowance for	Loan	Allowance for
	Balance	Loan Losses	Balance	Loan Losses
	(In millions)			
Accruing:				
Commercial	\$251	\$33	\$468	\$58
Investor real estate	290	34	511	46
Residential first mortgage	356	49	307	48
Home equity	343	12	361	23
Indirect	1	—	1	—
Consumer credit card	2	—	2	—
Other consumer	17	—	26	—
	1,260	128	1,676	175
Non-accrual status or 90 days past due and still accruing:				
Commercial	93	24	156	48
Investor real estate	67	15	157	41
Residential first mortgage	112	15	156	24
Home equity	25	1	30	2
	297	55	499	115
Total TDRs - Loans	\$1,557	\$183	\$2,175	\$290
TDRs- Held For Sale	29	—	579	—
Total TDRs	\$1,586	\$183	\$2,754	\$290

Note: All loans listed in the table above are considered impaired under applicable accounting literature. The majority of TDRs held for sale at December 31, 2013 were comprised of residential first mortgage loans transferred during the fourth quarter.

The following table provides an analysis of the changes in commercial and investor real estate TDRs. Loans that may be modified more than once are reported as TDR inflows only in the period they are first modified. Other than resolutions such as charge-offs, foreclosures, sales and transfers to held for sale, Regions may remove loans held for investment from TDR classification, but only if the borrower's financial condition improves such that the borrower is no longer in financial difficulty, the loan has not had any forgiveness of principal or interest, and the loan is subsequently refinanced or restructured at market terms and qualifies as a new loan.

A refinancing or restructuring of a TDR occurs when either the loan matures according to the terms of the TDR loan agreement or the borrower requests a change to the loan agreement. At that time, the borrower is evaluated through a new underwriting process to determine if it is creditworthy. It is subjected to the normal underwriting standards and processes for other loans with similar risk profiles.

For the commercial and investor real estate portfolios, if the borrower is considered to still be experiencing financial difficulties (as designated internally by a risk rating of substandard accruing or worse), any renewal would continue to be classified as a TDR. However, if the borrower is considered to no longer be experiencing financial difficulty and the terms of the new loan resulting from the refinancing or restructuring are at least as favorable as the terms for the comparable loans to other customers with similar collection risks, the refinanced loan is accounted for as a new loan, which supports removal of TDR status. Typically the changes between the previously identified TDR agreement and the renewal are reflective of market interest rates and market amortization schedules, additional collateral, or additional or secured guarantees to be consistent with market terms similar to that of borrowers with similar collection risk.



Table of Contents

For the consumer portfolio, changes in TDRs are primarily due to inflows from CAP modifications and outflows from payments and charge-offs. Given the types of concessions currently being granted under the CAP, as detailed in Note 6 "Allowance for Credit Losses" to the consolidated financial statements, Regions does not expect that the market interest rate condition will be widely achieved. Therefore, Regions expects consumer loans modified through CAP to continue to be identified as TDRs for the remaining term of the loan.

Table 18—Analysis of Changes in Commercial and Investor Real Estate TDRs

	2014	
	Commercial	Investor Real Estate
	(In millions)	
Balance, beginning of period	\$624	\$668
Inflows	234	92
Outflows		
Charge-offs	(38	) (9
Foreclosure	(2	) (3
Payments, sales and other <sup>(1)</sup>	(474	) (391
Balance, end of period	\$344	\$357
	2013	
	Commercial	Investor Real Estate
	(In millions)	
Balance, beginning of period	\$791	\$1,124
Inflows	420	239
Outflows		
Charge-offs	(71	) (25
Foreclosure	(5	) (10
Payments, sales and other <sup>(1)</sup>	(511	) (660
Balance, end of period	\$624	\$668

(1) The majority of this category consists of payments and sales. "Other" outflows include normal amortization/accretion of loan basis adjustments and loans transferred to held for sale. It also includes \$105 million of commercial loans and \$60 million of investor real estate loans refinanced or restructured as new loans and removed from TDR classification during 2014. No loans were removed from TDR classification in 2013 as a result of being refinanced or restructured as new loans.

Table of Contents

## NON-PERFORMING ASSETS

The following table presents non-performing assets as of December 31:

Table 19—Non-Performing Assets

	2014	2013	2012	2011	2010	
	(Dollars in millions)					
Non-performing loans:						
Commercial and industrial	\$252	\$257	\$409	\$457	\$467	
Commercial real estate mortgage—owner-occupied	238	303	439	590	606	
Commercial real estate construction—owner-occupied	3	17	14	25	29	
Total commercial	493	577	862	1,072	1,102	
Commercial investor real estate mortgage	123	238	457	734	1,265	
Commercial investor real estate construction	2	10	20	180	452	
Total investor real estate	125	248	477	914	1,717	
Residential first mortgage	109	146	214	250	285	
Home equity	102	111	128	136	56	
Total consumer	211	257	342	386	341	
Total non-performing loans, excluding loans held for sale	829	1,082	1,681	2,372	3,160	
Non-performing loans held for sale	38	82	89	328	304	
Total non-performing loans <sup>(1)</sup>	867	1,164	1,770	2,700	3,464	
Foreclosed properties	124	136	149	296	454	
Total non-performing assets <sup>(1)</sup>	\$991	\$1,300	\$1,919	\$2,996	\$3,918	
Accruing loans 90 days past due:						
Commercial and industrial	\$7	\$6	\$19	\$28	\$9	
Commercial real estate mortgage—owner-occupied	5	6	6	9	6	
Commercial real estate construction—owner-occupied	—	—	—	—	1	
Total commercial	12	12	25	37	16	
Commercial investor real estate mortgage	3	6	11	13	5	
Commercial investor real estate construction	—	—	—	—	1	
Total investor real estate	3	6	11	13	6	
Residential first mortgage <sup>(2)</sup>	122	142	220	270	351	
Home equity	63	75	87	93	198	
Indirect	7	5	3	2	2	
Consumer credit card	12	12	14	14	—	
Other consumer	3	4	3	4	4	
Total consumer	207	238	327	383	555	
	\$222	\$256	\$363	\$433	\$577	
Restructured loans not included in the categories above	\$1,260	\$1,676	\$2,789	\$2,850	\$1,483	
Restructured loans held for sale not included in the categories above	\$1	\$545	\$—	\$21	\$—	
Non-performing loans <sup>(1)</sup> to loans and non-performing loans held for sale	1.12	% 1.56	% 2.39	% 3.47	% 4.17	%
Non-performing assets <sup>(1)</sup> to loans, foreclosed properties and non-performing loans held for sale	1.28	% 1.74	% 2.59	% 3.83	% 4.69	%

(1) Excludes accruing loans 90 days past due.

(2)



Excludes residential first mortgage loans that are 100% guaranteed by the Federal Housing Administration (FHA) and all guaranteed loans sold to the Government National Mortgage Association (GNMA) where Regions has the right but not the obligation to repurchase. Total 90 days or more past due guaranteed loans excluded were \$125 million at December 31, 2014, \$106 million at December 31, 2013, \$87 million at December 31, 2012, \$14 million at December 31, 2011 and \$8 million at December 31, 2010.

Non-performing assets totaled \$991 million at December 31, 2014, compared to \$1.3 billion at December 31, 2013. Foreclosed properties, a subset of non-performing assets, totaled \$124 million and \$136 million at December 31, 2014 and December 31, 2013, respectively. The decrease in non-performing assets and foreclosed properties during 2014 reflects the Company's continuing efforts to work through problem assets and reduce the riskiest exposures.

Table of Contents

Based on current expectations for the economy, management anticipates non-performing assets to continue to improve in 2015 as compared to 2014. Economic trends such as real estate valuations, interest rates, unemployment and volatility in commodity prices will impact the future level of non-performing assets. Circumstances related to individually large credits could also result in volatility throughout 2015.

Loans past due 90 days or more and still accruing, excluding government guaranteed loans, were \$222 million at December 31, 2014, a decrease from \$256 million at December 31, 2013.

At December 31, 2014, Regions had approximately \$125 million to \$200 million of potential problem commercial and investor real estate loans that were not included in non-accrual loans, but for which management had concerns as to the ability of such borrowers to comply with their present loan repayment terms. This is a likely estimate of the amount of commercial and investor real estate loans that may migrate to non-accrual status in the next quarter.

In order to arrive at the estimate of potential problem loans, personnel from geographic regions forecast certain larger dollar loans that may potentially be downgraded to non-accrual at a future time, depending on the occurrence of future events. These personnel consider a variety of factors, including the borrower's capacity and willingness to meet the contractual repayment terms, make principal curtailments or provide additional collateral when necessary, and provide current and complete financial information including global cash flows, contingent liabilities and sources of liquidity.

Based upon the consideration of these factors a probability weighting is assigned to loans to reflect the potential for migration to the pool of potential problem loans during this specific time period. Additionally, for other loans (for example, smaller dollar loans), a trend analysis is incorporated to determine the estimate of potential future downgrades. Because of the inherent uncertainty in forecasting future events, the estimate of potential problem loans ultimately represents the estimated aggregate dollar amounts of loans as opposed to an individual listing of loans.

The majority of the loans on which the potential problem loan estimate is based are considered criticized and classified. Detailed disclosures for substandard accrual loans (as well as other credit quality metrics) are included in Note 6 "Allowance for Credit Losses" to the consolidated financial statements.

The following table provides an analysis of non-accrual loans (excluding loans held for sale) by portfolio segment for the years ended December 31:

Table 20—Analysis of Non-Accrual Loans

	Non-Accrual Loans, Excluding Loans Held for Sale 2014			
	Commercial	Investor Real Estate	Consumer <sup>(1)</sup>	Total
	(In millions)			
Balance at beginning of year	\$577	\$248	\$257	\$1,082
Additions	679	99	(44)	734
Net payments/other activity	(322)	(153)	—	(475)
Return to accrual	(141)	(26)	—	(167)
Charge-offs on non-accrual loans <sup>(2)</sup>	(174)	(23)	(1)	(198)
Transfers to held for sale <sup>(3)</sup>	(89)	(13)	(1)	(103)
Transfers to foreclosed properties	(26)	(7)	—	(33)
Sales	(11)	—	—	(11)
Balance at end of year	\$493	\$125	\$211	\$829

Table of Contents

	Non-Accrual Loans, Excluding Loans Held for Sale 2013				
	Commercial	Investor Real Estate	Consumer <sup>(1)</sup>	Total	
	(In millions)				
Balance at beginning of year	\$862	\$477	\$342	\$1,681	
Additions	755	295	(71	) 979	
Net payments/other activity	(387	) (263	) —	(650	)
Return to accrual	(195	) (129	) —	(324	)
Charge-offs on non-accrual loans <sup>(2)</sup>	(303	) (66	) (1	) (370	)
Transfers to held for sale <sup>(3)</sup>	(108	) (43	) (13	) (164	)
Transfers to foreclosed properties	(26	) (17	) —	(43	)
Sales	(21	) (6	) —	(27	)
Balance at end of year	\$577	\$248	\$257	\$1,082	

(1) All net activity within the consumer portfolio segment other than sales and transfers to held for sale (including related charge-offs) is included as a single net number within the additions line.

(2) Includes charge-offs on loans on non-accrual status and charge-offs taken upon sale and transfer of non-accrual loans to held for sale.

(3) Transfers to held for sale are shown net of charge-offs of \$34 million and \$93 million recorded upon transfer for the years ended December 31, 2014 and 2013, respectively.

The following table provides an analysis of non-performing loans held for sale for the years ended December 31:

Table 21—Non-Performing Loans Held For Sale

	2014	2013	
	(In millions)		
Balance at beginning of year	\$82	\$89	
Transfers in	122	164	
Sales	(107	) (117	)
Writedowns	(6	) (2	)
Loans moved from held for sale/other activity	(52	) (40	)
Transfers to foreclosed properties	(1	) (12	)
Balance at end of year	\$38	\$82	

For additional discussion, see Note 6 “Allowance for Credit Losses” to the consolidated financial statements.

#### Premises and Equipment

Premises and equipment at December 31, 2014 decreased \$23 million to \$2.2 billion compared to year-end 2013. This decrease primarily resulted from depreciation expense on existing assets.

#### Goodwill

Goodwill totaled \$4.8 billion at both December 31, 2014 and 2013 and was reallocated to the new reporting units during 2014. Refer to the “Critical Accounting Policies” section earlier in this report for detailed discussions of the Company’s methodology for testing goodwill for impairment. Refer to Note 1 “Summary of Significant Accounting Policies” and Note 9 “Intangible Assets” to the consolidated financial statements for the methodologies and assumptions used in Step One of the goodwill impairment test and further details on the reallocation. Additionally, Note 1 “Summary of Significant Accounting Policies” to the consolidated financial statements includes information related to the fair value measurements of certain assets and liabilities and the valuation methodology of such measurements, which is also used for testing goodwill for impairment.

#### Residential Mortgage Servicing Rights

Residential mortgage servicing rights decreased approximately \$40 million from December 31, 2013 to December 31, 2014. The year-over-year decrease reflects a decline in the market valuation of the servicing asset. An analysis of

residential mortgage servicing rights is presented in Note 7 “Servicing of Financial Assets” to the consolidated financial statements.

**Foreclosed Properties**

Other real estate and certain other assets acquired in foreclosure are reported at the lower of the investment in the loan or fair value of the property less estimated costs to sell. The following table summarizes foreclosed property activity for the years ended December 31:

69

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Table of Contents

Table 22—Foreclosed Properties

	2014	2013
	(In millions)	
Balance at beginning of year	\$ 136	\$ 149
Transfer from loans	159	229
Foreclosed property sold	(143	) (199
Valuation adjustments, payments and other	(28	) (43
Balance at end of year	\$ 124	\$ 136

Note: Approximately 75 percent and 76 percent of the ending balances at December 31, 2014 and 2013, respectively, relate to properties transferred into foreclosed properties during the corresponding calendar year.

Valuation adjustments are primarily recorded in other non-interest expense; adjustments are also recorded as a charge to the allowance for loan losses if incurred within 60 days after the date of transfer from loans. Valuation adjustments are primarily the cost of adjusting foreclosed properties to estimated fair value less costs to sell after these assets have been classified as foreclosed properties. Foreclosed property sold represents the net book value of the properties sold.

Other Assets

Other assets increased \$323 million to \$6.2 billion as of December 31, 2014. Additional investments in bank-owned life insurance and affordable housing, as well as increases in customer acceptances and gains due to differences between settlement and trade date accounting primarily drove the increase. These increases were partially offset by lower deferred income taxes and derivative assets, as well as the Company not being in an asset position related to its qualified benefit plans at the end of 2014 (see Note 17 "Employee Benefit Plans" for further details).

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 providing convenient branch locations for its customers. Regions also serves customers through providing centralized, high-quality banking services and alternative product delivery channels such as internet banking.

Deposits are Regions' primary source of funds, providing funding for 90 percent of average interest-earning assets in 2014 and 89 percent of average interest-earning assets in 2013. Table 23 "Deposits" details year-over-year deposits on a period-ending basis. Total deposits at December 31, 2014 increased approximately \$1.7 billion compared to year-end 2013 levels. The increase in deposits was primarily driven by increases in non-interest-bearing demand, savings, and interest-bearing transaction accounts. These increases were partially offset by continued declines in time deposits.

Due to liquidity in the market, Regions has been able to steadily grow its low-cost customer deposits and reduce its total deposit costs from 30 basis points in 2012 to 15 basis points in 2013 and to 11 basis points in 2014. The following table summarizes deposits by category as of December 31:

Table 23—Deposits

	2014	2013	2012
	(In millions)		
Non-interest-bearing demand	\$31,747	\$30,083	\$29,963
Savings <sup>(1)</sup>	6,653	6,250	5,911
Interest-bearing transaction	21,544	20,789	21,096
Money market—domestic	25,396	25,435	24,750
Money market—foreign	265	220	311
Low-cost deposits	85,605	82,777	82,031
Time deposits	8,595	9,608	13,443
Customer deposits	94,200	92,385	95,474
Corporate treasury time deposits	—	68	—

\$94,200      \$92,453      \$95,474

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In the fourth quarter of 2014, approximately \$219 million of period end IRA account balances were reclassified (1) from money market to savings. Prior period amounts have been revised to conform to the current period classification.

Table of Contents

Within customer deposits, non-interest-bearing demand deposits increased \$1.7 billion to \$31.7 billion. Non-interest-bearing deposits accounted for approximately 34 percent of total deposits at year-end 2014 compared to 33 percent at year-end 2013. Savings balances increased \$403 million to \$6.7 billion, generally reflecting continued consumer savings trends, spurred by economic uncertainty. Interest-bearing transaction accounts increased \$755 million to \$21.5 billion. Interest-bearing transaction deposits accounted for approximately 23 percent of total deposits at year-end 2014 and 2013.

Domestic money market products, which exclude foreign money market accounts, are one of Regions' most significant funding sources. These balances accounted for 27 percent of total deposits in 2014, compared to 28 percent in 2013. Included in customer time deposits are certificates of deposit and individual retirement accounts. The balance of customer time deposits decreased 11 percent in 2014 to \$8.6 billion compared to \$9.6 billion in 2013. The decrease was primarily due to maturities with minimal reinvestment by customers as a result of the continued decline in rates offered on these products. Customer time deposits accounted for 9 percent of total deposits in 2014 compared to 10 percent in 2013. See Table 24 "Maturity of Time Deposits of \$100,000 or More" for maturity information.

Consistent with 2013, corporate treasury deposits, which are used mainly for overnight funding purposes, remained at low levels in 2014 as the Company continued to utilize customer-based funding and other sources. The Company's choice of overnight funding sources is dependent on the Company's particular funding needs and the relative attractiveness of each source.

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 0.17 percent in 2014 from 0.21 percent in 2013, driven by the expiration of time deposits, the positive mix shift to lower cost customer products, and continuation of the low interest rate environment throughout much of 2014.

Table 24—Maturity of Time Deposits of \$100,000 or More

	2014	2013
	(In millions)	
Time deposits of \$100,000 or more, maturing in:		
3 months or less	\$290	\$455
Over 3 through 6 months	291	306
Over 6 through 12 months	771	567
Over 12 months	1,819	2,052
	\$3,171	\$3,380

#### Short-Term Borrowings

See Note 11 "Short-Term Borrowings" to the consolidated financial statements for a summary of these borrowings at December 31, 2014 and 2013. The levels of these borrowings can fluctuate depending on the Company's funding needs and the sources utilized, as well as a result of customers' activity.

#### Company Funding Sources

In the near term, Regions expects the use of wholesale unsecured borrowings, such as Federal funds purchased, to remain low. Short-term secured borrowings, such as securities sold under agreements to repurchase and Federal Home Loan Bank ("FHLB") advances, are a core portion of Regions funding strategy and can fluctuate significantly on a day-to-day basis, depending on funding needs and which sources of funds are used to satisfy those needs.

Regions has taken an approach to maintain higher levels of cash at the Federal Reserve Bank. These higher levels of cash negate the need to occasionally borrow short-term funds to cover normal monthly cash flow needs. The securities financing market and short-term FHLB advances, however, continue to provide reliable funding at attractive rates. See the "Liquidity Risk" section for further detail of Regions' borrowing capacity with the FHLB.

#### Customer-Related Borrowings

Repurchase agreements are also offered as short-term investment opportunities for commercial banking customers. Regions Bank does not manage the level of these investments on a daily basis as the transactions are initiated by the customers. The level of these borrowings can fluctuate significantly on a day-to-day basis.

As a result of Regions' work toward compliance with the new Liquidity Coverage Ratio, repurchase agreements will no longer be offered to customers beginning in 2015. The existing product and balances will be phased out primarily over the first quarter of 2015. Customers' balances could remain in interest-bearing transaction or money market deposit accounts going forward. See the "Liquidity Coverage Ratio" discussion within the "Regulatory Capital Requirements" section of Management's Discussion and Analysis for additional information.



Table of Contents

## Long-Term Borrowings

Total long-term borrowings decreased \$1.4 billion to \$3.5 billion at December 31, 2014. The decrease between years was primarily the result of a \$1.0 billion decrease in FHLB advances as a result of maturities, as well as approximately \$350 million in maturities of senior notes at the Parent. See Note 12 "Long-Term Borrowings" to the consolidated financial statements for further discussion and detailed listing of outstandings and rates.

## Other Liabilities

Other liabilities increased \$612 million to \$2.8 billion as of December 31, 2014. The increase was primarily driven by higher derivative liabilities, increased employee benefit costs related to qualified plans (see Note 17 "Employee Benefit Plans" for further details), higher customer acceptances and increased other accrued expenses. These increases were offset by a decrease in the indemnification obligation related to the sale of Morgan Keegan (see Note 23 "Commitments, Contingencies and Guarantees" for further details).

## Ratings

Table 25 "Credit Ratings" reflects the debt ratings information of Regions Financial Corporation and Regions Bank by Standard and Poor's ("S&P"), Moody's, Fitch and Dominion Bond Rating Service ("DBRS") as of December 31, 2014 and 2013.

## Table 25—Credit Ratings

	As of December 31, 2014			
	S&P	Moody's	Fitch	DBRS
Regions Financial Corporation				
Senior notes	BBB	Ba1	BBB	BBB
Subordinated notes	BBB-	Ba2	BBB-	BBBL
Regions Bank				
Short-term debt	A-2	P-3	F2	R-1L
Long-term bank deposits <sup>(1)</sup>	N/A	Baa3	BBB+	BBBH
Long-term debt	BBB+	Baa3	BBB	BBBH
Subordinated debt	BBB	Ba1	BBB-	BBB
Outlook	Stable	Positive	Stable	Stable
	As of December 31, 2013			
	S&P	Moody's	Fitch	DBRS
Regions Financial Corporation				
Senior notes	BBB-	Ba1	BBB-	BBB
Subordinated notes	BB+	Ba2	BB+	BBBL
Regions Bank				
Short-term debt	A-2	P-3	F3	R-2H
Long-term bank deposits <sup>(1)</sup>	N/A	Baa3	BBB	BBBH
Long-term debt	BBB	Baa3	BBB-	BBBH
Subordinated debt	BBB-	Ba1	BB+	BBB
Outlook	Positive	Stable	Positive	Stable

(1) S&P does not provide a rating for Long-term bank deposits therefore the rating is N/A.

In general, ratings agencies base their ratings on many quantitative and qualitative factors, including capital adequacy, liquidity, asset quality, business mix, probability of government support, and level and quality of earnings. Any downgrade in credit ratings by one or more ratings agencies may impact Regions in several ways, including, but not limited to, Regions' access to the capital markets or short-term funding, borrowing cost and capacity, collateral requirements, acceptability of its letters of credit, and funding of variable rate demand notes ("VRDNs"), thereby potentially adversely impacting Regions' financial condition and liquidity. See the "Risk Factors" section of this Annual Report on Form 10-K for more information.

On September 30, 2014, Moody's revised the rating outlook of Regions Financial Corporation and its subsidiaries, including its lead bank, Regions Bank, to positive from stable and affirmed existing ratings. The change in outlook is attributable to continued improvement in asset quality and capital levels as well as enhanced risk management surrounding asset concentration limits.

72

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Table of Contents

On October 7, 2014, Fitch Ratings upgraded the long-term, short-term and subordinated debt ratings of both Regions Bank and Regions Financial Corporation to 'BBB' from 'BBB-', to 'F2' from 'F3' and to 'BBB-' from 'BB+', respectively. Fitch Ratings also upgraded the long-term bank deposits for Regions Bank to 'BBB+' from 'BBB'. Additionally, the Rating Outlook for both the Bank and Holding company were revised to Stable from Positive. The upgrade was supported by asset quality improvement, a strong capital profile and liquidity position, and a generally recovering overall risk position.

On November 20, 2014, S&P raised the long-term issuer ratings of Regions Financial Corporation to 'BBB' from 'BBB-'. In addition to upgrading Regions Financial Corporation's long-term issuer ratings, S&P raised Regions Bank's long-term issuer rating to 'BBB+' from 'BBB' and affirmed the short-term rating at 'A2'. S&P also raised the subordinated debt ratings of both Regions Bank and Regions Financial Corporation to 'BBB' from 'BBB-' and to 'BBB-' from 'BB+', respectively. At the same time, the Rating Outlook for both Regions Bank and Regions Financial Corporation were revised to Stable from Positive. The upgrade reflects the decline in problem loans, including TDRs, as well as the build-up of capital ratios.

On December 18, 2014, DBRS upgraded Regions Bank's short-term debt ratings to 'R-1L' from 'R-2H'. The change in ratings follows a detailed review of the Company's operating results, financial fundamentals and future prospects performed by DBRS. The results of the review reflected Regions Financial Corporation's sustained progress in improving funding and liquidity over time thus resulting in an upgrade of short-term debt ratings for the Company's primary banking subsidiary.

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.

#### Stockholders' Equity

Stockholders' equity was \$16.9 billion at December 31, 2014 compared to \$15.8 billion at December 31, 2013. During 2014, net income increased stockholders' equity by \$1.2 billion and a preferred stock issuance increased equity by \$486 million, while shares repurchased reduced equity by \$256 million, cash dividends on common stock reduced equity by \$247 million and cash dividends on preferred stock reduced equity by \$52 million. Changes in accumulated other comprehensive income increased equity by \$81 million, primarily due to the net change in the value of available for sale securities.

As part of its 2013 Comprehensive Capital Analysis and Review ("CCAR") submission, Regions' Board of Directors approved an increase to its quarterly common stock dividend as well as up to \$350 million in common share repurchases. As of December 31, 2013, Regions had repurchased approximately 36 million shares of common stock at a total cost of approximately \$340 million under this plan. The Company closed out this repurchase plan in the first quarter of 2014, repurchasing an additional approximate 1 million shares at a total cost of approximately \$8 million. These shares were immediately retired upon repurchase and therefore are not included in treasury stock.

As part of its 2014 CCAR submission, Regions' Board of Directors approved the issuance of \$500 million of the Company's 6.375% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series B, an additional increase to its quarterly common stock dividend, as well as, an additional common stock repurchase plan up to \$350 million. Net proceeds from the Series B preferred stock issuance increased equity by approximately \$486 million. As of December 31, 2014, Regions had repurchased approximately 25 million shares of common stock at a total cost of approximately \$248 million under the approved share repurchase plan. The Company continued to repurchase shares under this plan in the first quarter of 2015 and concluded the plan in February of 2015 with the repurchase of approximately 11 million shares at a total cost of approximately \$102 million. These shares were immediately retired upon repurchase and therefore are not included in treasury stock.

Regions increased its annual dividend to \$0.18 per common share for 2014, compared to \$0.10 per common share for 2013 and \$0.04 per common share for 2012. Because the Company was in a retained deficit position, the common stock dividends were recorded as a reduction of additional paid-in-capital. Management will continue to execute the capital planning process, including evaluation of the amount of the common stock dividend, with the Board of Directors and in conjunction with regulatory supervisors, subject to the Company's results of operations.

Total cash dividends on preferred stock reduced equity by \$52 million in 2014 and \$32 million in 2013. Because the Company was in a retained deficit position, preferred dividends were recorded as a reduction of preferred stock, including related surplus.

See Note 14 "Stockholders' Equity and Accumulated Other Comprehensive Income (Loss)" for additional information.

#### REGULATORY CAPITAL REQUIREMENTS

##### CURRENT CAPITAL RULES

Regions and Regions Bank are required to comply with regulatory capital requirements established by Federal and State banking agencies. These regulatory capital requirements involve quantitative measures of the Company's assets, liabilities and certain off-balance sheet items, and also qualitative judgments by the regulators. Failure to meet minimum capital requirements can subject the Company to a series of increasingly restrictive regulatory actions. Currently, there are two basic measures of capital adequacy: a risk-based measure and a leverage measure. See Note 13 "Regulatory Capital Requirements" for tabular presentation of the applicable holding company and bank regulatory capital requirements.

Table of Contents

In recent years, the Federal Reserve and 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. This measure has been a key component of assessments of capital adequacy under the CCAR process. While not currently prescribed in amount by federal banking regulations (under Basel I), 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 prescribed in amount by federal banking regulations (under Basel I), these measures are currently 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). The Board of Governors of the Federal Reserve System assesses banks' capital levels in periods of stress against a minimum Tier 1 common (non-GAAP) capital level of 5 percent.

**BASEL III AND THE FINAL RULES**

In July 2013, Regions' and Regions Bank's primary federal regulator, the Federal Reserve, published final rules establishing a new comprehensive capital framework for U.S. banking organizations. The Final Rules implement the Basel Committee's December 2010 framework known as "Basel III" for strengthening international capital standards as well as certain provisions of the Dodd-Frank Act. The Final Rules substantially revise the risk-based capital requirements applicable to bank holding companies and depository institutions, including the Company and the Bank, compared to the current U.S. risk-based capital rules. The Final Rules define the components of capital and address other issues affecting the numerator in banking institutions' regulatory capital ratios. The Final Rules also address risk weights and other issues affecting the denominator in banking institutions' regulatory capital ratios and replace the existing risk-weighting approach, which was derived from Basel I capital accords of the Basel Committee, with a more risk-sensitive approach based, in part, on the standardized approach in the Basel Committee's 2004 "Basel II" capital accords. The Final Rules also implement the requirements of Section 939A of the Dodd-Frank Act to remove references to credit ratings from the federal banking agencies' rules. The Final Rules were effective for Regions and Regions Bank on January 1, 2015 (subject to a phase-in period).

The Final Rules, among other things, (i) introduce a Final measure called "Common Equity Tier 1" ("CET1"), (ii) specify that Tier 1 capital consist of CET1 and "Additional Tier 1 capital" instruments meeting specified requirements, (iii) define CET1 narrowly by requiring that most deductions/adjustments to regulatory capital measures be made to CET1 and not to the other components of capital and (iv) expand the scope of the deductions/adjustments to capital as compared to existing regulations.

Under the Final Rules, the initial minimum capital ratios, as applicable to Regions, as of January 1, 2015 are as follows:

**4.5%** CET1 to risk-weighted assets.

**6.0%** Tier 1 capital to risk-weighted assets.

**8.0%** Total capital to risk-weighted assets.

The Final Rules also introduce a new capital conservation buffer designed to absorb losses during periods of economic stress. The capital conservation buffer is composed entirely of CET1, on top of these minimum risk-weighted asset ratios. In addition, the Final Rules provide for a countercyclical capital buffer applicable only to certain covered institutions. It is not expected that the countercyclical capital buffer will be applicable to Regions or Regions Bank. Banking institutions with a ratio of CET1 to risk-weighted assets above the minimum but below the capital conservation buffer (or below the combined capital conservation buffer and countercyclical capital buffer, when the latter is applied) will face constraints on dividends, equity repurchases and compensation based on the amount of the shortfall.

When fully phased-in on January 1, 2019, the Final Rules will require Regions and Regions Bank to maintain such additional capital conservation buffer of 2.5% of CET1 to risk-weighted assets, effectively resulting in minimum ratios of (i) CET1 to risk-weighted assets of at least 7%, (ii) Tier 1 capital to risk-weighted assets of at least 8.5%, and (iii) Total capital to risk-weighted assets of at least 10.5%.

The Final Rules provide for a number of deductions from and adjustments to CET1. These include, for example, the requirement that mortgage servicing rights, certain deferred tax assets and significant investments in non-consolidated

financial entities be deducted from CET1 to the extent that any one such category exceeds 10% of CET1 or all such categories in the aggregate exceed 15% of CET1. Under current capital standards, the effects of accumulated other comprehensive income items included in capital are excluded for the purposes of determining regulatory capital ratios. Under the Final Rules, the effects of certain accumulated other comprehensive items are not excluded; however, non-advanced approaches banking organizations, including Regions and Regions Bank, may elect to continue to exclude these items. Regions and Regions Bank expect to make this election in order to avoid significant volatility in the level of capital depending upon the impact of interest rate fluctuations on the fair value of its securities portfolio. The Final Rules also preclude certain hybrid securities, such as trust preferred securities, as Tier 1 capital of bank holding companies, subject to phase-out. As of December 31, 2014, Regions did not have any hybrid securities subject to disallowance.

Implementation of the deductions and other adjustments to CET1 began on January 1, 2015 and will be phased-in over a 4-year period (beginning at 40% on January 1, 2015 and an additional 20% per year thereafter). The implementation of the capital

Table of Contents

conservation buffer will begin on January 1, 2016 at the 0.625% level and be phased in over a 4-year period (increasing by that amount on each subsequent January 1, until it reaches 2.5% on January 1, 2019).

With respect to Regions Bank, the Final Rules also revise the “prompt corrective action” regulations pursuant to Section 38 of the Federal Deposit Insurance Act, by (i) introducing a CET1 ratio requirement at each level (other than critically undercapitalized), with the required CET1 ratio being 6.5% for well-capitalized status; (ii) increasing the minimum Tier 1 capital ratio requirement for each category, with the minimum Tier 1 capital ratio for well-capitalized status being 8% (as compared to the current 6%); and (iii) eliminating the current provision that provides that a bank with a composite supervisory rating of 1 may have a 3% leverage ratio and still be adequately capitalized. The Final Rules do not change the total risk-based capital requirement for any “prompt corrective action” category.

The Final Rules prescribe a standardized approach for risk weightings that expands the risk-weighting categories from the current four Basel I-derived categories (0%, 20%, 50% and 100%) to a much larger and more risk-sensitive number of categories, depending on the nature of the assets, generally ranging from 0% for U.S. government and agency securities, to 600% for certain equity exposures, and resulting in higher risk weights for a variety of asset categories. Specific changes to current rules impacting Regions' determination of risk-weighted assets include, among other things:

- Applying a 150% risk weight instead of a 100% risk weight for certain high volatility commercial real estate acquisition, development and construction loans.

- Assigning a 150% risk weight to exposures (other than secured exposures including residential mortgage exposures) that are 90 days or more past due (currently set at 100%).

- Providing for a 20% credit conversion factor for the unused portion of a commitment with an original maturity of less than one year that is not unconditionally cancellable (currently set at 0%).

- Providing for a risk weight, generally not less than 20% with certain exceptions, for securities lending

- transactions based on the risk weight category of the underlying collateral securing the transaction (currently set at between 20% and 100% for on balance sheet transactions).

- Providing for a 100% risk weight for claims on securities firms (currently set at 20%).

- Eliminating the current 50% cap on the risk weight for over-the-counter derivative exposures.

- Replacing the existing Ratings Based Approach for certain asset-backed securities with a Simplified Supervisory Formula Approach (“SSFA”) which results in risk weights ranging from 20% to 1,250%.

- Applying a 250% risk weight to the portion of mortgage servicing rights and deferred tax assets that are includible in capital (currently set at 100%).

In addition, the Final Rules also provide more advantageous risk weights for derivatives and repurchase-style transactions cleared through a qualifying central counterparty and increase the scope of eligible guarantors and eligible collateral for purposes of credit risk mitigation. As of December 31, 2014, the increase in Regions' Basel III risk-weighted assets versus risk-weighted assets as calculated under Basel I was due primarily to:

- Applying a 150% risk weight to high volatility commercial real estate exposures.

- Applying a 20% conversion factor to the unused portion of commitments of less than one year.

- Applying a 250% risk weight to the portion of mortgage servicing rights and deferred tax assets that are includible in capital.

The Final Rules do not address the proposed Liquidity Coverage Ratio Test and Net Stable Funding Ratio Test called for by the proposed Basel III framework. See the “Supervision and Regulation -- Capital Requirements -- Leverage Requirements” subsection of the “Business” sections for more information on these proposed requirements.

Regions continues to evaluate the impact of the final U.S. rules implementing Basel III. The Company’s estimated CET1 ratio as of December 31, 2014, based on Regions’ current interpretation of the final Basel III requirements was approximately 11.00% and therefore exceeded the Basel III minimum of 7 percent for CET1. Because the Basel III capital calculations will not be fully phased-in until 2019, are not formally defined by GAAP, and because the calculations currently include the Company's interpretations of the requirements including informal feedback received through the regulatory process and are therefore likely to change as clarifying guidance becomes available, 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).

75

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## Table of Contents

### LIQUIDITY COVERAGE RATIO ("LCR")

On October 24, 2013, the Federal Reserve Board, the Office of the Comptroller of the Currency ("OCC"), and the FDIC released an NPR ("notice of proposed rulemaking") proposing a quantitative liquidity requirement, including a "modified" LCR that will apply to banks including Regions, that are not internationally active and are between \$50 billion and \$250 billion in assets.

On September 3, 2014, the Federal Reserve Board, the OCC and the FDIC released the final version of the LCR, which requires modified LCR banks to hold high-quality liquid assets sufficient to cover 70 percent of projected net cash outflows under a prescribed 30-day liquidity stress scenario. The implementation date was delayed for modified LCR banks until January 2016, and the daily reporting requirement was replaced with a monthly reporting structure. In 2016, the minimum phased-in requirement will be 90 percent, followed by full 100 percent compliance in January 2017. The Company anticipates being fully compliant with the LCR requirements upon implementation without having to make any significant changes to its current balance sheet. However, should Regions' cash position or investment mix change in the future, Regions' ability to meet the liquidity coverage ratio may be impacted. See the "Supervision and Regulation—Capital Requirements" subsection of the "Business" section and the "Risk Factors" section for more information.

### OFF-BALANCE SHEET ARRANGEMENTS

Regions periodically invests in various limited partnerships that sponsor affordable housing projects, which are funded through a combination of debt and equity. See Note 2 "Variable Interest Entities" to the consolidated financial statements for further discussion.

Regions' off-balance sheet credit risk includes obligations for loans sold with recourse, unfunded loan commitments, and letters of credit. See Note 7 "Servicing of Financial Assets" and Note 23 "Commitments, Contingencies and Guarantees" 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. However, this goal can be difficult to completely achieve in times of rapidly changing rate structure and is one of many factors considered in determining the Company's interest rate positioning. The Company is moderately asset sensitive as of December 31, 2014. Refer to Table 26 "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 relates to Regions' ability to maintain a sufficient amount of capital to cushion against future losses. However, the Company can utilize certain risk management tools to help it maintain its balance sheet strength even if a deflationary scenario were to develop.

### RISK MANAGEMENT

Regions is exposed to various risks as part of the normal course of operations. The exposure to risk requires sound risk management practices that comprise an integrated and comprehensive set of programs and processes that apply to the

entire Company. Accordingly, Regions has established a risk management framework to manage risks and provide reasonable assurance of the achievement of the Company's strategic objectives.

The primary risk exposures identified and managed through the Company's risk management framework are market risk, liquidity risk, credit risk, operational risk, legal risk, compliance risk, reputational risk, and strategic risk.

Market risk is the risk to Regions' financial condition resulting from adverse movements in market rates or prices, such as interest rates, foreign exchange rates or equity prices.

## Table of Contents

Liquidity risk is the potential that the Company will be unable to meet its obligations as they come due because of an inability to liquidate assets or obtain adequate funding (referred to as "funding liquidity risk") or that it cannot easily unwind or offset specific exposures without significantly lowering market prices because of inadequate market depth or market disruptions ("market liquidity risk").

Credit risk is the risk of loss arising from a borrower or counterparty failing to meet a contractual obligation.

Operational risk arises from the potential that inadequate information systems, operational problems, breaches in internal controls, fraud or unforeseen catastrophes will result in unexpected losses.

Legal risk arises from the potential that lawsuits, adverse judgments or unenforceable contracts can disrupt or otherwise negatively affect the operations or financial condition of the Company.

Compliance risk is the risk arising from violations of or non-conformance with, laws, rules, regulations, prescribed practices, internal policies and procedures or ethical standards.

Reputational risk is the risk from negative publicity, whether or not warranted, that causes a decline in Regions' customer base or share price or requires Regions to defend its actions to regulatory authorities, individual clients, the media or through the judicial system.

Strategic risk is the risk arising from adverse business decisions, improper implementation of decisions or lack of responsiveness to industry changes.

Several of these primary risk exposures are expanded upon further within the remaining sections of Management's Discussion and Analysis.

Regions' risk management framework is founded on three pillars, each of which is critical to ensuring that risks are properly identified, assessed, and managed:

Three Lines of Defense - The risk management process spans the entire organization and is divided into three separate lines of defense. Within each line of defense, every associate is accountable for managing risk. The Company emphasizes each associate's fundamental accountability to the Company's leadership, customers and shareholders through our policies and procedures. We define the three lines of defense as follows:

The first line of defense is any department, area or function that is accountable for any of the primary risk exposures listed above and performs one of the following:

Engages in activities designed to generate revenue or reduce expenses

Provides operational support or servicing to any department, area or function

Provides technology services to any department, area or function

The first line of defense identifies, measures, monitors, reports, and controls the risks associated with their daily activities, within the bounds established within the Company's Risk Appetite Statement. They are responsible for implementing any necessary action plans to strengthen risk management or reduce risk, given changes to their risk profile.

The second line of defense is any department, area or function that is independent from the first line of defense and has responsibility for identifying, measuring, mitigating, monitoring, and reporting aggregate risks. The second line of defense designs and implements a risk management framework to manage and control the Company's risk-taking activities that includes well-defined roles and responsibilities for all associates and risk limits established for material activities. It also provides an independent assessment of the Company's risk-taking activities as well as subject matter expertise and guidance to the first line of defense in highly technical areas such as regulatory compliance.

The third line of defense is any department, area or function that is independent from the first and second lines of defense and designed to evaluate the adequacy of and compliance with policies, procedures, and processes established by the first and second lines of defense under the risk management framework.

Enterprise Risk Management Governance - Regions has established a corporate governance framework consisting of committees and working groups as well as policies and procedures that outline governing principles and intentions in order to guide associates in the pursuit of the Company's strategic objectives. The corporate governance framework is collectively charged with identifying, measuring, mitigating, monitoring and reporting risks.

Continuous Improvement Cycle - Regions has established the continuous improvement cycle to drive its associates to targeted risk management levels by ensuring risks are identified, measured, mitigated, monitored and reported.

The Board of Directors provides the highest level of risk management governance. The principal risk management functions of the Board are to oversee processes for evaluating the adequacy of internal controls, risk management, financial reporting and compliance with laws and regulations. The Board has designated an Audit Committee of outside directors to focus on oversight of management's establishment and maintenance of appropriate disclosure controls and procedures over financial reporting. See

77

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Table of Contents

the "Financial Disclosures and Internal Controls" section of Management's Discussion and Analysis for additional information. The Board has also designated a Risk Committee of outside directors to focus on Regions' overall risk profile. The committee annually approves a Risk Appetite Statement that reflects core business principles and strategic vision by including quantitative limits and qualitative statements that are organized by risk type. This statement is designed to be a high-level document that sets the tone for the Board's risk appetite, which is the maximum amount of risk the Company is willing to accept in pursuit of its business objectives. By establishing boundaries around risk taking and business decisions, and by incorporating the needs and goals of its shareholders, regulators, customers and other stakeholders, the Company's risk appetite is aligned with its strategic priorities and goals.

The Risk Management Group, led by the Company's Chief Risk Officer, ensures the consistent application of Regions' risk management approach within the structure of the Company's operating, capital and strategic plans. The primary activities of the Risk Management Group include:

- Deciphering internal and external signals that point to possible risk issues for the Company;
- Identifying risks and determining which Company areas and/or products will be affected;
- Ensuring there are mechanisms in place to specifically determine how risks will affect the Company as a whole and the individual area and or product;
- Assisting business groups in analyzing trends and ensuring Company areas have appropriate risk identification and mitigation processes in place; and
- Reviewing the limits, policies, and procedures in place to ensure the continued appropriateness of risk controls.

As part of its ongoing assessment process, the Risk Management Group makes recommendations to management and the Risk Committee of the Board regarding adjustments to these controls as conditions or risk tolerances change. In addition, the Internal Audit division provides an independent assessment of the Company's internal control structure and related systems and processes.

Management, with the assistance of the Risk Management Group, follows a formal process for identifying and documenting key risks facing each business group and determining how those risks can be controlled or mitigated, as well as how the controls can be monitored to ensure they are effective. The Risk Committee receives reports from management to ensure operations are within the limits established by the Committee's Risk Appetite Statement. Some of the more significant processes used by management to manage and control risks are described in the remainder of this report. External factors beyond management's control may result in losses despite the Risk Management Group's efforts.

#### **MARKET RISK—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 pricing of deposit accounts, prepayments and other option risks. Regions considers these factors, as well as the degree of certainty or uncertainty surrounding their future behavior.

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 and 200 basis points. Regions also prepares a minus 50 basis points scenario, as minus 100 and 200 basis scenarios are of limited use in the current rate environment. Up-rate scenarios of greater magnitude are also analyzed, and are of increased importance as the 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 minus 50 basis points and plus 100 and 200 basis points.

Table of Contents

Exposure to Interest Rate Movements—As of December 31, 2014, Regions was moderately asset sensitive to both gradual and instantaneous parallel yield curve shifts as compared to the base case for the measurement horizon ending December 2015. The estimated exposure associated with the parallel yield curve shift of minus 50 basis points in the table below reflects the combined impacts of movements in short-term and long-term rates. Long-term interest rate reductions will drive yields lower on certain fixed rate loans newly originated or renewed, and on prospective yields of certain investment portfolio purchases, as well as drive higher amortization of premium on existing securities in the investment portfolio. A decline in short-term interest rates (such as the Federal Funds rate and the rate of Interest on Excess Reserves) will lead to a reduction of yield on assets and liabilities contractually tied to such rates, but since rates have been at low levels for such an extended period, it is expected that declines in deposit costs will only partially offset the decline in asset yields.

Long-term interest rates have recently declined to mid-year 2013 levels after giving up most of the significant increases that occurred later that year. Short-term rates have remained stable. As described above, with respect to sensitivity to long-term rates, the balance sheet is estimated to be moderately asset sensitive. Current simulation models estimate that, as compared to the base case, net interest income over a 12 month horizon would respond favorably by approximately \$105 million if long-term rates were to immediately and on a sustained basis exceed the base scenario by 100 basis points. Conversely, if long-term rates were to immediately and on a sustained basis underperform the base case by 50 basis points, then net interest income, as compared to the base case, would decline by approximately \$68 million. The table below summarizes Regions' positioning in various parallel yield curve shifts (i.e. including both long-term and short-term interest rates). The scenarios are inclusive of all interest rate risk hedging activities.

Table 26—Interest Rate Sensitivity

	Estimated Annual Change in Net Interest Income December 31, 2014 (In millions)
Gradual Change in Interest Rates	
+ 200 basis points	\$ 214
+ 100 basis points	119
- 50 basis points	(79 )
Instantaneous Change in Interest Rates	
+ 200 basis points	\$ 258
+ 100 basis points	156
- 50 basis points	(110 )

As discussed above, the interest rate sensitivity analysis presented in Table 26 is informed by a variety of assumptions and estimates regarding the course of the balance sheet in both the baseline scenario as well as the scenarios of instantaneous and gradual shifts in the yield curve. Though there are many assumptions which affect the estimates for net interest income, those pertaining to deposit pricing, deposit mix and overall balance sheet composition are particularly impactful. Given the uncertainties associated with the prolonged period of low interest rates, management evaluates the impact to its sensitivity analysis of these key assumptions.

The Company's baseline balance sheet growth assumptions include continued moderate loan and deposit growth with a composition largely reflecting a continuation of recent trends. The behavior of deposits in response to changes in interest rate levels is largely informed by analyses of prior rate cycles, but with suitable adjustments based on management's expectations in the current rate environment. In the + 200 basis point gradual interest rate change scenario in Table 26, the total cumulative interest bearing deposit re-pricing sensitivity is expected to be approximately 60 percent of changes in short-term market rates (e.g. Federal Funds), as compared to approximately 55 percent in the 2004 to 2007 historical timeframe. A 5 percentage point higher sensitivity than the 60 percent baseline would reduce 12 month net interest income in the gradual +200 basis points scenario by approximately \$55 million.

Similarly, management assumes that the change in the mix of deposits in a rising rate environment versus the baseline balance sheet growth assumptions is informed by analyses of prior rate cycles. Management assumes that in rising rate scenarios, some shift from non-interest bearing to interest-bearing products will occur. The magnitude of the shift is rate dependent, but equates to approximately \$3.5 billion over 12 months in the gradual +200 basis point scenario in Table 26. In the event this shift increased by an additional \$3.0 billion over 12 months, the result would be a reduction of 12 month net interest income in the gradual +200 basis points scenario by approximately \$25 million. Sensitivity calculations are hypothetical and should not be considered to be predictive of future results.

Management is optimistic for continued growth in 2015. If economic conditions and interest rates follow a course of moderate increase through 2015, and the Company achieves its targeted range of loan growth, management believes that the net interest



Table of Contents

margin will remain stable to moderately rising. Alternatively, if rates in 2015 remain at levels prevalent at year-end 2014, management believes the net interest margin will come under modest pressure of approximately 10 to 12 basis points over the course of the year. Regions' balance sheet is in a moderately asset sensitive position and should benefit from a rise in either long-term or short-term rates. So, if economic conditions were to improve more rapidly, thereby spurring a more rapid rise in interest rates, both net interest income and the resulting net interest margin would respond favorably.

Interest rate movements may also have an impact on the value of Regions' securities portfolio, which can directly impact the carrying value of stockholders' equity. Regions from time to time may hedge these price movements with derivatives (as discussed below).

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.

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 and available for sale securities portfolio 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.

The following table presents additional information about the interest rate derivatives used by Regions to manage interest rate risk:

Table 27—Hedging Derivatives by Interest Rate Risk Management Strategy

	December 31, 2014					
	Notional Amount	Estimated Fair Value		Weighted Average		
		Gain	Loss	Maturity (Years)	Receive Rate	Pay Rate
(Dollars in millions)						

Interest rate swaps:

Derivatives in fair value hedging relationships:

Receive fixed/pay variable	\$2,038	\$6	\$2	2.0	1.1	% 0.2	%
Receive variable/pay fix	779	—	28	10.7	0.2	2.5	

Derivatives in cash flow hedging relationships:

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Receive fixed/pay variable	8,050	38	31	3.6	1.3	0.2		
Total derivatives designated as hedging instruments	\$10,867	\$44	\$61	3.8	1.2	% 0.3	%	

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 majority of interest rate derivatives traded by Regions are subject to mandatory clearing. The counterparty risk for cleared trades effectively moves from the executing broker to the clearinghouse allowing Regions to benefit from the risk mitigation

Table of Contents

controls in place at the respective clearinghouse. 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 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 income.

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. See Note 20 “Derivative Financial Instruments and Hedging Activities” to the consolidated financial statements for a tabular summary of Regions’ year-end derivatives positions and further discussion.

Regions accounts for residential mortgage servicing rights at fair market value with any changes to fair value being recorded within mortgage income. Regions enters into derivative and balance sheet transactions to mitigate the impact of market value fluctuations related to residential mortgage servicing rights. Derivative instruments entered into in the future could be materially different from the current risk profile of Regions’ current portfolio.

**MARKET RISK—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. Prepayment risk can also impact the value of securities and the carrying value of equity. Regions’ greatest exposures to prepayment risks primarily rest in its mortgage-backed securities portfolio, the mortgage fixed-rate loan portfolio and the residential mortgage servicing asset, all of which tend to be sensitive to interest rate movements. Each of these assets is also exposed to prepayment risk due to factors which are not necessarily the result of interest rates, but rather due to changes in policies or programs related, either directly or indirectly, to the U.S. Government's governance over certain lending and financing within the mortgage market. Such policies can work to either encourage or discourage financing dynamics and represent a risk that is extremely difficult to forecast and may be the result of non-economic factors. The Company attempts to monitor and manage such exposures within reasonable expectations while acknowledging all such risks cannot be foreseen or avoided. Further, Regions 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 current interest rates are 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 portfolio.

**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. On September 3, 2014, the Federal Reserve Board, the OCC and the FDIC released the final version of the Liquidity Coverage Ratio. The rule is designed to ensure that financial institutions have the necessary assets on hand to withstand short-term liquidity disruptions. See the "Liquidity Coverage Ratio" discussion included in the "Regulatory Capital Requirements" section of Management's Discussion and Analysis for additional information.

Regions intends to fund its obligations primarily through cash generated from normal operations. In addition to these obligations, Regions has obligations related to potential litigation contingencies. See Note 23 “Commitments, Contingencies and Guarantees” to the consolidated financial statements for additional discussion of the Company’s

funding requirements.

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 the Company's cash flow needs. The challenges of the recent recession and the recovery in the current market environment demonstrate the importance of having and using various sources of liquidity to satisfy the Company's funding requirements.

In order to ensure an appropriate level of liquidity is maintained, Regions performs specific procedures including scenario analyses and stress testing at the bank, holding company, and affiliate levels. Regions' liquidity policy requires the holding company to maintain cash sufficient to cover the greater of (1) 18 months of debt service and other cash needs or (2) a minimum cash balance of \$500 million. Compliance with the holding company cash requirements is reported to the Risk Committee of the Board of Directors on a quarterly basis. Regions has minimum liquidity requirements for the Bank and subsidiaries. The Bank's funding and contingency planning does not currently include any reliance on short-term unsecured sources. Risk limits are established within the Company's ALCO, which regularly reviews compliance with the established limits.

Table of Contents

The securities portfolio is one of Regions' primary sources of liquidity. Proceeds from maturities and principal and interest payments of securities provide a constant flow of funds available for cash needs (see Note 4 "Securities" to the consolidated financial statements). The agency guaranteed mortgage portfolio is another source of liquidity in various secured borrowing capacities.

Maturities in the loan portfolio also provide a steady flow of funds. Additional funds are provided from payments on consumer loans and one-to-four family residential first mortgage loans. In addition, liquidity needs can also be met by borrowing funds in state and national money markets, although Regions does not currently rely on short-term unsecured wholesale market funding. Regions' liquidity has been further enhanced by its relatively stable customer deposit base.

In 2008, the Federal Reserve Bank started a program for paying interest on excess reserves; this decreased the amount of federal funds sold on banks' balance sheets and replaced it with interest paid on balances held in the reserve accounts. The balance with the Federal Reserve Bank is the primary component of the balance sheet line item, "interest-bearing deposits in other banks." During 2014, Regions held approximately \$2.9 billion in average excess cash on deposit with the Federal Reserve, up approximately 25 percent from 2013.

Regions' borrowing availability with the Federal Reserve Bank as of December 31, 2014, based on assets pledged as collateral on that date, was \$21.3 billion.

Regions' financing arrangement with the FHLB adds additional flexibility in managing the Company's liquidity position. As of December 31, 2014, Regions' borrowing availability from the FHLB totaled \$9.9 billion. FHLB borrowing capacity is contingent on the amount of collateral pledged to the FHLB. Regions Bank pledged certain residential first mortgage loans on one-to-four family dwellings and home equity lines of credit as collateral for the FHLB advances outstanding. Additionally, investments in FHLB stock is required in relation to the level of outstanding borrowings. Refer to Note 4 "Securities" to the consolidated financial statements for additional information regarding these investments. The FHLB has been and is expected to continue to be a reliable and economical source of funding.

Regions maintains a shelf registration statement with the U.S. Securities and Exchange Commission that can be utilized by Regions to issue various debt and/or equity securities. Regions also maintains a Bank Note program that allows Regions Bank to issue up to \$5 billion aggregate principal amount of bank notes outstanding at any one time. Refer to Note 12 "Long-Term Borrowings" to the consolidated financial statements for additional information.

Regions may, from time to time, consider opportunistically retiring outstanding issued securities, including subordinated debt in privately negotiated or open market transactions for cash or common shares. Regulatory approval would be required for retirement of some instruments.

Table 28—Contractual Obligations

	Payments Due By Period <sup>(1)</sup>					Total
	Less than 1 Year	1-3 Years	4-5 Years	More than 5 Years	Indeterminable Maturity	
	(In millions)					
Deposits <sup>(2)</sup>	\$4,266	\$2,988	\$916	\$425	\$ 85,605	\$94,200
Short-term borrowings	2,253	—	—	—	—	2,253
Long-term borrowings	858	7	1,492	1,105	—	3,462
Lease obligations	144	223	159	319	—	845
Purchase obligations	40	40	5	—	—	85
Benefit obligations <sup>(3)</sup>	24	44	23	72	—	163
Commitments to fund low income housing partnerships <sup>(4)</sup>	626	—	—	—	—	626
Unrecognized tax benefits <sup>(5)</sup>	—	—	—	—	55	55
	—	206	—	—	—	206

Indemnification obligation

(6)	\$8,211	\$3,508	\$2,595	\$1,921	\$85,660	\$101,895
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(1) See Note 23 “Commitments, Contingencies and Guarantees” to the consolidated financial statements for the Company’s commercial commitments at December 31, 2014.

(2) Deposits with indeterminable maturity include non-interest bearing demand, savings, interest-bearing transaction accounts and money market accounts.

(3) Amounts only include obligations related to the unfunded non-qualified pension plan and postretirement health care plan.

(4) Commitments to fund low income housing partnerships includes commitments to make future investments, short-term construction loans and letters of credit, as well as the funded portions of these loans and letters of credit. All of these items are short-term in nature and the

## Table of Contents

majority do not have defined maturity dates. Therefore, they have all been considered due on demand, maturing one year or less. See Note 2 "Variable Interest Entities" to the consolidated financial statements for additional information.

(5) Includes liabilities for unrecognized tax benefits of \$50 million and tax-related interest and penalties of \$5 million.

See Note 19 "Income Taxes" to the consolidated financial statements.

See Note 23 "Commitments, Contingencies and Guarantees" to the consolidated financial statements for a

(6) description of the indemnification obligation to Raymond James, and the rationale for the expected payment timeframe.

### 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. Regions has a diversified loan portfolio in terms of product type, collateral and geography. See the "Credit Quality" section found earlier in this report for further information.

#### 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 investor real estate transactions are individually underwritten, risk-rated, approved and monitored.

Responsibility and accountability for adherence to underwriting policies and accurate risk ratings lies with the individual business groups. 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. The credit risk management division works with commercial relationship teams to analyze and underwrite new business opportunities, manage the overall loan portfolio, and perform ongoing credit servicing activities utilizing a risk-based approach which incorporates quantitative and qualitative factors.

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' Problem Asset Management Division, which specializes in managing distressed credit exposures.

There are also separate and independent commercial credit and consumer credit risk management organizational groups. These organizational units partner with the business unit 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 Credit 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 business group personnel and the Chief Credit Officer. The Chief Credit 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. See Table 9 "Loan Portfolio" and the related "Portfolio Characteristics" discussion found earlier in this report for further information on the major categories of loans.

#### Economic Environment in Regions' Banking Markets

One of the primary factors 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. After a poor start to the year, with real GDP contracting in the first quarter of 2014, economic growth expanded over the final three quarters of the year. The contraction in the first quarter was mainly a function of unusually harsh winter weather while the remainder of 2014 reflected a continuation of the stepped-up pace of growth that started in the second half of 2013 when the U.S. economy began to break out of the malaise left in the wake of the 2007 to 2009 recession and the accompanying financial crisis. While the economy is now in the midst of what has turned into a broad based and self-sustaining expansion, there nonetheless remains a considerable degree of slack in the labor market and in the broader economy. Real GDP growth in 2015 is expected to remain above-trend, supported mainly by faster growth in consumer spending and business investment spending. There are, however, some stern challenges facing the U.S. economy in the coming year. It is widely expected at some point in 2015 the Federal Open Market Committee ("FOMC") will begin raising the Federal funds rate. There



Table of Contents

is little consensus around the timing of an initial hike in the funds rate and the pace at which subsequent hikes will occur. Additionally, the outlook for global economic growth in 2015 is highly uncertain, which poses a downside risk for growth in U.S. exports but also, with global central banks on divergent policy paths, has the potential to spawn considerable volatility in global financial markets while continuing to impact the path of long-term U.S. interest rates. Therefore, while the baseline forecast calls for above-trend economic growth in the U.S., Regions' assessment of risks to the baseline forecast shows risks to be nearly balanced but nonetheless slightly tilted to the downside and expects a heightened degree of volatility in equity prices and long-term U.S. interest rates to persist over the course of 2015. Within the Regions footprint, the pace of economic growth is proceeding roughly on par with that of the U.S. as a whole, though growth has been and is expected to remain somewhat uneven across the individual states within the footprint. Those markets with more diverse economies and positive demographic trends and those markets with higher exposure to health care, technology, durable goods manufacturing, and transportation are generally amongst the better performing markets within the Regions footprint and are expected to remain so. Housing market activity appears to be picking up at a steady pace within the Regions footprint. As is the case for the U.S. as a whole, multi-family construction has rebounded far more rapidly than has single family construction. Over the course of 2015, it is expected there will be a better balance between single family and multi-family construction, particularly to the extent improved job and income growth along with still favorable mortgage interest rates stimulate demand for home purchases.

In summation, real GDP growth is expected to be better than 3.0 percent for 2015 as a whole with growth at or slightly below 3.0 percent in 2016. While Regions expects firm growth in the domestic economy in 2015, a highly uncertain global growth outlook poses a downside risk to the U.S. economy, and global factors will continue to weigh on inflation and long-term interest rates in the U.S. The continuing challenge of a prolonged low interest rate environment is expected in 2015 with no changes in the Federal funds rate expected until later in the year and global factors weighing on long-term rates.

#### Allowance for Credit Losses

The allowance for credit losses ("allowance") consists of two components: the allowance for loan and lease losses and the reserve for unfunded credit commitments. The allowance represents management's estimate of probable credit losses inherent in the loan and credit commitment portfolios as of period end.

Allowance Process—Factors considered by management in determining the adequacy of the allowance include, but are not limited to: 1) detailed reviews of individual loans; 2) historical and current trends in gross and net loan charge-offs for the various classes of loans evaluated; 3) the Company's policies relating to delinquent loans and charge-offs; 4) the level of the allowance in relation to total loans and to historical loss levels; 5) levels and trends in non-performing and past due loans; 6) collateral values of properties securing loans; 7) the composition of the loan portfolio, including unfunded credit commitments; 8) management's analysis of current economic conditions; 9) migration of loans between risk rating categories; and 10) estimation of inherent credit losses in the portfolio.

Commercial and Consumer Credit Risk Management and Problem Asset Management are all involved in the credit risk management process to assess the accuracy of risk ratings, the quality of the portfolio and the estimation of inherent credit losses in the loan portfolio. This comprehensive process also assists in the prompt identification of problem credits. The Company has taken a number of measures to manage the portfolios and reduce risk, particularly in the more problematic portfolios. In addition, a strong Customer Assistance Program for consumer lending is in place which educates customers about options and initiates early contact with customers to discuss solutions when a loan first becomes delinquent.

In support of collateral values, Regions obtains updated valuations for non-performing loans on at least an annual basis. For loans that are individually identified for impairment in certain loan categories, those valuations are currently discounted from the most recent appraisal to consider continued declines in property values. The discounted valuations are utilized in the measurement of the level of impairment in the allowance calculation. For loans that are not individually identified for impairment and secured by real estate, Regions considers the impact of declines in real estate valuations in the loss given default estimates within the allowance calculation.

As a matter of business practice, Regions may require some form of credit support, such as a guarantee. Guarantees are legally binding and entered into simultaneously with the primary loan agreements. Regions underwrites the ability of each guarantor to perform under its guarantee in the same manner and to the same extent as would be required to underwrite the repayment plan of a direct obligor. This entails obtaining sufficient information on the guarantor, including financial and operating information, to sufficiently measure the guarantor's ability to perform under the guarantee. Evaluation of guarantors' ability and willingness to pay is considered as part of the risk rating process, which provides the basis for the allowance for loan losses for the commercial and investor real estate portfolios. In some cases, the credit support provided by the guarantor is integral to the risk rating. In concluding that the risk rating is appropriate, Regions considers a number of factors including whether underlying cash flow is adequate to service the debt, payment history, and whether there is appropriate guarantor support. Accordingly, Regions has concluded that the impact of credit support provided by guarantors has been appropriately considered in the calculation and assessment of the allowance for loan losses.

Table of Contents

For a discussion of the methodology used to calculate the allowance for credit losses refer to Note 1 “Summary of Significant Accounting Policies” and Note 6 “Allowance for Credit Losses” in the consolidated financial statements. Details regarding the allowance for credit losses, including an analysis of activity from the previous year’s total, are included in Table 15 “Allowance for Credit Losses.” Also, refer to Table 16 “Allocation of the Allowance for Loan Losses” for details pertaining to management’s allocation of the allowance for loan losses to each loan category.

**Counterparty Risk**

Counterparty risk within Regions Bank is the risk that the counterparty to a transaction or contract could be unable or unwilling to fulfill its contractual or legal obligations. Exposure may be to a financial institution (such as commercial banks, insurance companies, broker dealers, etc.) or a corporate client.

Regions has a centralized approach to approval, management, and monitoring of counterparty exposure. Financial Institution and Counterparty Credit, housed within Capital Markets Risk Management, is responsible for the independent credit risk management of financial institution counterparties and their affiliates. Market Risk Management is responsible for the suitability, measurement, and stress testing of counterparty exposures. Business Services Credit is responsible for the independent credit risk management of client side counterparties.

Financial institution exposure may result from a variety of transaction types generated in one or more departments of the Company. Exposure limits are established to manage the exposure generated by various areas of the Company. Counterparty client credit risk arises when Regions sells a risk management product to hedge risks in the client’s business. Exposures to counterparties are aggregated across departments and regularly reported to senior management.

**INFORMATION SECURITY RISK**

Operational risks comprise several elements, including information security risks. Information security risks such as evolving and adaptive cyber attacks, for large financial institutions such as Regions have generally increased in recent years in part because of the proliferation of new technologies, the use of the internet and telecommunications technologies to conduct financial transactions, and the increased sophistication and activities of organized crime, hackers, terrorists, nation-states, activists and other external parties. Regions spends significant resources on operational and information security. Regions is a member of the Financial Services Information Sharing and Analysis Center (“FS-ISAC”). The FS-ISAC is a nonprofit organization and is funded entirely by its member firms and sponsors. Total membership exceeds 1,600 organizations focused in the financial services sector, both domestically and internationally. The overall objective of FS-ISAC is to protect the financial services sector against cyber and physical threats and risk. It acts as a trusted third party that provides anonymity to allow members to submit threat, vulnerability and incident information in a non-attributable and trusted manner so information that would normally not be shared is instead provided for the good of the membership. In addition to FS-ISAC, Regions is a member of BITS, the technology arm of the Financial Services Roundtable. BITS serves the financial community and its members by providing industry best practices on a variety of security and fraud topics. Regions also maintains a close working relationship with its regulators and law enforcement partners to keep them updated on pertinent risks.

Denial of service attacks, hacking or terrorist activities, could disrupt the Company’s or the Company’s customers’ or other third parties’ business operations. For example, during 2013, a group launched several denial of service attacks against a number of large financial services institutions, including Regions. These events did not result in a breach of Regions’ client data, and account information remained secure; however, the attacks did adversely affect the performance of Regions Bank’s website, www.regions.com, and, in some instances, temporarily prevented customers from accessing Regions Bank’s secure websites. In addition, some outbound internet slowness existed. The 2013 events were all resolved during the same business day of the attack. Regions experienced one brief denial of service attack in November 2014, which was resolved the same day of the attack, with no breach of Regions’ client data. In all cases, the attacks primarily resulted in inconvenience to employees and customers. Regions engages employees from all business groups, not just information technology, to combat these attacks.

Even if Regions successfully prevents data breaches to its own networks, the Company may still incur losses that result from customers’ account information obtained through breaches of retailers’ networks where customers have transacted business. Fraud losses, as well as the costs of investigations and re-issuing new customer cards impact Regions’ results.

Regions will continue to commit the resources necessary to mitigate these growing risks, as well as continue to develop and enhance controls, processes and systems to protect our networks, computers, and data from attacks or unauthorized access. In addition, Regions has contracts with vendors to provide denial of service mitigation and these vendors have also continued to commit the necessary resources to support Regions in the event of an attack.

#### FINANCIAL DISCLOSURE AND INTERNAL CONTROLS

Regions has always maintained internal controls over financial reporting, which generally include those controls relating to the preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the U.S. Regions' process for evaluating internal controls over financial reporting starts with understanding the risks facing each of its functions and areas, how those risks are controlled or mitigated, and how management monitors those controls to ensure that they are in place and effective. These risks, control procedures and monitoring tools are documented in a standard format. This format

Table of Contents

not only documents the internal control structures over all significant accounts, but also places responsibility on management for establishing feedback mechanisms to ensure that controls are effective.

Regions has also established processes to ensure appropriate disclosure controls and procedures are maintained. These controls and procedures as defined by the Securities and Exchange Commission (“SEC”) are generally designed to ensure that financial and non-financial information required to be disclosed in reports filed with the SEC is reported within the time periods specified in the SEC’s rules and forms, and that such information is communicated to management, including the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), as appropriate, to allow timely decisions regarding required disclosure.

Regions’ Disclosure Review Committee, which includes representatives from the legal, risk management, accounting, investor relations, treasury and audit departments, meets quarterly to review recent internal and external events to determine whether all appropriate disclosures have been made in reports filed with the SEC. In addition, the CEO and CFO meet quarterly with the SEC Filings Review Committee, which includes senior representatives from accounting, legal, risk management, audit, treasury, and the business groups. The SEC Filings Review Committee reviews certain reports to be filed with the SEC, including Forms 10-K and 10-Q and evaluates the adequacy and accuracy of the disclosures. As part of this process, certifications of internal control effectiveness are obtained from accounting, treasury, legal, audit, risk management, and the business groups. These certifications are reviewed and presented to the CEO and CFO as support of the Company’s assessment of internal controls over financial reporting. The Form 10-K is presented to the Audit Committee of the Board of Directors for approval, and the Forms 10-Q are reviewed by the Audit Committee. Financial results and other financial information are also reviewed with the Audit Committee on a quarterly basis.

As required by applicable regulatory pronouncements, the CEO and the CFO review and make various certifications regarding the accuracy of Regions’ periodic public reports filed with the SEC, as well as the effectiveness of disclosure controls and procedures and internal controls over financial reporting. With the assistance of the financial review committees noted in the previous paragraph, Regions will continue to assess and monitor disclosure controls and procedures and internal controls over financial reporting, and will make refinements as necessary.

**COMPARISON OF 2013 WITH 2012—CONTINUING OPERATIONS**

Regions reported net income available to common shareholders of \$1.1 billion, or \$0.77 per diluted common share, in 2013 compared to \$991 million, or \$0.71 per diluted share, in 2012. Regions reported income from continuing operations available to common shareholders of \$1.1 billion, or \$0.78 per diluted common share, in 2013 compared to \$1.1 billion, or \$0.76 per diluted share, in 2012.

Net interest income from continuing operations was \$3.3 billion in 2013 and 2012. The net interest margin from continuing operations (taxable-equivalent basis) was 3.20 percent in 2013, compared to 3.11 percent during 2012. The margin improvement was driven primarily by a favorable mix shift from higher-cost time deposits to lower cost deposit products, resulting in deposit costs decreasing to 0.15 percent in 2013 from 0.30 percent in 2012.

Non-interest income from continuing operations decreased \$81 million to \$2.0 billion in 2013 compared to 2012. The year-over-year decrease was primarily due to a decrease in mortgage income, offset by gain on sale of other assets and leveraged lease termination gains.

Service charges on deposit accounts decreased \$22 million in 2013 compared to 2012. During 2012, service charges on deposit accounts were negatively impacted by a total of approximately \$35 million in customer refunds resulting from a change in the Company’s non-sufficient funds policy. The overall decline in 2013 compared to 2012 was primarily driven by policy changes negatively impacting non-sufficient fund fees as well as customer behavior changes and sensitivities to paying fees.

In 2013, mortgage income decreased \$127 million, or 35 percent to \$236 million. The decrease was driven by the Company’s decision to begin retaining 10- and 15-year residential first mortgage originations on its balance sheet in the fourth quarter of 2012, combined with an increase in the cost of hedging mortgage servicing rights.

Regions reported net gains of \$26 million from the sale of securities available for sale in 2013, compared to net gains of \$48 million in 2012. Lower security gains during 2013 were due to lower volumes of securities sales resulting from the Company’s asset/liability management process.

Card and ATM fees decreased \$5 million in 2013 compared to 2012. This line item represents the combined amounts of credit card/bank card income and debit card and ATM related revenue.

Non-interest expense from continuing operations increased \$30 million in 2013 compared to 2012. Non-interest expense in 2013 included a \$58 million regulatory charge and \$5 million of branch consolidation and property and equipment charges. Non-interest expense in 2012 included \$42 million in REIT investment early termination costs. The increase in non-interest expense in 2013 included increases of \$55 million in salaries and benefits, \$50 million in loss on early extinguishment of debt and \$24 million in outside services. These increases were offset by decreases of \$55 million in amortization of core deposit intangible, \$37 million in deposit administrative fees, and \$36 million in other real estate owned expense. See Table 6 “Non-Interest Expense from Continuing Operations” for additional information.

Table of Contents

Total salaries and employee benefits increased \$55 million, or 3 percent, in 2013. The increase is primarily due to additional staffing in income producing areas, compliance and risk management during 2013 as well as incentive increases and annual merit increases, partially offset by decreased pension costs. Headcount increased from 23,427 at December 31, 2012 to 24,255 at December 31, 2013.

Net occupancy expense decreased 4 percent to \$365 million in 2013, primarily due to lease downsizing efforts and favorable negotiation of vendor service contracts. Furniture and equipment expense increased by \$19 million to \$280 million in 2013. The increase was primarily driven by higher depreciation due to system upgrades implemented during 2013.

Professional, legal, and regulatory expenses increased \$76 million or 67 percent to \$190 million in 2013, primarily due to a non-tax deductible regulatory charge of \$58 million related to previously disclosed inquiries from government authorities. The matter was settled in 2014 for \$7 million less than originally estimated. Other increases included legal matters and related fees, as well as increased consulting charges attributable to regulatory and compliance projects.

Outside services increased \$24 million or 29 percent during 2013 when compared to 2012. The increase was primarily due to expenses incurred related to assuming the servicing of the credit card portfolio during the third quarter of 2012, as well as fees related to an increase in the routine purchases of indirect loans from a third party.

Foreclosed property expense decreased \$36 million to \$16 million in 2013. The decline in expense was due to lower foreclosed property balances and stabilizing real estate values.

Deposit administrative fees decreased \$37 million to \$125 million in 2013. The decrease is related to lower asset balances, improved performance metrics and a reduction in higher risk loans, all of which impact the fee calculation.

The Company recorded \$31 million less in gains on loans held for sale for 2013 when compared to 2012. The decreased gains were due to lower balances of non-performing loans held for sale.

Amortization of other intangibles decreased \$55 million or 50 percent for 2013 when compared to 2012. Regions' annual 2012 impairment test reflected an increase in the estimated life of Regions' core deposit intangibles, which resulted in a decrease in amortization beginning in 2013.

The Company's income tax expense for 2013 was \$452 million compared to \$482 million in 2012, resulting in an effective tax rate of 28.5 percent and 29.0 percent, respectively.

At December 31, 2013, the allowance for loan losses totaled \$1.3 billion or 1.80 percent of total loans, net of unearned income compared to \$1.9 billion or 2.59 percent at year-end 2012. Net charge-offs totaled \$716 million, or 0.96 percent of average loans in 2013 compared to \$1.0 billion, or 1.37 percent of average loans in 2012. Net charge-offs were lower across most major categories when comparing 2013 to the prior year. During 2013, the provision for loan losses was \$138 million. This compares to a provision for loan losses of \$213 million in 2012. Non-performing assets decreased from \$1.9 billion at December 31, 2012, to \$1.3 billion at December 31, 2013, reflecting management's efforts to work through problem assets and reduce the riskiest exposures.

Table of Contents

Table 29—Quarterly Results of Operations

	2014				2013			
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
	(In millions, except per share data)							
Total interest income	\$894	\$897	\$899	\$898	\$917	\$911	\$907	\$911
Total interest expense	74	76	77	82	85	87	99	113
Net interest income	820	821	822	816	832	824	808	798
Provision for loan losses	8	24	35	2	79	18	31	10
Net interest income after provision for loan losses	812	797	787	814	753	806	777	788
Total non-interest income, excluding securities gains, net	436	471	451	436	526	492	489	486
Securities gains, net	12	7	6	2	—	3	8	15
Total non-interest expense	969	826	820	817	946	884	884	842
Income from continuing operations before income taxes	291	449	424	435	333	417	390	447
Income tax expense	77	127	125	128	92	124	122	114
Income from continuing operations	214	322	299	307	241	293	268	333
Discontinued operations:								
Income (loss) from discontinued operations before income taxes	(5 )	5	2	19	(25 )	(1 )	(2 )	4
Income tax expense (benefit)	(2 )	2	1	7	(11 )	(1 )	(1 )	2
Income (loss) from discontinued operations, net of tax	(3 )	3	1	12	(14 )	—	(1 )	2
Net income	\$211	\$325	\$300	\$319	\$227	\$293	\$267	\$335
Income from continuing operations available to common shareholders	\$198	\$302	\$291	\$299	\$233	\$285	\$260	\$325
Net income available to common shareholders	\$195	\$305	\$292	\$311	\$219	\$285	\$259	\$327
Earnings per common share from continuing operations: <sup>(1)</sup>								
Basic	\$0.14	\$0.22	\$0.21	\$0.22	\$0.17	\$0.21	\$0.19	\$0.23
Diluted	0.14	0.22	0.21	0.21	0.17	0.20	0.18	0.23
Earnings per common share: <sup>(1)</sup>								
Basic	\$0.14	\$0.22	\$0.21	\$0.23	\$0.16	\$0.21	\$0.18	\$0.23
Diluted	0.14	0.22	0.21	0.22	0.16	0.20	0.18	0.23
Cash dividends declared per share	0.05	0.05	0.05	0.03	0.03	0.03	0.03	0.01
Market price: <sup>(2)</sup>								
High	\$10.83	\$10.96	\$11.28	\$11.54	\$10.13	\$10.52	\$9.71	\$8.44
Low	8.85	9.65	9.80	9.79	9.19	8.84	7.62	7.13

(1) Quarterly amounts may not add to year-to-date amounts due to rounding.

(2) High and low market prices are based on intraday sales prices.



Table of Contents

Item 8. Financial Statements and Supplementary Data

REPORT OF MANAGEMENT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

We, as members of the Management of Regions Financial Corporation and subsidiaries (the “Company”), are responsible for establishing and maintaining effective internal control over financial reporting. Regions’ internal control system was designed to provide reasonable assurance to the Company’s management and Board of Directors regarding the preparation and fair presentation of the Company’s financial statements for external purposes in accordance with U.S. generally accepted accounting principles. Internal control over financial reporting includes self-monitoring mechanisms, and actions are taken to correct deficiencies as they are identified.

All internal controls systems, no matter how well designed, have inherent limitations and may not prevent or detect misstatements in the Company’s financial statements, including the possibility of circumvention or overriding of controls. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Regions’ management assessed the effectiveness of the Company’s internal control over financial reporting as of December 31, 2014. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in its 2013 Internal Control—Integrated Framework. Based on our assessment, we believe and assert that, as of December 31, 2014, the Company’s internal control over financial reporting is effective based on those criteria.

Regions’ independent registered public accounting firm has issued an audit report on the effectiveness of the Company’s internal control over financial reporting. This report appears on the following page.

REGIONS FINANCIAL CORPORATION

by /S/ O. B. GRAYSON HALL, JR.  
O. B. Grayson Hall, Jr.  
President and Chief Executive Officer

by /S/ DAVID J. TURNER, JR.  
David J. Turner, Jr.  
Chief Financial Officer

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  
THE BOARD OF DIRECTORS AND STOCKHOLDERS OF REGIONS FINANCIAL CORPORATION

We have audited Regions Financial Corporation and subsidiaries' internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Regions Financial Corporation and subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Report of Management on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Regions Financial Corporation and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Regions Financial Corporation and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2014 of Regions Financial Corporation and subsidiaries and our report dated February 17, 2015, expressed an unqualified opinion thereon.

Birmingham, Alabama  
February 17, 2015

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  
THE BOARD OF DIRECTORS AND STOCKHOLDERS OF REGIONS FINANCIAL CORPORATION

We have audited the accompanying consolidated balance sheets of Regions Financial Corporation and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2014. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Regions Financial Corporation and subsidiaries at December 31, 2014 and 2013, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2014, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Regions Financial Corporation and subsidiaries' internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 17, 2015, expressed an unqualified opinion thereon.

Birmingham, Alabama  
February 17, 2015

Table of ContentsREGIONS FINANCIAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

	December 31	
	2014	2013
	(In millions, except share data)	
Assets		
Cash and due from banks	\$1,601	\$1,661
Interest-bearing deposits in other banks	2,303	3,612
Federal funds sold and securities purchased under agreements to resell	100	—
Trading account securities	106	111
Securities held to maturity (estimated fair value of \$2,209 and \$2,307, respectively)	2,175	2,353
Securities available for sale	22,580	21,485
Loans held for sale (includes \$440 and \$429 measured at fair value, respectively)	541	1,055
Loans, net of unearned income	77,307	74,609
Allowance for loan losses	(1,103	) (1,341
Net loans	76,204	73,268
Other interest-earning assets	67	86
Premises and equipment, net	2,193	2,216
Interest receivable	310	313
Goodwill	4,816	4,816
Residential mortgage servicing rights at fair value	257	297
Other identifiable intangible assets	275	295
Other assets	6,151	5,828
Total assets	\$119,679	\$117,396
Liabilities and Stockholders' Equity		
Deposits:		
Non-interest-bearing	\$31,747	\$30,083
Interest-bearing	62,453	62,370
Total deposits	94,200	92,453
Borrowed funds:		
Short-term borrowings:		
Federal funds purchased and securities sold under agreements to repurchase	1,753	2,182
Other short-term borrowings	500	—
Total short-term borrowings	2,253	2,182
Long-term borrowings	3,462	4,830
Total borrowed funds	5,715	7,012
Other liabilities	2,775	2,163
Total liabilities	102,690	101,628
Stockholders' equity:		
Preferred stock, authorized 10 million shares, par value \$1.00 per share		
Non-cumulative perpetual, liquidation preference \$1,000.00 per share, including related surplus, net of issuance costs; issued—1,000,000 and 500,000 shares, respectively	884	450
Common stock authorized 3 billion shares, par value \$.01 per share:		
Issued including treasury stock—1,395,204,638 and 1,419,006,360 shares, respectively	14	14
Additional paid-in capital	18,767	19,216
Retained earnings (deficit)	(1,061	) (2,216

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Treasury stock, at cost—41,262,645 and 41,285,676 shares, respectively	(1,377	)	(1,377	)
Accumulated other comprehensive income (loss), net	(238	)	(319	)
Total stockholders' equity	16,989		15,768	
Total liabilities and stockholders' equity	\$119,679		\$117,396	

See notes to consolidated financial statements.

Table of ContentsREGIONS FINANCIAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF INCOME

	Year Ended December 31		
	2014	2013	2012
	(In millions, except per share data)		
Interest income on:			
Loans, including fees	\$2,941	\$3,005	\$3,178
Securities - taxable	615	603	681
Loans held for sale	22	29	33
Trading account securities	3	3	2
Other interest-earning assets	7	6	9
Total interest income	3,588	3,646	3,903
Interest expense on:			
Deposits	105	135	284
Short-term borrowings	2	2	2
Long-term borrowings	202	247	317
Total interest expense	309	384	603
Net interest income	3,279	3,262	3,300
Provision for loan losses	69	138	213
Net interest income after provision for loan losses	3,210	3,124	3,087
Non-interest income:			
Service charges on deposit accounts	695	734	756
Card and ATM fees	334	319	314
Mortgage income	149	236	363
Securities gains (losses), net	27	26	48
Other	616	704	619
Total non-interest income	1,821	2,019	2,100
Non-interest expense:			
Salaries and employee benefits	1,810	1,818	1,763
Net occupancy expense	368	365	382
Furniture and equipment expense	287	280	261
Other	967	1,093	1,120
Total non-interest expense	3,432	3,556	3,526
Income from continuing operations before income taxes	1,599	1,587	1,661
Income tax expense	457	452	482
Income from continuing operations	1,142	1,135	1,179
Discontinued operations:			
Income (loss) from discontinued operations before income taxes	21	(24	) (99
Income tax expense (benefit)	8	(11	) (40
Income (loss) from discontinued operations, net of tax	13	(13	) (59
Net income	\$1,155	\$1,122	\$1,120
Net income from continuing operations available to common shareholders	\$1,090	\$1,103	\$1,050
Net income available to common shareholders	\$1,103	\$1,090	\$991
Weighted-average number of shares outstanding:			
Basic	1,375	1,395	1,381
Diluted	1,387	1,410	1,387
Earnings per common share from continuing operations:			

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Basic	\$0.79	\$0.79	\$0.76
Diluted	0.79	0.78	0.76
Earnings per common share:			
Basic	\$0.80	\$0.78	\$0.72
Diluted	0.80	0.77	0.71
Cash dividends declared per common share	0.18	0.10	0.04
See notes to consolidated financial statements.			

Table of ContentsREGIONS FINANCIAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Year Ended December 31			
	2014	2013	2012	
	(In millions)			
Net income	\$1,155	\$1,122	\$1,120	
Other comprehensive income (loss), net of tax:				
Unrealized losses on securities transferred to held to maturity:				
Unrealized losses on securities transferred to held to maturity during the period (net of zero, (\$43) and zero tax effect, respectively)	—	(68)	) —	
Less: reclassification adjustments for amortization of unrealized losses on securities transferred to held to maturity (net of (\$5), (\$3) and zero tax effect, respectively)	(9	) (4	) —	
Net change in unrealized losses on securities transferred to held to maturity, net of tax	9	(64	) —	
Unrealized gains (losses) on securities available for sale:				
Unrealized holding gains (losses) arising during the period (net of \$131, (\$268) and \$90 tax effect, respectively)	214	(441	) 145	
Less: reclassification adjustments for securities gains (losses) realized in net income (net of \$10, \$9 and \$17 tax effect, respectively)	17	17	31	
Net change in unrealized gains (losses) on securities available for sale, net of tax	197	(458	) 114	
Unrealized gains (losses) on derivative instruments designated as cash flow hedges:				
Unrealized holding gains (losses) on derivatives arising during the period (net of \$60, (\$15) and \$31 tax effect, respectively)	96	(25	) 51	
Less: reclassification adjustments for gains (losses) realized in net income (net of \$48, \$33 and \$25 tax effect, respectively)	78	53	42	
Net change in unrealized gains (losses) on derivative instruments, net of tax	18	(78	) 9	
Defined benefit pension plans and other post employment benefits:				
Net actuarial gains (losses) arising during the period (net of (\$97), \$108 and (\$19) tax effect, respectively)	(159	) 171	(36	)
Less: reclassification adjustments for amortization of actuarial loss and prior service cost realized in net income (net of (\$9), (\$25) and (\$25) tax effect, respectively)	(16	) (45	) (47	)
Net change from defined benefit pension plans and other post employment benefits, net of tax	(143	) 216	11	
Other comprehensive income (loss), net of tax	81	(384	) 134	
Comprehensive income	\$1,236	\$738	\$1,254	
See notes to consolidated financial statements.				



Table of Contents

REGIONS FINANCIAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

	Preferred Stock Shares	Preferred Amount	Common Stock Shares	Common Amount	Additional Paid-In Capital	Retained Earnings (Deficit)	Treasury Stock, At Cost	Accumulated Other Comprehensive Income (Loss), Net	Total
(In millions, except per share data)									
BALANCE AT JANUARY 1, 2012	4	\$3,419	1,259	\$13	\$18,855	\$(4,322)	\$(1,397)	\$(69)	\$16,499
Net income	—	—	—	—	—	1,120	—	—	1,120
Net change in unrealized gains and losses on securities available for sale, net of tax and reclassification adjustment	—	—	—	—	—	—	—	114	114
Net change in unrealized gains and losses on derivative instruments, net of tax and reclassification adjustment	—	—	—	—	—	—	—	9	9
Net change from employee benefit plans, net of tax	—	—	—	—	—	—	—	11	11
Cash dividends declared—\$0.04 per share	—	—	—	—	(54)	—	—	—	(54)
Preferred dividends:									
U.S. Treasury preferred stock dividends	—	—	—	—	—	(44)	—	—	(44)
Preferred stock dividends	—	(4)	—	—	—	—	—	—	(4)
Preferred stock transactions:									
Discount accretion	—	10	—	—	—	(10)	—	—	—
Repurchase of Series A preferred stock issued to the U.S. Treasury and associated accelerated accretion	(4)	(3,429)	—	—	—	(71)	—	—	(3,500)
Repurchase of warrant from the U.S. Treasury	—	—	—	—	(45)	—	—	—	(45)
Net proceeds from issuance of 500 thousand shares of Series A, non-cumulative perpetual preferred stock, including related surplus	1	486	—	—	—	—	—	—	486
Common stock transactions:									
Net proceeds from issuance of 153 million shares of common stock	—	—	153	2	873	—	—	—	875

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Impact of stock transactions under compensation plans, net	—	—	1	—	23	(11	)	20	—	32
BALANCE AT DECEMBER 31, 2012	1	\$482	1,413	\$15	\$19,652	\$(3,338)	\$(1,377)	\$65		\$15,499
Net income	—	—	—	—	—	1,122	—	—		1,122
Unrealized losses on securities transferred to held to maturity, net of tax	—	—	—	—	—	—	—	(68	)	(68
Amortization of unrealized losses on securities transferred to held to maturity, net of tax	—	—	—	—	—	—	—	4		4
Net change in unrealized gains and losses on securities available for sale, net of tax and reclassification adjustment	—	—	—	—	—	—	—	(458	)	(458
Net change in unrealized gains and losses on derivative instruments, net of tax and reclassification adjustment	—	—	—	—	—	—	—	(78	)	(78
Net change from employee benefit plans, net of tax	—	—	—	—	—	—	—	216		216
Cash dividends declared—\$0.10 per share	—	—	—	—	(138	)	—	—		(138
Preferred stock dividends	—	(32	)	—	—	—	—	—		(32
Common stock transactions:										
Impact of share repurchase	—	—	(36	)	(1	)	(339	)	—	(340
Impact of stock transactions under compensation plans, net	—	—	1	—	41	—	—	—		41
BALANCE AT DECEMBER 31, 2013	1	\$450	1,378	\$14	\$19,216	\$(2,216)	\$(1,377)	\$(319	)	\$15,768
Net income	—	—	—	—	—	1,155	—	—		1,155
Amortization of unrealized losses on securities transferred to held to maturity, net of tax	—	—	—	—	—	—	—	9		9
Net change in unrealized gains and losses on securities available for sale, net of tax and reclassification adjustment	—	—	—	—	—	—	—	197		197
Net change in unrealized gains and losses on derivative instruments, net of tax and reclassification adjustment	—	—	—	—	—	—	—	18		18
	—	—	—	—	—	—	—	(143	)	(143

Net change from employee benefit plans, net of tax									
Cash dividends declared—\$0.18 per share	—	—	—	—	(247)	)	—	—	(247)
Preferred stock dividends	—	(52)	)	—	—	—	—	—	(52)
Preferred stock transactions:									
Net proceeds from issuance of 500 thousand shares of Series B, fixed to floating rate, non-cumulative perpetual preferred stock, including related surplus	—	486	—	—	—	—	—	—	486
Common stock transactions:									
Impact of share repurchase	—	—	(26)	)	—	(256)	)	—	(256)
Impact of stock transactions under compensation plans, net	—	—	2	—	54	—	—	—	54
BALANCE AT DECEMBER 31, 2014	1	\$884	1,354	\$14	\$18,767	\$(1,061)	\$(1,377)	\$(238)	) \$16,989

See notes to consolidated financial statements.

Table of ContentsREGIONS FINANCIAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31		
	2014	2013	2012
	(In millions)		
Operating activities:			
Net income	\$1,155	\$1,122	\$1,120
Adjustments to reconcile net income to net cash from operating activities:			
Provision for loan losses	69	138	213
Depreciation, amortization and accretion, net	523	645	717
Provision (credit) for losses on other real estate, net	(14)	) 18	22
Securities (gains) losses, net	(27)	) (26)	) (48)
Gain on disposition of business	—	—	) (19)
Deferred income tax expense	195	379	434
Originations and purchases of loans held for sale	(2,506)	) (4,075)	) (6,321)
Proceeds from sales of loans held for sale	2,589	5,051	6,002
Gain on TDRs held for sale, net	(35)	) —	—
(Gain) loss on sale of loans, net	(108)	) (113)	) (165)
(Gain) loss on early extinguishment of debt	—	61	11
(Gain) loss on sale of other assets	—	) (24)	) —
Net change in operating assets and liabilities:			
Trading account securities	5	5	187
Other interest-earning assets	19	814	) (181)
Interest receivable and other assets	(187)	) 712	823
Other liabilities	421	) (915)	) (353)
Other	(3)	) 7	) (1)
Net cash from operating activities	2,096	3,799	2,441
Investing activities:			
Proceeds from maturities of securities held to maturity	178	76	5
Proceeds from sales of securities available for sale	1,741	3,828	2,571
Proceeds from maturities of securities available for sale	3,207	5,406	6,844
Purchases of securities available for sale	(5,965)	) (7,050)	) (11,571)
Proceeds from sales of loans	696	193	887
Purchases of loans	(1,077)	) (978)	) (882)
Purchases of mortgage servicing rights	(21)	) (28)	) —
Net change in loans	(2,287)	) (1,386)	) 2,478
Net purchases of premises and equipment and other assets	(242)	) (186)	) (180)
Proceeds from disposition of business, net of cash transferred	—	—	855
Net cash from investing activities	(3,770)	) (125)	) 1,007
Financing activities:			
Net change in deposits	1,747	(3,021)	) (153)
Net change in short-term borrowings	71	608	) (564)
Proceeds from long-term borrowings	—	750	—
Payments on long-term borrowings	(1,350)	) (1,719)	) (2,202)
Cash dividends on common stock	(247)	) (138)	) (54)
Cash dividends on preferred stock	(52)	) (32)	) (48)
Net proceeds from issuance of preferred stock	486	—	486
Net proceeds from issuance of common stock	—	—	875

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Repurchase of common stock	(256	) (340	) —
Repurchase of Series A preferred stock and warrant issued to the U.S. Treasury	—	—	(3,545 )
Other	6	2	1
Net cash from financing activities	405	(3,890	) (5,204 )
Net change in cash and cash equivalents	(1,269	) (216	) (1,756 )
Cash and cash equivalents at beginning of year	5,273	5,489	7,245
Cash and cash equivalents at end of year	\$4,004	\$5,273	\$5,489
See notes to consolidated financial statements.			

96

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Table of Contents

REGIONS FINANCIAL CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Regions Financial Corporation (“Regions” or the “Company”) provides a full range of banking and bank-related services to individual and corporate customers through its subsidiaries and branch offices located primarily in Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Iowa, Kentucky, Louisiana, Mississippi, Missouri, North Carolina, South Carolina, Tennessee, Texas and Virginia. The Company is subject to competition from other financial institutions, is subject to the regulations of certain government agencies and undergoes periodic examinations by certain of those regulatory authorities.

The accounting and reporting policies of Regions and the methods of applying those policies that materially affect the consolidated financial statements conform with accounting principles generally accepted in the United States (“GAAP”) and with general financial services industry practices. In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the balance sheet dates and revenues and expenses for the periods presented. Actual results could differ from the estimates and assumptions used in the consolidated financial statements including, but not limited to, the estimates and assumptions related to the allowance for credit losses, fair value measurements, intangibles, residential mortgage servicing rights and income taxes.

Regions has evaluated all subsequent events for potential recognition and disclosure through the filing date of this Annual Report on Form 10-K.

Certain amounts in prior period financial statements have been reclassified to conform to the current period presentation. For example, the "card and ATM fees" line item on the consolidated statements of income represents the combined amounts of credit card/bank card income and debit card and ATM related revenue. Debit card and ATM related revenue was previously included in the "service charges on deposit accounts" line item. Credit card/bank card income was previously included in the "other" non-interest income line item. These reclassifications are immaterial and have no effect on net income, comprehensive income (loss), total assets or total stockholders' equity as previously reported.

BASIS OF PRESENTATION AND PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of Regions, its subsidiaries and certain variable interest entities (“VIEs”). Significant intercompany balances and transactions have been eliminated. Regions considers a voting rights entity to be a subsidiary and consolidates it if Regions has a controlling financial interest in the entity. VIEs are consolidated if Regions has the power to direct the significant activities of the VIE that impact financial performance and has the obligation to absorb losses or the right to receive benefits that could potentially be significant (i.e., Regions is considered to be the primary beneficiary). The assessment of whether or not Regions is the primary beneficiary of a VIE is performed on an on-going basis. Investments in companies which are not VIEs, or where Regions is not the primary beneficiary of a VIE but in which Regions has significant influence over the operating and financing decisions, are accounted for using the equity method of accounting. These investments are included in other assets in the consolidated balance sheets at cost, adjusted to reflect the Company's portion of income, loss, or dividends to the investee. The maximum potential exposure to losses relative to investments in VIEs is generally limited to the sum of the outstanding balance, future funding commitments and any related loans to the entity. Loans to these entities are underwritten in substantially the same manner as are other loans and are generally secured. Refer to Note 2 for additional disclosures regarding Regions' significant VIEs.

Unconsolidated equity investments that do not meet the criteria to be accounted for under the equity method are accounted for under the cost method. Cost method investments are included in other assets in the consolidated balance sheets and dividends received or receivable from these investments are included as a component of other non-interest income in the consolidated statements of income.

DISCONTINUED OPERATIONS

On January 11, 2012, Regions entered into an agreement to sell Morgan Keegan & Company, Inc. (“Morgan Keegan”) and related affiliates. The transaction closed on April 2, 2012. Results of operations for the entities sold are presented

separately as discontinued operations for all periods presented on the consolidated statements of income. Other expenses related to the transaction are also included in discontinued operations. See Note 3 and Note 23 for further discussion.

#### CASH EQUIVALENTS AND CASH FLOWS

Cash equivalents include cash and due from banks, interest-bearing deposits in other banks, and federal funds sold and securities purchased under agreements to resell. Cash flows from loans, either originated or acquired, are classified at that time according to management's intent to either sell or hold the loan for the foreseeable future. When management's intent is to sell the loan, the cash flows of that loan are presented as operating cash flows. When management's intent is to hold the loan for the foreseeable future, the cash flows of that loan are presented as investing cash flows.

Table of Contents

The following table summarizes supplemental cash flow information for the years ended December 31:

	2014	2013	2012
	(In millions)		
Cash paid (received) during the period for:			
Interest on deposits and borrowings	\$314	\$416	\$644
Income taxes, net	296	54	80
Non-cash transfers:			
Loans held for sale and loans transferred to other real estate	125	227	297
Loans transferred to loans held for sale <sup>(1)</sup>	101	712	341
Loans held for sale transferred to loans	4	26	8
Properties transferred to held for sale	8	6	—
Reduction of indemnification reserves	—	—	51
Securities available for sale transferred to held to maturity	—	2,418	—

(1) During the fourth quarter of 2013, Regions transferred approximately \$535 million of primarily accruing restructured residential first mortgage loans to loans held for sale.

#### SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL AND SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE

Securities purchased under agreements to resell and securities sold under agreements to repurchase are treated as collateralized financing transactions. It is Regions' policy to take possession of securities purchased under resell agreements either through direct delivery or a tri-party agreement.

#### TRADING ACCOUNT SECURITIES

Trading account securities, which are primarily held for employee benefit purposes as a funding mechanism for related liabilities, consist of debt and marketable equity securities and are carried at estimated fair value. See the "Fair Value Measurements" section below for discussion of determining fair value. Gains and losses, both realized and unrealized, related to continuing operations are included in other non-interest income.

#### SECURITIES

Management determines the appropriate accounting classification of debt and equity securities at the time of purchase, based on intent, and periodically re-evaluates such designations. Debt securities are classified as securities held to maturity when the Company has the intent and ability to hold the securities to maturity. Securities held to maturity are presented at amortized cost. Debt securities not classified as securities held to maturity or trading account securities, and marketable equity securities not classified as trading account securities are classified as securities available for sale. Securities available for sale are presented at estimated fair value with changes in unrealized gains and losses, net of taxes, reported as a component of accumulated other comprehensive income (loss). See the "Fair Value Measurements" section below for discussion of determining fair value.

The amortized cost of debt securities classified as securities held to maturity and securities available for sale is adjusted for amortization of premiums and accretion of discounts to maturity, or in the case of mortgage-backed securities, over the estimated life of the security, using the interest method. Such amortization or accretion is included in interest income on securities. Realized gains and losses are included in net securities gains (losses). The cost of securities sold is based on the specific identification method.

The Company reviews its securities portfolio on a regular basis to determine if there are any conditions indicating that a security has other-than-temporary impairment. Factors considered in this determination include the length of time and the extent to which the market value has been below cost, the credit standing of the issuer, whether the Company expects to receive all scheduled principal and interest payments, 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. For debt securities, activity related to the credit loss component of other-than-temporary impairment is recognized in earnings as part of net securities gains (losses), and the portion of other-than-temporary impairment related to all other factors is recognized in other accumulated comprehensive income (loss). Additionally, the Company recognizes impairment of available for



sale equity securities when the cost basis is above the highest traded price within the past six months; the cost basis of the securities is adjusted to current estimated fair value with the entire offset recorded in the statement of income. Refer to Note 4 for further detail and information on securities.

Table of Contents**LOANS HELD FOR SALE**

Regions' loans held for sale generally include commercial loans, investor real estate loans and residential real estate mortgage loans. Loans held for sale are recorded at either estimated fair value, if the fair value option is elected, or the lower of cost or estimated fair value. Regions has elected to account for residential real estate mortgages originated with the intent to sell at fair value. Intent is established for these conforming residential real estate mortgage loans when Regions enters into an interest rate lock commitment. Gains and losses on these residential mortgage loans held for sale for which the fair value option has been elected are included in mortgage income. Regions also transfers certain commercial, investor real estate, and residential real estate mortgage portfolio loans to held for sale when management has the intent to sell in the near term. These held for sale loans are recorded at the lower of cost or estimated fair value. At the time of transfer, write-downs on the loans are recorded as charge-offs and a new cost basis is established. Any subsequent lower of cost or market adjustment is determined on an individual loan basis and is recognized as a valuation allowance with any charges included in other non-interest expense. Gains and losses on the sale of these loans are included in other non-interest expense when realized. See the "Fair Value Measurements" section below for discussion of determining estimated fair value.

**LOANS**

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are considered loans held for investment (or portfolio loans). Loans held for investment are carried at the principal amount outstanding, net of premiums, discounts, unearned income and deferred loan fees and costs. Regions' loan balance is comprised of commercial, investor real estate and consumer loans. Interest income on all types of loans is accrued based on the contractual interest rate and the principal amount outstanding, except for those loans classified as non-accrual. Premiums and discounts on purchased loans and non-refundable loan origination and commitment fees, net of direct costs of originating or acquiring loans, are deferred and recognized over the estimated lives of the related loans as an adjustment to the loans' effective yield, which is included in interest income on loans. See Note 5 for further detail and information on loans.

Regions engages in both direct and leveraged lease financing. The net investment in direct financing leases is the sum of all minimum lease payments and estimated residual values, less unearned income. Unearned income is recognized over the terms of the leases to produce a level yield. The net investment in leveraged leases is the sum of all lease payments (less non-recourse debt payments) and estimated residual values, less unearned income. Income from leveraged leases is recognized over the term of the leases based on the unrecovered equity investment.

Regions determines past due or delinquency status of a loan based on contractual payment terms.

Commercial and investor real estate loans are placed on non-accrual if any of the following conditions occur: 1) collection in full of contractual principal and interest is no longer reasonably assured (even if current as to payment status), 2) a partial charge-off has occurred, unless the loan has been brought current under its contractual terms (original or restructured terms) and the full originally contracted principal and interest is considered to be fully collectible, or 3) the loan is delinquent on any principal or interest for 90 days or more unless the obligation is secured by collateral having a net realizable value (estimated fair value less costs to sell) sufficient to fully discharge the obligation and the loan is in the legal process of collection. Factors considered regarding full collection include assessment of changes in borrower's cash flow, valuation of underlying collateral, ability and willingness of guarantors to provide credit support, and other conditions.

Charge-offs on commercial and investor real estate loans are primarily based on the facts and circumstances of the individual loan and occur when available information confirms the loan is not fully collectible and the loss is reasonably quantifiable. Factors considered in making these determinations are the borrower's and any guarantor's ability and willingness to pay, the status of the account in bankruptcy court (if applicable), and collateral value. Commercial and investor real estate loan relationships of \$250,000 or less are subject to charge-off or charge down to net realizable value at 180 days past due, based on collateral value.

Non-accrual and charge-off decisions for consumer loans are dictated by the Federal Financial Institutions Examination Council's ("FFIEC") Uniform Retail Credit Classification and Account Management Policy which establishes standards for the classification and treatment of consumer loans. Non-accrual status is driven by the

charge-off process as follows. If a consumer loan secured by real estate in a first lien position (residential first mortgage or home equity) becomes 180 days past due, Regions evaluates the loan for non-accrual status and potential charge-off based on net loan to value exposure. For home equity loans in a second lien position, the evaluation is performed at 120 days past due. If a loan is secured by collateral having a net realizable value sufficient to fully discharge the obligation, then a partial write-down is not necessary and the loan remains on accrual status, provided it is in the process of legal collection. If a partial charge-off is necessary as a result of the evaluation, then the remaining balance is placed on non-accrual. Consumer loans not secured by real estate are charged-off in full at either 120 days past due for closed-end loans, 180 days past due for open-end loans other than credit cards or the end of the month in which the loan becomes 180 days past due for credit cards.

When loans are placed on non-accrual status, the accrual of interest, amortization of loan premium, accretion of loan discount and amortization/accretion of deferred net loan fees/costs are discontinued. When a commercial or investor real estate loan is placed on non-accrual status, uncollected interest accrued in the current year is reversed and charged to interest income. Uncollected interest accrued from prior years on commercial and investor real estate loans placed on non-accrual status in the current year is

Table of Contents

charged against the allowance for loan losses. When a consumer loan is placed on non-accrual status, all uncollected interest accrued is reversed and charged to interest income due to immateriality. Interest collections on non-accrual loans are applied as principal reductions.

All loans on non-accrual status may be returned to accrual status and interest accrual resumed if both of the following conditions are met: 1) the loan is brought contractually current as to both principal and interest, and 2) future payments are reasonably expected to continue being received in accordance with the terms of the loan and repayment ability can be reasonably demonstrated.

**ALLOWANCE FOR CREDIT LOSSES**

Regions' allowance for credit losses ("allowance") consists of two components: the allowance for loan and lease losses, which is recorded as a contra-asset to loans, and the reserve for unfunded credit commitments, which is recorded in other liabilities. The allowance is reduced by actual losses (charge-offs) and increased by recoveries, if any. Regions charges losses against the allowance in the period the loss is confirmed. All adjustments to the allowance for loan losses are charged directly to expense through the provision for loan losses. All adjustments to the reserve for unfunded credit commitments are recorded in other non-interest expense.

The allowance is maintained at a level believed appropriate by management to absorb probable credit losses inherent in the loan and unfunded credit commitment portfolios in accordance with GAAP and regulatory guidelines.

Management's determination of the appropriateness of the allowance is a quarterly process and is based on an evaluation and rating of the loan portfolio segments, historical loan loss experience, current economic conditions, collateral values of properties securing loans, levels of problem loans, volume, growth, quality and composition of the loan portfolio, regulatory guidance, and other relevant factors. Changes in any of these, or other factors, or the availability of new information, could require that the allowance be adjusted in future periods. Actual losses could vary from management's estimates. Management attributes portions of the allowance to loans that it evaluates and determines to be impaired and to groups of loans that it evaluates collectively. However, the entire allowance is available to cover all charge-offs that arise from the loan portfolio.

**CALCULATION OF ALLOWANCE FOR CREDIT LOSSES****Commercial and Investor Real Estate Components****Impaired Loans**

Loans deemed to be impaired include non-accrual loans, excluding consumer loans, and all troubled debt restructurings ("TDRs"). Regions considers the current value of collateral, credit quality of any guarantees, guarantor's liquidity and willingness to cooperate, the loan structure, and other factors when evaluating whether an individual loan is impaired. Other factors may include the industry and geographic region of the borrower, size and financial condition of the borrower, cash flow and leverage of the borrower and Regions' evaluation of the borrower's management. For non-accrual commercial and investor real estate loans (including TDRs) equal to or greater than \$2.5 million, the allowance for loan losses is based on a note-level evaluation considering the facts and circumstances specific to each borrower. For these loans, Regions measures the level of impairment based on the present value of the estimated projected cash flows, the estimated value of the collateral or, if available, the observable market price.

Regions generally uses the estimated projected cash flow method to measure impairment. For commercial and investor real estate accruing TDRs and all non-accruing loans less than \$2.5 million, the allowance for loan losses is based on a discounted cash flow analysis performed at the note level, where estimated projected cash flows reflect credit losses based on statistical information (including historical default information) derived from loans with similar risk characteristics (e.g., credit quality indicator and product type) using probability of default ("PD") and loss-given default ("LGD") as described in the following paragraph.

**Non-Impaired Loans**

For all other commercial and investor real estate loans, the allowance for loan losses is calculated at a pool level based on credit quality indicators and product type. Statistically determined PDs and LGDs are calculated based on historical default and loss information for similar loans. The historical default and loss information is measured over a relevant period for each loan pool. The pool level allowance is calculated using the PD and LGD estimates and is adjusted as appropriate based on additional analysis of long-term average loss experience compared to previously forecasted

losses, external loss data and other risks identified from current economic conditions and credit quality trends. Various one year PD measurements are used in conjunction with life-of-loan LGD measurements to estimate incurred losses. As a result, losses are effectively covered over a two to three year period for loans that are currently in default and those estimated to default within the next twelve months.

Table of Contents**Consumer Components**

For consumer loans, the classes are segmented into pools of loans with similar risk characteristics. For most consumer loan pools, historical losses are the primary factor in establishing the allowance allocated to each pool. The twelve month loss rate is the basis for the allocation and it may be adjusted based on deteriorating trends, portfolio growth, or other factors determined by management to be relevant.

The allowance for loan losses for the residential first mortgage non-TDR pool is calculated based on a twelve-month historical loss rate segmented based on the following risk characteristics: past due and accrual status and further by geography, property use and amortization type for accruing, non-past due loans. The allowance for loan losses for residential first mortgage TDRs is calculated based on a discounted cash flow analysis on pools of homogeneous loans. Cash flows are projected using the restructured terms and then discounted at the original note rate. The projected cash flows assume a default rate, which is based on historical performance of residential first mortgage TDRs. The allowance for loan losses for the home equity pool is calculated based on a twelve-month historical loss rate segmented based on the following risk characteristics: lien position, TDR status, geography, non-accrual and past due status, and refreshed FICO scores for accruing, non-past due loans.

**Qualitative Factors**

While quantitative allowance methodologies strive to reflect all risk factors, any estimate involves assumptions and uncertainties resulting in some level of imprecision. Imprecision exists in the estimation process due to the inherent time lag of obtaining information and variations between estimates and actual outcomes. Regions adjusts the allowance in consideration of quantitative and qualitative factors which may not be directly measured in the note-level or pooled calculations, including, but not limited to:

- Credit quality trends,
- Loss experience in particular portfolios,
- Macroeconomic factors such as unemployment, real estate prices, or commodity pricing volatility,
- Changes in risk selection and underwriting standards,
- Shifts in credit quality of consumer customers which is not yet reflected in the historical data.

**Reserve for Unfunded Credit Commitments**

In order to estimate a reserve for unfunded commitments, Regions uses a process consistent with that used in developing the allowance for loan losses. The reserve is based on an exposure at default (“EAD”) multiplied by a PD multiplied by an LGD. The EAD is estimated based on an analysis of historical funding patterns for defaulted loans in various categories. The PD and LGD align with the statistically-calculated parameters used to calculate the allowance for loan losses for various pools, which are based on credit quality indicators and product type. The methodology applies to commercial and investor real estate credit commitments and standby letters of credit that are not unconditionally cancellable.

Refer to Note 6 for further discussion regarding the calculation of the allowance for credit losses.

**TROUBLED DEBT RESTRUCTURINGS (TDRs)**

TDRs are loans in which the borrower is experiencing financial difficulty at the time of restructuring, and Regions has granted a concession to the borrower. TDRs are undertaken in order to improve the likelihood of recovery on the loan and may take the form of modifications made with the stated interest rate lower than the current market rate for new debt with similar risk, other modifications to the structure of the loan that fall outside of normal underwriting policies and procedures, or in limited circumstances forgiveness of principal and/or interest. TDRs can involve loans remaining on non-accrual, moving to non-accrual, or continuing on accrual status, depending on the individual facts and circumstances of the borrower. TDRs are subject to policies governing accrual/non-accrual evaluation consistent with all other loans of the same product type as discussed in the “Loans” section above. All loans with the TDR designation are considered to be impaired, even if they are accruing. See the “Calculation of Allowance For Credit Losses” section above for Regions’ allowance for loan losses methodology related to TDRs.

The Customer Assistance Program (“CAP”) was designed to evaluate potential consumer loan participants as early as possible in the life cycle of the troubled loan (as described in Note 6). Many of the modifications are finalized without the borrower ever reaching the applicable number of days past due, and therefore the loan may never be placed on

non-accrual. Accordingly, given the positive impact of the restructuring on the likelihood of recovery of cash flows due under the modified terms, accrual status continues to be appropriate for these loans.

**PREMISES AND EQUIPMENT**

Premises and equipment are stated at cost, less accumulated depreciation and amortization, as applicable. Land is carried at cost. Depreciation expense is computed using the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized using the straight-line method over the estimated useful lives of the improvements (or the terms of the leases, if shorter). Generally, premises and leasehold improvements are depreciated or amortized over 7-40 years. Furniture

Table of Contents

and equipment are generally depreciated or amortized over 3-10 years. Premises and equipment are evaluated for impairment whenever events or circumstances indicate that the carrying value of the asset may not be recoverable. Maintenance and repairs are charged to non-interest expense in the consolidated statements of income. Improvements that extend the useful life of the asset are capitalized to the carrying value and depreciated. See Note 8 for detail of premises and equipment.

Regions enters into lease transactions for the right to use assets. These leases vary in term and, from time to time, include incentives and/or rent escalations. Examples of incentives include periods of “free” rent and leasehold improvement incentives. Regions recognizes incentives and escalations on a straight-line basis over the lease term as a reduction of or increase to rent expense, as applicable, within net occupancy expense in the consolidated statements of income.

**INTANGIBLE ASSETS**

Intangible assets include goodwill, which is the excess of cost over the fair value of net assets of acquired businesses, and other identifiable intangible assets. Other identifiable intangible assets include the following: 1) core deposit intangible assets, which are amounts recorded related to the value of acquired indeterminate maturity deposits, 2) amounts capitalized related to the value of acquired customer relationships, 3) amounts recorded related to employment agreements with certain individuals of acquired entities, and 4) the Fannie Mae Delegated Underwriting and Servicing (“DUS”) license. Core deposit intangibles and certain other identifiable intangibles are amortized on an accelerated basis over their expected useful lives.

The Company’s goodwill is tested for impairment on an annual basis in the fourth quarter, or more often if events or circumstances indicate that there may be impairment. Regions assesses the following indicators of goodwill impairment for each reporting period:

- Recent operating performance,
- Changes in market capitalization,
- Regulatory actions and assessments,
- Changes in the business climate (including legislation, legal factors and competition),
- Company-specific factors (including changes in key personnel, asset impairments, and business dispositions), and
- Trends in the banking industry.

Adverse changes in the economic environment, declining operations, or other factors could result in a decline in the implied estimated fair value of goodwill. A goodwill impairment test includes two steps. Step One, used to identify potential impairment, compares the estimated fair value of a reporting unit with its carrying amount, including goodwill. If the estimated fair value of a reporting unit exceeds its carrying amount, goodwill of the reporting unit is considered not impaired. If the carrying amount of a reporting unit exceeds its estimated fair value, the second step of the goodwill impairment test is performed to measure the amount of impairment loss, if any. Step Two of the goodwill impairment test compares the implied estimated fair value of reporting unit goodwill with the carrying amount of that goodwill. If the carrying amount of goodwill for that reporting unit exceeds the implied estimated fair value of that unit’s goodwill, an impairment loss is recognized in other non-interest expense in an amount equal to that excess. For purposes of performing Step One of the goodwill impairment test, Regions uses both income and market approaches to value its reporting units. The income approach, which is the primary valuation approach, consists of discounting projected long-term future cash flows, which are derived from internal forecasts and economic expectations for the respective reporting units. The significant inputs to the income approach include expected future cash flows, the long-term target equity ratios, and the discount rate.

Regions utilizes the capital asset pricing model (“CAPM”) in order to derive the base discount rate. The inputs to the CAPM include the 20-year risk-free rate, 5-year beta for a select peer set, and the market risk premium based on published data. To determine the estimated cost of equity for each reporting unit, a size premium is added (also based on a published source) as well as a company-specific risk premium (based on business model and market perception of risk) to the base discount rate.

Regions uses the guideline public company method and the guideline transaction method as the two market approaches. The public company method applies a value multiplier derived from each reporting unit’s peer group to



tangible book value (for Corporate Bank and Consumer Bank) or price to earnings (for Wealth Management) ratios and an implied control premium to the respective reporting unit. The control premium is evaluated and compared to similar financial services transactions considering the absolute and relative potential revenue synergies and cost savings. The transaction method applies a value multiplier to a financial metric of the reporting unit based on comparable observed purchase transactions in the financial services industry for the reporting unit (where available). For purposes of performing Step Two of the goodwill impairment test, if applicable, Regions compares the implied estimated fair value of the reporting unit goodwill with the carrying amount of that goodwill. In order to determine the implied estimated fair value, a full purchase price allocation would be performed in the same manner as if a business combination had occurred. As part of the Step Two analysis, Regions estimates the fair value of all of the assets and liabilities of the reporting unit, including

Table of Contents

unrecognized assets and liabilities. The related valuation methodologies for certain material financial assets and liabilities are discussed in the “Fair Value Measurements” section below.

Other identifiable intangible assets, primarily core deposit intangibles and purchased credit card relationships, are reviewed at least annually (usually in the fourth quarter) for events or circumstances that could impact the recoverability of the intangible asset. These events could include loss of core deposits, significant losses of credit card accounts and/or balances, increased competition or adverse changes in the economy. To the extent other identifiable intangible assets are deemed unrecoverable, impairment losses are recorded in other non-interest expense and reduce the carrying amount of the asset.

Refer to Note 9 for further detail and discussion of the results of the goodwill and other identifiable intangibles impairment tests.

**ACCOUNTING FOR TRANSFERS AND SERVICING OF FINANCIAL ASSETS**

Regions accounts for transfers of financial assets as sales when control over the transferred assets is surrendered. Control is generally considered to have been surrendered when 1) the transferred assets are legally isolated from the Company or its consolidated affiliates, even in bankruptcy or other receivership, 2) the transferee has the right to pledge or exchange the assets with no conditions that constrain the transferee and provide more than a trivial benefit to the Company, and 3) the Company does not maintain the obligation or unilateral ability to reclaim or repurchase the assets. If these sale criteria are met, the transferred assets are removed from the Company’s balance sheet and a gain or loss on sale is recognized. If not met, the transfer is recorded as a secured borrowing, and the assets remain on the Company’s balance sheet, the proceeds from the transaction are recognized as a liability, and gain or loss on sale is deferred until the sale criterion are achieved.

Regions has elected to account for its residential mortgage servicing assets using the fair value measurement method. Under the fair value measurement method, residential mortgage servicing assets are measured at estimated fair value each period with changes in fair value recorded as a component of mortgage income. The fair value of residential mortgage servicing rights is calculated using various assumptions including future cash flows, market discount rates, expected prepayment rates, servicing costs and other factors. A significant change in prepayments of residential mortgages in the servicing portfolio could result in significant changes in the valuation adjustments, thus creating potential volatility in the carrying amount of residential mortgage servicing rights. The valuation method relies on an option-adjusted spread (“OAS”) to consider prepayment risk and equate the asset's discounted cash flows to its market price. See the “Fair Value Measurements” section below for additional discussion regarding determination of fair value. Regions is a Fannie Mae DUS lender. The Fannie Mae DUS program provides liquidity to the multi-family housing market. Regions' related commercial mortgage servicing rights are recorded in other assets on the consolidated balance sheets at the lower of cost or estimated fair value and are amortized in proportion to, and over the estimated period that net servicing income is expected to be received based on projections of the amount and timing of estimated future net cash flows. The amount and timing of estimated future net cash flows are updated based on actual results and updated projections. Regions periodically evaluates its commercial mortgage servicing rights for impairment. Regions has a one-third loss share guarantee associated with the majority of the DUS servicing portfolio. The other two-thirds loss share guarantee is retained by Fannie Mae. The estimated fair value of the loss share guarantee is recorded in other liabilities on the consolidated balance sheets.

Refer to Note 7 for further information on servicing of financial assets.

**FORECLOSED PROPERTY AND OTHER REAL ESTATE**

Other real estate and certain other assets acquired in satisfaction of indebtedness (“foreclosure”) are carried in other assets at the lower of the recorded investment in the loan or estimated fair value less estimated costs to sell the property. At the date of transfer, if the recorded investment in the loan exceeds the property’s estimated fair value less estimated costs to sell, a write-down is recorded against the allowance. Regions allows a period of up to 60 days after the date of transfer to record finalized write-downs as charge-offs against the allowance in order to properly accumulate all related invoices and updated valuation information, if necessary. Subsequent to transfer, Regions obtains valuations from professional valuation experts and/or third party appraisers on at least an annual basis. See the “Fair Value Measurements” section below for additional discussion regarding determination of fair value. Subsequent to

transfer and the additional 60 days, any further write-downs are recorded as other non-interest expense. Gain or loss on the sale of foreclosed property and other real estate is included in other non-interest expense. At December 31, 2014 and 2013, the carrying values of foreclosed properties were approximately \$124 million and \$136 million, respectively.

From time to time, assets classified as premises and equipment are transferred to held for sale for various reasons. These assets are carried in other assets at the lower of the recorded investment in the asset or estimated fair value less estimated cost to sell based upon the property's appraised value at the date of transfer. Any write-downs of property held for sale are recorded as other non-interest expense.

#### DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES

The Company enters into derivative financial instruments to manage interest rate risk, facilitate asset/liability management strategies and manage other exposures. These instruments primarily include interest rate swaps, options on interest rate swaps,

Table of Contents

interest rate caps and floors, Eurodollar futures, forward rate contracts and forward sale commitments. All derivative financial instruments are recognized on the consolidated balance sheets as other assets or other liabilities, as applicable, at estimated fair value. Regions enters into master netting agreements with counterparties and/or requires collateral to cover exposures. In at least some cases, counterparties post collateral at a zero threshold regardless of credit rating.

Interest rate swaps are agreements to exchange interest payments based upon notional amounts. Interest rate swaps subject Regions to market risk associated with changes in interest rates, changes in interest rate volatility as well as the credit risk that the counterparty will fail to perform. Option contracts involve rights to buy or sell financial instruments on a specified date or over a period at a specified price. These rights do not have to be exercised. Some option contracts such as interest rate floors, involve the exchange of cash based on changes in specified indices.

Interest rate floors are contracts to hedge interest rate declines based on a notional amount. Interest rate floors subject Regions to market risk associated with changes in interest rates, changes in interest rate volatility, as well as the credit risk that the counterparty will fail to perform. Forward rate contracts are commitments to buy or sell financial instruments at a future date at a specified price or yield. Regions primarily enters into forward rate contracts on marketable instruments, which expose Regions to market risk associated with changes in the value of the underlying financial instrument, as well as the credit risk that the counterparty will fail to perform. Eurodollar futures are futures contracts on Eurodollar deposits. Eurodollar futures subject Regions to market risk associated with changes in interest rates. Because futures contracts are cash settled daily through a margining process in an exchange, there is minimal credit risk associated with Eurodollar futures. Forward sale commitments are sales of securities at a specified price at a future date. Forward sale commitments subject Regions to market risk associated with changes in market value, as well as the credit risk that the counterparty will fail to perform.

Derivative financial instruments that qualify for hedge accounting are designated, based on the exposure being hedged, as either fair value or cash flow hedges.

Fair value hedge relationships mitigate exposure to the change in fair value of an asset, liability or firm commitment. Under the fair value hedging model, gains or losses attributable to the change in fair value of the derivative instrument, as well as the gains and losses attributable to the change in fair value of the hedged item, are recognized in other non-interest expense in the period in which the change in fair value occurs. Hedge ineffectiveness is recognized as other non-interest expense to the extent the changes in fair value of the derivative do not offset the changes in fair value of the hedged item. The corresponding adjustment to the hedged asset or liability is included in the basis of the hedged item, while the corresponding change in the fair value of the derivative instrument is recorded as an adjustment to other assets or other liabilities, as applicable.

Cash flow hedge relationships mitigate exposure to the variability of future cash flows or other forecasted transactions. For cash flow hedge relationships, the effective portion of the gain or loss related to the derivative instrument is recognized as a component of accumulated other comprehensive income (loss). Ineffectiveness is measured by comparing the change in fair value of the respective derivative instrument and the change in fair value of a “perfectly effective” hypothetical derivative instrument. Ineffectiveness will be recognized in earnings only if it results from an overhedge. The ineffective portion of the gain or loss related to the derivative instrument, if any, is recognized in earnings as other non-interest expense during the period of change. Amounts recorded in accumulated other comprehensive income (loss) are recognized in earnings in the period or periods during which the hedged item impacts earnings.

The Company formally documents all hedging relationships between hedging instruments and the hedged items, as well as its risk management objective and strategy for entering into various hedge transactions. The Company performs periodic assessments to determine whether the hedging relationship has been highly effective in offsetting changes in fair values or cash flows of hedged items and whether the relationship is expected to continue to be highly effective in the future.

When a hedge is terminated or hedge accounting is discontinued because the hedged item no longer meets the definition of a firm commitment, or because it is probable that the forecasted transaction will not occur, the derivative will continue to be recorded as an other asset or other liability in the consolidated balance sheets at its estimated fair

value, with changes in fair value recognized in capital markets fee income and other. Any asset or liability that was recorded pursuant to recognition of the firm commitment is removed from the consolidated balance sheets and recognized in other non-interest expense. Gains and losses that were unrecognized and accumulated in accumulated other comprehensive income (loss) pursuant to the hedge of a forecasted transaction are recognized immediately in other non-interest expense.

Derivative contracts related to continuing operations that do not qualify for hedge accounting are classified as other assets or liabilities with gains and losses related to the change in fair value recognized in capital markets fee income and other or mortgage income, as applicable, in the statements of income during the period. These positions, as well as non-derivative instruments, are used to mitigate economic and accounting volatility related to customer derivative transactions, the mortgage pipeline and the fair value of residential mortgage servicing rights.

Regions enters into interest rate lock commitments, which are commitments to originate mortgage loans whereby the interest rate on the loan is determined prior to funding and the customers have locked into that interest rate.

Accordingly, such commitments are recorded at estimated fair value with changes in fair value recorded in mortgage income or capital markets fee income and other, as applicable. Regions also has corresponding forward sale commitments related to these interest rate lock commitments, which are recorded at estimated fair value with changes in fair value recorded in mortgage income or capital markets fee income

Table of Contents

and other, as applicable. See the “Fair Value Measurements” section below for additional information related to the valuation of interest rate lock commitments.

Regions enters into various derivative agreements with customers desiring protection from possible future market fluctuations. Regions manages the market risk associated with these derivative agreements in a trading portfolio. The contracts in this portfolio do not qualify for hedge accounting and are marked-to-market through earnings and included in other assets and other liabilities.

Concurrent with the election to use fair value measurement for residential mortgage servicing rights, Regions began using various derivative instruments to mitigate the impact of changes in the fair value of residential mortgage servicing rights in the statements of income. This effort may involve the use of various derivative instruments, including, but not limited to, forwards, futures, swaps and options. These derivatives are carried at estimated fair value, with changes in fair value reported in mortgage income.

Refer to Note 20 for further discussion and details of derivative financial instruments and hedging activities.

**INCOME TAXES**

The Company accounts for income taxes using the asset and liability method, which requires the recognition of deferred tax assets and liabilities for expected future tax consequences. Under this method, deferred tax assets and liabilities are determined by applying the federal and state tax rates to the differences between financial statement carrying amounts and the corresponding tax bases of assets and liabilities. Deferred tax assets are also recorded for any tax attributes, such as tax credit and net operating loss carryforwards. The net balance of deferred tax assets and liabilities is reported in other assets in the consolidated balance sheets. Any effect of a change in federal and state tax rates on deferred tax assets and liabilities is recognized in income tax expense in the period that includes the enactment date. The Company reflects the expected amount of income tax to be paid or refunded during the year as current income tax expense or benefit, as applicable.

The Company evaluates the realization of deferred tax assets based on all positive and negative evidence available at the balance sheet date. Realization of deferred tax assets is based on the Company’s judgments about relevant factors affecting their realization, including taxable income within any applicable carryback periods, future projected taxable income, reversal of taxable temporary differences and other tax-planning strategies to maximize realization of the deferred tax assets. A valuation allowance is recorded for any deferred tax assets that are not more-likely-than-not to be realized.

Income tax benefits generated from uncertain tax positions are accounted for using the recognition and cumulative-probability measurement thresholds. Based on the technical merits, if a tax benefit is not more-likely-than-not of being sustained upon examination, the Company records a liability for the recognized income tax benefit. If a tax benefit is more-likely-than-not of being sustained based on the technical merits, the Company utilizes the cumulative probability measurement and records an income tax benefit equivalent to the largest amount of tax benefit that is greater than 50 percent likely to be realized upon ultimate settlement with a taxing authority. The Company recognizes interest expense, interest income and penalties related to unrecognized tax benefits within current income tax expense.

Refer to Note 19 for further discussion regarding income taxes.

**TREASURY STOCK AND SHARE REPURCHASES**

The purchase of the Company’s common stock is recorded at cost. At the date of repurchase, stockholders' equity is reduced by the repurchase price. Upon retirement, or upon purchase for constructive retirement, treasury stock would be reduced by the cost of such stock with the excess of repurchase price over par or stated value recorded in additional paid-in capital. If the Company subsequently reissues treasury shares, treasury stock is reduced by the cost of such stock with differences recorded in additional paid-in capital or retained earnings, as applicable.

Pursuant to recent share repurchase programs, shares repurchased were immediately retired, and therefore were not included in treasury stock. The Company's policy related to these share repurchases is to reduce its common stock based on the par value of the shares repurchased and to reduce its additional paid-in capital for the excess of the repurchase price over the par value.



Table of Contents**SHARE-BASED PAYMENTS**

Regions sponsors stock plans which most commonly include restricted stock (i.e., unvested common stock), restricted stock units, performance stock units and stock options. The Company accounts for share-based payments under the fair value recognition provisions whereby compensation cost is measured based on the estimated fair value of the award at the grant date and is recognized in the consolidated financial statements on a straight-line basis over the requisite service period for service-based awards. The fair value of restricted stock, restricted stock units or performance stock units is determined based on the closing price of Regions' common stock on the date of grant. Historical data is also used to estimate future employee attrition, which is used to calculate an expected forfeiture rate. The fair value of stock options where vesting is based on service is estimated at the date of grant using a Black-Scholes option pricing model and related assumptions. As compensation cost is recognized, a deferred tax asset is recorded that represents an estimate of the future tax deduction from exercise or release of restrictions. At the time the share-based awards are exercised, cancelled, expire, or restrictions are released, the Company may be required to recognize an adjustment to tax expense depending on the market price of the Company's common stock at that time. See Note 16 for further discussion and details of share-based payments.

**EMPLOYEE BENEFIT PLANS**

Regions uses an expected long-term rate of return applied to the fair market value of assets as of the beginning of the year and the expected cash flows during the year for calculating the expected investment return on all pension plan assets. As a minimum, amortization of the net gain or loss included in accumulated other comprehensive income resulting from experience different from that assumed and from changes in assumptions is included as a component of net periodic benefit cost if, as of the beginning of the year, that net gain or loss exceeds 10% of the greater of the projected benefit obligation or the market value of plan assets. If amortization is required, the minimum amortization is that excess divided by the average remaining service period of active participating employees expected to receive benefits under the plan. Regions uses a third-party actuary to compute the remaining service period of active participating employees. This period reflects expected turnover, pre-retirement mortality, and other applicable employee demographics.

**REVENUE RECOGNITION**

The largest source of revenue for Regions is interest income. Interest income is recognized using the interest method driven by nondiscretionary formulas based on written contracts, such as loan agreements or securities contracts. Credit-related fees, including letter of credit fees, and fees related to credit cards are recognized in non-interest income when earned. Regions recognizes commission revenue and exchange and clearance fees on a trade-date basis. Other types of non-interest revenues, such as service charges on deposits, interchange income on credit cards and trust revenues, are accrued and recognized into income as services are provided and the amount of fees earned are reasonably determinable.

**PER SHARE AMOUNTS**

Earnings per common share is calculated by dividing net income available to common shareholders by the weighted-average number of common shares outstanding during the period. Diluted earnings per common share is calculated by dividing net income available to common shareholders by the weighted-average number of common shares outstanding during the period, plus the effect of outstanding stock options and stock performance awards if dilutive. Refer to Note 15 for additional information.

**FAIR VALUE MEASUREMENTS**

Fair value guidance establishes a framework for using fair value to measure assets and liabilities and defines fair value 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). 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. Required disclosures include stratification of balance sheet amounts measured at fair value based on inputs the Company uses to derive fair value measurements. These strata include:

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Level 1 valuations, where the valuation is based on quoted market prices for identical assets or liabilities traded in active markets (which include exchanges and over-the-counter markets with sufficient volume),  
Level 2 valuations, where the valuation is based on quoted market prices for similar instruments traded in active markets, 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, and  
Level 3 valuations, where the valuation is generated from model-based techniques that use significant assumptions not observable in the market, but observable based on Company-specific data. 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.

Table of Contents**ITEMS MEASURED AT FAIR VALUE ON A RECURRING BASIS**

Trading account securities, securities available for sale, certain mortgage loans held for sale, residential mortgage servicing rights, derivative assets and derivative liabilities are recorded at fair value on a recurring basis. Below is a description of valuation methodologies for these assets and liabilities.

Trading account securities and securities available for sale consist of U.S. Treasuries, obligations of states and political subdivisions, mortgage-backed securities (including agency securities), other debt securities and equity securities.

U.S. Treasuries are valued based on quoted market prices of identical assets on active exchanges. Pricing received for U.S. Treasuries from third-party services is based on a market approach using dealer quotes from multiple active market makers and real-time trading systems. These valuations are Level 1 measurements.

Mortgage-backed securities are valued primarily using data from third-party pricing services for similar securities as applicable. Pricing from these third-party services is generally based on a market approach using observable inputs such as benchmark yields, reported trades, broker/dealer quotes, benchmark securities, to be announced (“TBA”) prices, issuer spreads, bids and offers, monthly payment information, and collateral performance, as applicable. These valuations are Level 2 measurements. Where such comparable data is not available, the Company develops valuations based on assumptions that are not readily observable in the market place; these valuations are Level 3 measurements. Obligations of states and political subdivisions are generally based on data from third-party pricing services. The valuations are based on a market approach using observable inputs such as benchmark yields, Municipal Securities Rulemaking Board (“MSRB”) reported trades, material event notices and new issue data. These valuations are Level 2 measurements. Where such comparable data is not available, the Company develops valuations based on assumptions that are not readily observable in the market place; these valuations are Level 3 measurements.

Other debt securities are valued based on Level 1, 2 and 3 measurements, depending on pricing methodology selected and are valued primarily using data from third-party pricing services. Pricing from these third-party services is generally based on a market approach using observable inputs such as benchmark yields, reported trades, broker/dealer quotes, issuer spreads, benchmark securities, bids and offers, and Trade Reporting and Compliance Engine (“TRACE”) reported trades.

Equity securities are valued based on quoted market prices of identical assets on active exchanges; these valuations are Level 1 measurements.

Regions’ trading account securities and the majority of securities available for sale are valued using third-party pricing services. To validate pricing related to investment securities held in the trading account securities portfolios, pricing received from third-party pricing services is compared to available market data for reasonableness and/or pricing information from other third-party pricing services.

To validate pricing related to liquid investment securities, which represent the vast majority of the available for sale portfolio (e.g., mortgage-backed securities), Regions compares price changes received from the third-party pricing service to overall changes in market factors in order to validate the pricing received. To validate pricing received on less liquid investment securities in the available for sale portfolio, Regions receives pricing from third-party brokers/dealers on a sample of securities that are then compared to the pricing received. The pricing service uses standard observable inputs when available, for example: benchmark yields, reported trades, broker-dealer quotes, issuer spreads, benchmark securities, and bids and offers, among others. For certain security types, additional inputs may be used, or some inputs may not be applicable. It is not customary for Regions to adjust the pricing received for the available for sale portfolio. In the event that prices are adjusted, Regions classifies the measurement as a Level 3 measurement.

Mortgage loans held for sale consist of residential first mortgage loans held for sale that are valued based on traded market prices of similar assets where available and/or discounted cash flows at market interest rates, adjusted for securitization activities that include servicing value and market conditions, a Level 2 measurement. Regions has elected to measure certain residential mortgage loans held for sale at fair value by applying the fair value option (see additional discussion under the “Fair Value Option” section in Note 21).

Residential mortgage servicing rights are valued using an option-adjusted spread valuation approach, a Level 3 measurement. The underlying assumptions and estimated values are periodically corroborated by values received from an independent third party. See Note 7 for information regarding the servicing of financial assets and additional details regarding the assumptions relevant to this valuation.

Derivative assets and liabilities, which primarily consist of interest rate contracts that include futures, options and swaps, are included in other assets and other liabilities (as applicable) on the consolidated balance sheets. Interest rate swaps are predominantly traded in over-the-counter markets and, as such, values are determined using widely accepted discounted cash flow models, which are Level 2 measurements. These discounted cash flow models use projections of future cash payments/receipts that are discounted at mid-market rates. The assumed cash flows are sourced from an assumed yield curve, which is consistent with industry standards and conventions. These valuations are adjusted for the unsecured credit risk at the reporting date, which

Table of Contents

considers collateral posted and the impact of master netting agreements. For options and futures contracts traded in over-the-counter markets, values are determined using discounted cash flow analyses and option pricing models based on market rates and volatilities, which are Level 2 measurements. Interest rate lock commitments on loans intended for sale, treasury locks and credit derivatives are valued using option pricing models that incorporate significant unobservable inputs, and therefore are Level 3 measurements.

**ITEMS MEASURED AT FAIR VALUE ON A NON-RECURRING BASIS**

From time to time, certain assets may be recorded at fair value on a non-recurring basis. These non-recurring fair value adjustments typically are a result of the application of lower of cost or fair value accounting or a write-down occurring during the period. For example, if the fair value of an asset in these categories falls below its cost basis, it is considered to be at fair value at the end of the period of the adjustment. In periods where there is no adjustment, the asset is generally not considered to be at fair value. The following is a description of the valuation methodologies used for certain assets that are recorded at fair value.

Foreclosed property and other real estate is carried in other assets at the lower of the recorded investment in the loan or fair value less estimated costs to sell the property. The fair value for foreclosed property that is based on either observable transactions of similar instruments or formally committed sale prices is classified as a Level 2 measurement. If no formally committed sale price is available, Regions also obtains valuations from professional valuation experts and/or third party appraisers. Updated valuations are obtained on at least an annual basis. Foreclosed property exceeding established dollar thresholds is valued based on appraisals. Appraisals are performed by third-parties with appropriate professional certifications and conform to generally accepted appraisal standards as evidenced by the Uniform Standards of Professional Appraisal Practice. Regions' policies related to appraisals conform to regulations established by the Financial Institutions Reform, Recovery and Enforcement Act of 1989 and other regulatory guidance. Professional valuations are considered Level 2 measurements because they are based largely on observable inputs. Regions has a centralized appraisal review function that is responsible for reviewing appraisals for compliance with banking regulations and guidelines as well as appraisal standards. Based on these reviews, Regions may make adjustments to the market value conclusions determined in the appraisals of real estate (either as other real estate or loans held for sale) when the appraisal review function determines that the valuation is based on inappropriate assumptions or where the conclusion is not sufficiently supported by the market data presented in the appraisal. Adjustments to the market value conclusions are discussed with the professional valuation experts and/or third-party appraisers; the magnitude of the adjustments that are not mutually agreed upon is insignificant. In either event, adjustments, if made, must be based on sufficient information available to support an alternate opinion of market value. An estimated standard discount factor, which is updated at least annually, is applied to the appraisal amount for certain commercial and investor real estate properties when the recorded investment in the loan is transferred into foreclosed property. Internally adjusted valuations are considered Level 3 measurements as management uses assumptions that may not be observable in the market.

Loans held for sale for which the fair value option has not been elected are recorded at the lower of cost or fair value and therefore are reported at fair value on a non-recurring basis. The fair values for commercial loans held for sale that are based on formally committed loan sale prices or valuations performed using observable inputs are classified as a Level 2 measurement. If no formally committed sales price is available, a professional valuation is obtained, consistent with the process described above for foreclosed property and other real estate.

Certain residential first mortgage loans were transferred to held for sale status late in the fourth quarter of 2013. These loans were written down to their estimated fair value upon transfer based on estimated third-party valuations utilizing recent sales data for similar transactions. Broker opinion statements were also obtained as additional evidence to support the estimated third-party valuations. The discounts taken were intended to represent the perspective of a market participant, considering among other things, required investor returns which include liquidity discounts reflected in similar bulk transactions. These unobservable inputs are considered Level 3 measurements.

**FAIR VALUE OF FINANCIAL INSTRUMENTS**

The following methods and assumptions were used by the Company in estimating fair values of financial instruments that are not disclosed above:

Cash and cash equivalents: The carrying amounts reported in the consolidated balance sheets and cash flows approximate the estimated fair values. Because these amounts generally relate to either currency or highly liquid assets, these are considered Level 1 valuations.

Securities held to maturity: The fair values of securities held to maturity are estimated in the same manner as the corresponding securities available for sale, which are measured at fair value on a recurring basis.

Loans, (excluding leases), net of unearned income and allowance for loan losses: A discounted cash flow method under the income approach is utilized to estimate the fair value of the loan portfolio. The discounted cash flow method relies upon assumptions about the amount and timing of principal and interest payments, principal prepayments, and estimates of principal defaults, loss given default, and current market interest rates (excluding credit). The loan portfolio is aggregated into categories

Table of Contents

based on loan type and credit quality. For each loan category, weighted average statistics, such as coupon rate, age, and remaining term are calculated. These are Level 3 valuations.

Other interest-earning assets: The carrying amounts reported in the consolidated balance sheets approximate the estimated fair values. While these instruments are not actively traded in the market, the majority of the inputs required to value them are actively quoted and can be validated through external sources. Accordingly, these are Level 2 valuations.

Deposits: The fair value of non-interest-bearing demand accounts, interest-bearing transaction accounts, savings accounts, money market accounts and certain other time deposit accounts is the amount payable on demand at the reporting date (i.e., the carrying amount). Fair values for certificates of deposit are estimated by using discounted cash flow analyses, based on market spreads to benchmark rates. These are Level 2 valuations.

Short-term and long-term borrowings: The carrying amounts of short-term borrowings reported in the consolidated balance sheets approximate the estimated fair values, and are considered Level 2 measurements as similar instruments are traded in active markets. The fair values of certain long-term borrowings are estimated using quoted market prices of identical instruments in active markets and are considered Level 1 measurements. The fair values of certain long term borrowings are estimated using quoted market prices of identical instruments in non-active markets and are considered Level 2 valuations. Otherwise, valuations are based on a combination of non-binding broker quotes and quoted prices for identical instruments in non-active markets and are considered Level 3 valuations.

Loan commitments and letters of credit: The estimated fair values for these off-balance sheet instruments are based on probabilities of funding to project future loan fundings, which are discounted using the loan methodology described above. The premiums/discounts are adjusted for the time value of money over the average remaining life of the commitments and the opportunity cost associated with regulatory requirements. Because the probabilities of funding and loan valuations are not observable in the market and are considered Company specific inputs, these are Level 3 valuations.

Indemnification obligation: The estimated fair value of the indemnification obligation was determined through the use of a present value calculation that takes into account the future cash flows that a market participant would expect to receive from holding the indemnification liability as an asset. Regions performed a probability-weighted cash flow analysis and discounted the result at a credit-adjusted risk free rate. Because the future cash flows and probability weights are Company-specific inputs, this is a Level 3 valuation. See Note 23 for further information regarding the indemnification obligation.

See Note 21 for additional information related to fair value measurements.

**RECENT ACCOUNTING PRONOUNCEMENTS AND ACCOUNTING CHANGES**

In July 2013, the Financial Accounting Standards Board ("FASB") issued final guidance on the presentation of certain unrecognized tax benefits in the financial statements. This guidance requires unrecognized tax benefits to be presented as a decrease in a deferred tax asset for a net operating loss carryforward, similar tax loss or tax credit carryforward if certain criteria are met. In situations in which a net operating loss carryforward, a similar tax loss or tax credit carryforward is not available at the reporting date under the tax law of the jurisdiction or the tax law of the jurisdiction does not require, and the entity does not intend to use the deferred tax asset for such purpose, the unrecognized tax benefit will be presented in the financial statements as a liability and will not be combined with deferred tax assets. This guidance became effective for fiscal years and interim periods within those years beginning after December 15, 2013 and was adopted by Regions on a prospective basis with the first quarter of 2014 financial reporting. The guidance did not have a material impact upon adoption.

**FUTURE APPLICATION OF ACCOUNTING STANDARDS**

In January 2014, the FASB issued new accounting guidance related to the accounting for investments in qualified affordable housing projects. The guidance allows the holder of low income housing tax credit ("LIHTC") investments to apply a proportional amortization method that would recognize the cost of the investment as a part of income tax expense, provided that the investment meets certain criteria. The guidance is silent regarding statement of financial position classification. Regions believes it would not be appropriate to classify the investment as a deferred tax asset. The decision to apply the proportional amortization method is an accounting policy election. Entities may also elect to

continue to account for these investments using the equity method. The guidance will be applied retrospectively and is effective for fiscal years, and interim periods within those years, beginning after December 15, 2014. Regions intends to adopt this guidance with the first quarter of 2015 financial reporting, and it will be applied retrospectively to all prior periods presented. Regions believes the proportional amortization method more accurately reflects the economics of tax credit investments. The cumulative effect to retained earnings (deficit) as of January 1, 2015 of adopting this guidance was not material.

In January 2014, the FASB issued new accounting guidance regarding the reclassification of residential real estate collateralized consumer mortgage loans upon foreclosures. The guidance requires reclassification of a consumer mortgage loan to other real estate owned upon obtaining legal title to the residential property, which could occur either through foreclosure or through a deed in lieu of foreclosure or similar legal agreement. The existence of a borrower redemption right will not prevent the lender from reclassifying a loan to other real estate once the lender obtains legal title to the property. In addition, entities are required to disclose the amount of foreclosed residential real estate properties and the recorded investment in residential real estate

Table of Contents

mortgage loans in the process of foreclosure on both an interim and annual basis. The guidance may be applied prospectively or on a modified retrospective basis in fiscal years, and interim periods within those fiscal years, beginning after December 15, 2014. Early adoption is permitted. Regions believes that adoption of this guidance will not have a material impact to its consolidated financial statements.

In May 2014, the FASB and the International Accounting Standards Board (“IASB”) jointly issued a comprehensive new revenue recognition standard that will supersede nearly all existing revenue recognition guidance under U.S. GAAP and International Financial Reporting Standards (“IFRS”). The standard’s core principle is that an entity will recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The guidance may be applied retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initial application recognized at the date of initial application for fiscal years and interim periods within those years beginning after December 15, 2016. Early application is not permitted. Regions is in the process of reviewing the potential impact the adoption of this guidance will have to its consolidated financial statements.

In June 2014, the FASB issued new accounting guidance that requires two accounting changes related to the transfer and servicing of repurchase agreements and similar transactions. First, the amendments in the update change the accounting for repurchase-to-maturity transactions to secured borrowing accounting. Second, for repurchase financing arrangements, the amendments require separate accounting for a transfer of a financial asset executed contemporaneously with a repurchase agreement with the same counterparty, which will result in secured borrowing accounting for the repurchase agreement. The amendments in the update also require certain disclosures for transfers of financial assets and repurchase agreements. The accounting changes are effective for fiscal years and interim periods within those years beginning after December 15, 2014. The changes should be applied as a cumulative-effect adjustment to retained earnings at the beginning of the period of adoption. The disclosure of certain transactions accounted for as a sale is required to be presented for fiscal years and interim periods within those years beginning after December 15, 2014 and the disclosure for repurchase agreements, securities lending transactions, and repurchase-to-maturity transactions accounted for as secured borrowing is required to be presented for fiscal years beginning after December 15, 2014, and for interim periods beginning after March 15, 2015. Early application is not permitted. Regions believes that adoption of this guidance will not have a material impact to its consolidated financial statements.

In June 2014, the FASB issued new accounting guidance regarding share-based grants that requires a performance target that affects vesting and that could be achieved after the requisite service period to be treated as a performance condition. An entity should apply existing guidance that relates to awards with performance conditions that affect vesting to account for such awards. The guidance may be applied prospectively or retrospectively and is effective for fiscal years and interim periods within those years beginning after December 15, 2015. Early adoption is permitted. This guidance will not have a material impact upon adoption as Regions has no share-based grants with performance targets that could be achieved after the requisite service period.

In August 2014, the FASB issued new accounting guidance regarding the classification and measurement of foreclosed mortgage loans that are guaranteed by the government (including loans guaranteed by the FHA and the VA). The guidance addresses diversity in practice by requiring creditors to derecognize the mortgage loan upon foreclosure and to recognize a separate other receivable if the following conditions are met: (a) the government guarantee of the loan is not separable from the loan before foreclosure; (b) upon foreclosure, the creditor has the intent to convey the real estate to the guarantor and to make a claim on the guarantee, and also has the ability to make a recovery under the claim; and (c) claim amounts based on the fair value of the property are fixed upon foreclosure. Upon foreclosure, the separate other receivable should be measured based on the amount of the loan balance (principal and interest) expected to be recovered from the guarantor. The guidance may be applied prospectively or on a modified retrospective basis in fiscal years, and interim periods within those fiscal years, beginning after December 15, 2014. The transition method applied should be the same as the transition method applied upon implementation of the new accounting guidance issued in January 2014, described above, regarding the reclassification of residential real estate collateralized consumer mortgage loans upon foreclosures. Early adoption is permitted. Regions believes that



adoption of this guidance will not have a material impact to its consolidated financial statements.

In August 2014, the FASB issued new accounting guidance to offer a measurement alternative for reporting entities that consolidate a collateralized financing entity ("CFE") in which the financial assets and financial liabilities are measured at fair value, with changes in fair values reflected in earnings. Under the measurement alternative, the reporting entity could elect to measure both the CFE's financial assets and financial liabilities using the fair value of either the CFE's financial assets or financial liabilities, whichever is more observable. This guidance is effective for the first quarter of 2015 financial reporting period. Regions believes that adoption of this guidance will not have a material impact to its consolidated financial statements.

In August 2014, the FASB issued new accounting guidance that requires management to evaluate whether there are conditions and events that raise substantial doubt about an entity's ability to continue as a going concern. The guidance is intended to incorporate into GAAP a requirement that management perform a going concern evaluation similar to the auditor's evaluation required by standards issued by the Public Company Accounting Oversight Board ("PCAOB") and American Institute of Certified Public Accountants ("AICPA"). The guidance is effective for all entities for annual periods ending after December 15, 2016 and for annual and interim periods thereafter. Early application is permitted. Regions believes the adoption of this guidance will not have a material impact to its consolidated financial statements.

Table of Contents

In November 2014, the FASB issued new accounting guidance on determining whether the host contract in a hybrid financial instrument issued in the form of a share is more akin to debt or equity. The purpose of the guidance is to eliminate the use of different methods in practice and thereby reduce existing diversity under GAAP in the accounting for hybrid financial instruments issued in the form of a share. The guidance addresses the resulting diversity in practice by requiring an entity (an issuer or an investor) to determine the nature of the host contract by considering all stated and implied substantive terms and features of the hybrid financial instrument, weighing each term and feature on the basis of relevant facts and circumstances. The guidance should be applied on a modified retrospective basis to existing hybrid financial instruments issued in the form of a share as of the beginning in fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Retrospective application is permitted to all relevant prior periods. Regions believes the adoption of this guidance will not have a material impact to its consolidated financial statements.

In January 2015, the FASB issued new accounting guidance related to the simplification of the income statement presentation by eliminating the concept of extraordinary items. Presentation and disclosure requirements for items that are unusual in nature or infrequently occurring will be retained. The guidance may be applied prospectively or on retrospective basis in fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted. Entities that elect prospective application will be required, at transition, to disclose both the nature and amount of an item included in income from continuing operations after adoption that relates to an adjustment of an item previously separately classified and presented as an extraordinary item before adoption, if applicable. Regions does not currently report any extraordinary items on its income statement; therefore, adoption of this guidance will not have a material impact to its consolidated financial statements.

**NOTE 2. VARIABLE INTEREST ENTITIES**

Regions is involved in various entities that are considered to be VIEs, as defined by authoritative accounting literature. Generally, a VIE is a corporation, partnership, trust or other legal structure that either does not have equity investors with substantive voting rights or has equity investors that do not provide sufficient financial resources for the entity to support its activities. The following discusses the VIEs in which Regions has a significant interest.

Regions periodically invests in various limited partnerships that sponsor affordable housing projects, which are funded through a combination of debt and equity. These partnerships meet the definition of a VIE. Due to the nature of the management activities of the general partner, Regions is not the primary beneficiary of these partnerships and accounts for these investments in other assets on the consolidated balance sheets using the equity method. Regions reports its equity share of the partnership gains and losses as an adjustment to non-interest income. Regions reports its commitments to make future investments in other liabilities on the consolidated balance sheets. The Company also receives tax credits, which are reported as a reduction of income tax expense (or increase to income tax benefit) related to these transactions. Additionally, Regions has short-term construction loans or letters of credit commitments with certain limited partnerships. The funded portion of the short-term loans and letters of credit is classified as commercial and industrial loans or investor real estate construction loans, as applicable, in Note 5. Regions also has long-term mortgage loans with certain limited partnerships. These long-term loans are classified as investor real estate mortgage loans in Note 5.

A summary of Regions' equity method investments and related loans and letters of credit, representing Regions' maximum exposure to loss as of December 31 is as follows:

	2014	2013
	(In millions)	
Equity method investments included in other assets	\$944	\$863
Unfunded commitments included in other liabilities	271	267
Short-term construction loans and letters of credit commitments	233	227
Funded portion of short-term loans and letters of credit	122	110

Table of Contents

## NOTE 3. DISCONTINUED OPERATIONS

On January 11, 2012, Regions entered into a stock purchase agreement to sell Morgan Keegan and related affiliates to Raymond James Financial, Inc. ("Raymond James"). The transaction closed on April 2, 2012. Regions Investment Management, Inc. (formerly known as Morgan Asset Management, Inc.) and Regions Trust were not included in the sale. In connection with the closing of the sale, Regions agreed to indemnify Raymond James for all litigation matters related to pre-closing activities. See Note 23 for related disclosure.

The following table represents the condensed results of operations for discontinued operations:

	Year Ended December 31			
	2014	2013	2012	
	(In millions, except per share data)			
Interest income	\$—	\$—	\$8	
Interest expense	—	—	1	
Net interest income	—	—	7	
Non-interest income:				
Brokerage, investment banking and capital markets	—	—	233	
Gain on sale	—	—	19	
Insurance proceeds	19	—	—	
Other	—	—	12	
Total non-interest income	19	—	264	
Non-interest expense:				
Salaries and employee benefits	—	—	171	
Net occupancy expense	—	—	9	
Furniture and equipment expense	—	—	8	
Professional and legal expenses	(3	) 23	152	
Other	1	1	30	
Total non-interest expense	(2	) 24	370	
Income (loss) from discontinued operations before income taxes	21	(24	) (99	)
Income tax expense (benefit)	8	(11	) (40	)
Income (loss) from discontinued operations, net of tax	\$13	\$(13	) \$(59	)
Earnings (loss) per common share from discontinued operations:				
Basic	\$0.01	\$(0.01	) \$(0.04	)
Diluted	\$0.01	\$(0.01	) \$(0.04	)

Table of Contents

## NOTE 4. SECURITIES

The amortized cost, gross unrealized gains and losses, and estimated fair value of securities held to maturity and securities available for sale are as follows:

	December 31, 2014				Not recognized in OCI		
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Carrying Value	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
(In millions)							
Securities held to maturity:							
U.S. Treasury securities	\$1	\$—	\$—	\$1	\$—	\$—	\$1
Federal agency securities	350	—	(12 )	338	6	—	344
Mortgage-backed securities:							
Residential agency	1,698	—	(71 )	1,627	35	(1 )	1,661
Commercial agency	216	—	(7 )	209	—	(6 )	203
	\$2,265	\$—	\$(90 )	\$2,175	\$41	\$(7 )	\$2,209
Securities available for sale:							
U.S. Treasury securities	\$176	\$—	\$—	\$176			\$176
Federal agency securities	233	2	—	235			235
Obligations of states and political subdivisions	2	—	—	2			2
Mortgage-backed securities:							
Residential agency	15,788	283	(33 )	16,038			16,038
Residential non-agency	7	1	—	8			8
Commercial agency	1,959	14	(9 )	1,964			1,964
Commercial non-agency	1,489	14	(9 )	1,494			1,494
Corporate and other debt securities	1,980	36	(26 )	1,990			1,990
Equity securities	662	12	(1 )	673			673
	\$22,296	\$362	\$(78 )	\$22,580			\$22,580

Table of Contents

December 31, 2013							
	Recognized in OCI <sup>(1)</sup>			Not recognized in OCI			Estimated Fair Value
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Carrying Value	Gross Unrealized Gains	Gross Unrealized Losses	
(In millions)							
Securities held to maturity:							
U.S. Treasury securities	\$1	\$—	\$—	\$1	\$—	\$—	\$1
Federal agency securities	351	—	(15 )	336	—	(3 )	333
Mortgage-backed securities:							
Residential agency	1,878	—	(81 )	1,797	—	(37 )	1,760
Commercial agency	227	—	(8 )	219	—	(6 )	213
	\$2,457	\$—	\$(104 )	\$2,353	\$—	\$(46 )	\$2,307
Securities available for sale:							
U.S. Treasury securities	\$56	\$—	\$—	\$56			\$56
Federal agency securities	88	1	—	89			89
Obligations of states and political subdivisions	5	—	—	5			5
Mortgage-backed securities:							
Residential agency	15,664	183	(170 )	15,677			15,677
Residential non-agency	8	1	—	9			9
Commercial agency	947	4	(16 )	935			935
Commercial non-agency	1,232	12	(33 )	1,211			1,211
Corporate and other debt securities	2,855	44	(72 )	2,827			2,827
Equity securities	664	12	—	676			676
	\$21,519	\$257	\$(291 )	\$21,485			\$21,485

(1) The gross unrealized losses recognized in other comprehensive income (OCI) on held to maturity securities resulted from a transfer of available for sale securities to held to maturity in the second quarter of 2013.

During the second quarter of 2013, Regions transferred securities with a fair value of \$2.4 billion from available for sale to held to maturity. Management determined it has both the positive intent and ability to hold these securities to maturity. The securities were reclassified at fair value at the time of transfer and represented a non-cash transaction. Accumulated other comprehensive income included net pre-tax unrealized losses of \$111 million on the securities at the date of transfer. These unrealized losses and the offsetting OCI components are being amortized into net interest income over the remaining life of the related securities as a yield adjustment, resulting in no impact on future net income.

Equity securities in the tables above included the following amortized cost related to Federal Reserve Bank stock and Federal Home Loan Bank (“FHLB”) stock. Shares in the Federal Reserve Bank and FHLB are accounted for at amortized cost, which approximates fair value.

	December 31, 2014	December 31, 2013
(In millions)		
Federal Reserve Bank	\$488	\$472
Federal Home Loan Bank	39	67

Securities with carrying values of \$12.1 billion and \$12.5 billion at December 31, 2014 and 2013, respectively, were pledged to secure public funds, trust deposits and certain borrowing arrangements.



Table of Contents

The amortized cost and estimated fair value of securities available for sale and securities held to maturity at December 31, 2014, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Amortized Cost (In millions)	Estimated Fair Value
Securities held to maturity:		
Due in one year or less	\$—	\$—
Due after one year through five years	351	345
Due after five years through ten years	—	—
Mortgage-backed securities:		
Residential agency	1,698	1,661
Commercial agency	216	203
	\$2,265	\$2,209
Securities available for sale:		
Due in one year or less	\$89	\$89
Due after one year through five years	774	786
Due after five years through ten years	1,196	1,192
Due after ten years	332	336
Mortgage-backed securities:		
Residential agency	15,788	16,038
Residential non-agency	7	8
Commercial agency	1,959	1,964
Commercial non-agency	1,489	1,494
Equity securities	662	673
	\$22,296	\$22,580

The following tables present gross unrealized losses and the related estimated fair value of securities available for sale and held to maturity at December 31, 2014 and 2013. For securities transferred to held to maturity from available for sale, the analysis in the tables below is comparing the securities' original amortized cost to its current estimated fair value. These securities are segregated between investments that have been in a continuous unrealized loss position for less than twelve months and twelve months or more.

Table of Contents

December 31, 2014						
	Less Than Twelve Months		Twelve Months or More		Total	
	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses
	(In millions)					
Securities held to maturity:						
Federal agency securities	\$—	\$—	\$344	\$(6)	\$344	\$(6)
Mortgage-backed securities:						
Residential agency	—	—	1,659	(37)	1,659	(37)
Commercial agency	—	—	203	(13)	203	(13)
	\$—	\$—	\$2,206	\$(56)	\$2,206	\$(56)
Securities available for sale:						
U.S. Treasury securities	\$74	\$—	\$3	\$—	\$77	\$—
Federal agency securities	—	—	3	—	3	—
Mortgage-backed securities:						
Residential agency	1,178	(5)	2,587	(28)	3,765	(33)
Commercial agency	464	(4)	316	(5)	780	(9)
Commercial non-agency	242	(1)	500	(8)	742	(9)
All other securities	400	(7)	455	(20)	855	(27)
	\$2,358	\$(17)	\$3,864	\$(61)	\$6,222	\$(78)
December 31, 2013						
	Less Than Twelve Months		Twelve Months or More		Total	
	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses
	(In millions)					
Securities held to maturity:						
Federal agency securities	\$190	\$(9)	\$142	\$(8)	\$332	\$(17)
Mortgage-backed securities:						
Residential agency	1,236	(77)	521	(41)	1,757	(118)
Commercial agency	212	(15)	—	—	212	(15)
	\$1,638	\$(101)	\$663	\$(49)	\$2,301	\$(150)
Securities available for sale:						
U.S. Treasury securities	\$15	\$—	\$1	\$—	\$16	\$—
Federal agency securities	3	—	9	—	12	—
Mortgage-backed securities:						
Residential agency	6,153	(161)	270	(9)	6,423	(170)
Commercial agency	610	(17)	—	—	610	(17)
Commercial non-agency	711	(30)	62	(3)	773	(33)
All other securities	1,422	(58)	209	(13)	1,631	(71)
	\$8,914	\$(266)	\$551	\$(25)	\$9,465	\$(291)



The number of individual securities in an unrealized loss position in the tables above decreased from 1,052 at December 31, 2013 to 827 at December 31, 2014. The decrease in the number of securities and the total amount of unrealized losses from year-end 2013 was primarily due to changes in interest rates. In instances where an unrealized loss did occur, there was no indication of an adverse change in credit on any of the underlying securities in the tables above. Except as described below, management believes no individual unrealized loss represented an other-than-temporary impairment as of those dates. The Company does not intend to sell, and it is not more likely than not that the Company will be required to sell, the securities before the recovery of their amortized cost basis, which may be at maturity.

Table of Contents

At the end of the second and fourth quarters of 2014, the Company had made the decision to sell a cumulative amount of approximately \$339 million of certain other securities available for sale where the subsequent sale was not completed prior to quarter-end. Since the Company intended to sell these securities, each security reflecting an unrealized loss was considered to have an other-than-temporary impairment. The table below reflects total other-than-temporary impairment losses recorded during 2014.

Gross realized gains and gross realized losses on sales of securities available for sale, as well as other-than-temporary-impairment losses, for years ended December 31 are shown in the table below. The cost of securities sold is based on the specific identification method.

	2014	2013	2012
	(In millions)		
Gross realized gains	\$38	\$55	\$49
Gross realized losses	(8	) (29	) (1
Other-than-temporary-impairment ("OTTI")	(3	) —	—
Securities gains, net	\$27	\$26	\$48

## NOTE 5. LOANS

The following table presents the distribution of Regions' loan portfolio by segment and class, net of unearned income as of December 31:

	2014	2013
	(In millions)	
Commercial and industrial	\$32,732	\$29,413
Commercial real estate mortgage—owner-occupied	8,263	9,495
Commercial real estate construction—owner-occupied	407	310
Total commercial	41,402	39,218
Commercial investor real estate mortgage	4,680	5,318
Commercial investor real estate construction	2,133	1,432
Total investor real estate	6,813	6,750
Residential first mortgage	12,315	12,163
Home equity	10,932	11,294
Indirect	3,642	3,075
Consumer credit card	1,009	948
Other consumer	1,194	1,161
Total consumer	29,092	28,641
Total loans, net of unearned income <sup>(1)</sup>	\$77,307	\$74,609

<sup>(1)</sup> Loans are presented net of unearned income, unamortized discounts and premiums and net deferred loan costs of \$504 million and \$576 million at December 31, 2014 and 2013, respectively.

During 2014 and 2013, Regions purchased approximately \$1.1 billion and \$978 million, respectively, in indirect loans from a third party.

The following tables include details regarding Regions' investment in leveraged leases included within the commercial and industrial loan portfolio class as of and for the years ended December 31:

	2014	2013
	(In millions)	
Rentals receivable	\$402	\$442
Estimated residuals on leveraged leases	281	304
Unearned income on leveraged leases	332	387



Table of Contents

	2014	2013	2012
	(In millions)		
Pre-tax income from leveraged leases	\$38	\$45	\$43
Income tax expense on income from leveraged leases	33	37	35

The income above does not include leveraged lease termination gains of \$10 million, \$39 million and \$14 million with related income tax expense of \$10 million, \$33 million and \$11 million for the years ended December 31, 2014, 2013 and 2012, respectively.

At December 31, 2014, \$13.1 billion in loans held by Regions were pledged to secure borrowings from the FHLB. At December 31, 2014, an additional \$29.8 billion of loans held by Regions were pledged to the Federal Reserve Bank.

**NOTE 6. ALLOWANCE FOR CREDIT LOSSES**

Regions determines the appropriate level of the allowance on at least a quarterly basis. The methodology is described in Note 1 "Summary of Significant Accounting Policies."

**ROLLFORWARD OF ALLOWANCE FOR CREDIT LOSSES**

The following tables present analyses of the allowance for credit losses by portfolio segment for the years ended December 31, 2014, 2013 and 2012. The total allowance for loan losses and the related loan portfolio ending balances are then disaggregated to detail the amounts derived through individual evaluation and collective evaluation for impairment. The allowance for loan losses related to individually evaluated loans is attributable to reserves for non-accrual loans and leases greater than or equal to \$2.5 million and all troubled debt restructurings ("TDRs"). The allowance for loan losses and the loan portfolio ending balances related to collectively evaluated loans is attributable to the remainder of the portfolio.

	2014			
	Commercial	Investor Real Estate	Consumer	Total
	(In millions)			
Allowance for loan losses, January 1, 2014	\$711	\$236	\$394	\$1,341
Provision (credit) for loan losses	55	(89)	) 103	69
Loan losses:				
Charge-offs	(179)	) (24)	) (270)	) (473)
Recoveries	67	27	72	166
Net loan losses	(112)	) 3	(198)	) (307)
Allowance for loan losses, December 31, 2014	654	150	299	1,103
Reserve for unfunded credit commitments, January 1, 2014	63	12	3	78
Provision (credit) for unfunded credit losses	(6)	) (4)	) (3)	) (13)
Reserve for unfunded credit commitments, December 31, 2014	57	8	—	65
Allowance for credit losses, December 31, 2014	\$711	\$158	\$299	\$1,168
Portion of ending allowance for loan losses:				
Individually evaluated for impairment	\$186	\$65	\$78	\$329
Collectively evaluated for impairment	468	85	221	774
Total allowance for loan losses	\$654	\$150	\$299	\$1,103
Portion of loan portfolio ending balance:				
Individually evaluated for impairment	\$742	\$417	\$856	\$2,015
Collectively evaluated for impairment	40,660	6,396	28,236	75,292
Total loans evaluated for impairment	\$41,402	\$6,813	\$29,092	\$77,307



Table of Contents

	2013			
	Commercial	Investor Real Estate	Consumer	Total
	(In millions)			
Allowance for loan losses, January 1, 2013	\$847	\$469	\$603	\$1,919
Provision (credit) for loan losses	103	(203)	) 238	138
Loan losses:				
Charge-offs	(312)	) (70)	) (516)	) (898)
Recoveries	73	40	69	182
Net loan losses	(239)	) (30)	) (447)	) (716)
Allowance for loan losses, December 31, 2013	711	236	394	1,341
Reserve for unfunded credit commitments, January 1, 2013	69	10	4	83
Provision (credit) for unfunded credit losses	(6)	) 2	(1)	) (5)
Reserve for unfunded credit commitments, December 31, 2013	63	12	3	78
Allowance for credit losses, December 31, 2013	\$774	\$248	\$397	\$1,419
Portion of ending allowance for loan losses:				
Individually evaluated for impairment	\$230	\$118	\$98	\$446
Collectively evaluated for impairment	481	118	296	895
Total allowance for loan losses	\$711	\$236	\$394	\$1,341
Portion of loan portfolio ending balance:				
Individually evaluated for impairment	\$1,022	\$761	\$883	\$2,666
Collectively evaluated for impairment	38,196	5,989	27,758	71,943
Total loans evaluated for impairment	\$39,218	\$6,750	\$28,641	\$74,609
	2012			
	Commercial	Investor Real Estate	Consumer	Total
	(In millions)			
Allowance for loan losses, January 1, 2012	\$1,030	\$991	\$724	\$2,745
Provision (credit) for loan losses	144	(295)	) 364	213
Loan losses:				
Charge-offs	(404)	) (272)	) (547)	) (1,223)
Recoveries	77	45	62	184
Net loan losses	(327)	) (227)	) (485)	) (1,039)
Allowance for loan losses, December 31, 2012	847	469	603	1,919
Reserve for unfunded credit commitments, January 1, 2012	30	26	22	78
Provision (credit) for unfunded credit losses	39	(16)	) (18)	) 5
Reserve for unfunded credit commitments, December 31, 2012	69	10	4	83
Allowance for credit losses, December 31, 2012	\$916	\$479	\$607	\$2,002
Portion of ending allowance for loan losses:				
Individually evaluated for impairment	\$214	\$211	\$196	\$621
Collectively evaluated for impairment	633	258	407	1,298
Total allowance for loan losses	\$847	\$469	\$603	\$1,919
Portion of loan portfolio ending balance:				

Individually evaluated for impairment	\$1,047	\$1,257	\$1,653	\$3,957
Collectively evaluated for impairment	36,024	6,465	27,549	70,038
Total loans evaluated for impairment	\$37,071	\$7,722	\$29,202	\$73,995

#### PORTFOLIO SEGMENT RISK FACTORS

The following describe the risk characteristics relevant to each of the portfolio segments.

**Commercial**—The commercial loan portfolio segment includes commercial and industrial 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, which are loans for long-term

Table of Contents

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. Collection risk in this portfolio is driven by the creditworthiness of underlying borrowers, particularly cash flow from customers' business operations. Investor Real Estate—Loans for real estate development are repaid through cash flow related to the operation, sale or refinance of the property. This portfolio segment 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 segment is comprised of loans secured by residential product types (land, single-family and condominium loans) within Regions' markets. Additionally, these loans are made to finance income-producing properties such as apartment buildings, office and industrial buildings, and retail shopping centers. Loans in this portfolio segment are particularly sensitive to valuation of real estate.

Consumer—The consumer loan portfolio segment includes residential first mortgage, home equity, indirect, consumer credit card, and other consumer loans. 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. 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 at the time the loan or line is secured directly affect the amount of credit extended. Additionally, changes in these values impact the depth of potential losses. Indirect lending, which is lending initiated through third-party business partners, is largely comprised of loans made through automotive dealerships. Consumer credit card includes Regions branded consumer credit card accounts. Other consumer loans include direct consumer installment loans and overdrafts. Loans in this portfolio segment are sensitive to unemployment and other key consumer economic measures.

**CREDIT QUALITY INDICATORS**

The following tables present credit quality indicators for the loan portfolio segments and classes, excluding loans held for sale, as of December 31, 2014 and 2013. Commercial and investor real estate loan portfolio segments are detailed by categories related to underlying credit quality and probability of default. Regions assigns these categories at loan origination and reviews the relationship utilizing a risk-based approach on, at minimum, an annual basis or at any time management becomes aware of information affecting the borrowers' ability to fulfill their obligations. Both quantitative and qualitative factors are considered in this review process. These categories are utilized to develop the associated allowance for credit losses.

Pass—includes obligations where the probability of default is considered low;

Special Mention—includes obligations that have potential weakness which may, if not reversed or corrected, weaken the credit or inadequately protect the Company's position at some future date. Obligations in this category may also be subject to economic or market conditions which may, in the future, have an adverse effect on debt service ability;

Substandard Accrual—includes obligations that exhibit a well-defined weakness which presently jeopardizes debt repayment, even though they are currently performing. These obligations are characterized by the distinct possibility that the Company may incur a loss in the future if these weaknesses are not corrected; and

Non-accrual—includes obligations where management has determined that full payment of principal and interest is in doubt.

Substandard accrual and non-accrual loans are often collectively referred to as "classified". Special mention, substandard accrual and non-accrual loans are often collectively referred to as "criticized and classified". Classes in the consumer portfolio segment are disaggregated by accrual status.



Table of Contents

	2014				
	Pass	Special Mention	Substandard Accrual	Non-accrual	Total
	(In millions)				
Commercial and industrial	\$31,492	\$ 626	\$362	\$252	\$32,732
Commercial real estate mortgage—owner-occupied	7,425	315	285	238	8,263
Commercial real estate construction—owner-occupied	387	9	8	3	407
Total commercial	\$39,304	\$ 950	\$655	\$493	\$41,402
Commercial investor real estate mortgage	\$4,152	\$ 234	\$171	\$123	\$4,680
Commercial investor real estate construction	2,060	22	49	2	2,133
Total investor real estate	\$6,212	\$ 256	\$220	\$125	\$6,813
			Accrual (In millions)	Non-accrual	Total
Residential first mortgage			\$12,206	\$109	\$12,315
Home equity			10,830	102	10,932
Indirect			3,642	—	3,642
Consumer credit card			1,009	—	1,009
Other consumer			1,194	—	1,194
Total consumer			\$28,881	\$211	\$29,092
					\$77,307
	2013				
	Pass	Special Mention	Substandard Accrual	Non-accrual	Total
	(In millions)				
Commercial and industrial	\$28,282	\$395	\$479	\$257	\$29,413
Commercial real estate mortgage—owner-occupied	8,593	191	408	303	9,495
Commercial real estate construction—owner-occupied	264	25	4	17	310
Total commercial	\$37,139	\$611	\$891	\$577	\$39,218
Commercial investor real estate mortgage	\$4,479	\$269	\$332	\$238	\$5,318
Commercial investor real estate construction	1,335	47	40	10	1,432
Total investor real estate	\$5,814	\$316	\$372	\$248	\$6,750
			Accrual (In millions)	Non-accrual	Total
Residential first mortgage			\$12,017	\$146	\$12,163
Home equity			11,183	111	11,294
Indirect			3,075	—	3,075
Consumer credit card			948	—	948
Other consumer			1,161	—	1,161
Total consumer			\$28,384	\$257	\$28,641



Table of Contents

## AGING ANALYSIS

The following tables include an aging analysis of days past due (DPD) for each portfolio segment and class as of December 31, 2014 and 2013:

	2014						
	Accrual Loans						
	30-59 DPD	60-89 DPD	90+ DPD	Total 30+ DPD	Total Accrual	Non-accrual	Total
	(In millions)						
Commercial and industrial	\$16	\$7	\$7	\$30	\$32,480	\$252	\$32,732
Commercial real estate mortgage—owner-occupied	21	13	5	39	8,025	238	8,263
Commercial real estate construction—owner-occupied	1	—	—	1	404	3	407
Total commercial	38	20	12	70	40,909	493	41,402
Commercial investor real estate mortgage	17	3	3	23	4,557	123	4,680
Commercial investor real estate construction	—	—	—	—	2,131	2	2,133
Total investor real estate	17	3	3	23	6,688	125	6,813
Residential first mortgage	99	64	247	410	12,206	109	12,315
Home equity	73	38	63	174	10,830	102	10,932
Indirect	43	10	7	60	3,642	—	3,642
Consumer credit card	8	5	12	25	1,009	—	1,009
Other consumer	13	4	3	20	1,194	—	1,194
Total consumer	236	121	332	689	28,881	211	29,092
	\$291	\$144	\$347	\$782	\$76,478	\$829	\$77,307
	2013						
	Accrual Loans						
	30-59 DPD	60-89 DPD	90+ DPD	Total 30+ DPD	Total Accrual	Non-accrual	Total
	(In millions)						
Commercial and industrial	\$29	\$14	\$6	\$49	\$29,156	\$257	\$29,413
Commercial real estate mortgage—owner-occupied	30	26	6	62	9,192	303	9,495
Commercial real estate construction—owner-occupied	—	—	—	—	293	17	310
Total commercial	59	40	12	111	38,641	577	39,218
Commercial investor real estate mortgage	29	6	6	41	5,080	238	5,318
Commercial investor real estate construction	4	1	—	5	1,422	10	1,432
Total investor real estate	33	7	6	46	6,502	248	6,750
Residential first mortgage	130	74	248	452	12,017	146	12,163
Home equity	95	51	75	221	11,183	111	11,294
Indirect	39	11	5	55	3,075	—	3,075
Consumer credit card	8	5	12	25	948	—	948
Other consumer	14	5	4	23	1,161	—	1,161

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Total consumer	286	146	344	776	28,384	257	28,641
	\$378	\$193	\$362	\$933	\$73,527	\$1,082	\$74,609

122

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Table of Contents

## IMPAIRED LOANS

The following tables present details related to the Company's impaired loans as of December 31, 2014 and 2013. Loans deemed to be impaired include all TDRs and all non-accrual commercial and investor real estate loans, excluding leases. Loans which have been fully charged-off do not appear in the tables below.

## Non-accrual Impaired Loans 2014

	Book Value <sup>(3)</sup>			Impaired Loans on Non-accrual Status with No Related Allowance	Impaired Loans on Non-accrual Status with Related Allowance	Related Allowance for Loan Losses	Coverage % <sup>(4)</sup>
	Unpaid Principal Balance <sup>(1)</sup>	Charge-offs and Payments Applied <sup>(2)</sup>	Total Impaired Loans on Non-accrual Status				
	(Dollars in millions)						
Commercial and industrial	\$286	\$36	\$250	\$11	\$239	\$83	41.6 %
Commercial real estate mortgage—owner-occupied	267	29	238	43	195	69	36.7
Commercial real estate construction—owner-occupied	3	—	3	—	3	1	33.3
Total commercial	556	65	491	54	437	153	39.2
Commercial investor real estate mortgage	162	39	123	26	97	30	42.6
Commercial investor real estate construction	3	1	2	—	2	1	66.7
Total investor real estate	165	40	125	26	99	31	43.0
Residential first mortgage	79	26	53	—	53	7	41.8
Home equity	22	7	15	—	15	1	36.4
Total consumer	101	33	68	—	68	8	40.6
	\$822	\$138	\$684	\$80	\$604	\$192	40.1 %

## Accruing Impaired Loans 2014

	Unpaid Principal Balance <sup>(1)</sup>	Charge-offs and Payments Applied <sup>(2)</sup>	Book Value <sup>(3)</sup>	Related Allowance for Loan Losses	Coverage % <sup>(4)</sup>
	(Dollars in millions)				
Commercial and industrial	\$102	\$3	\$99	\$17	19.6 %
Commercial real estate mortgage—owner-occupied	162	10	152	16	16.0
Total commercial	264	13	251	33	17.4
Commercial investor real estate mortgage	267	8	259	28	13.5
Commercial investor real estate construction	33	—	33	6	18.2
Total investor real estate	300	8	292	34	14.0
Residential first mortgage	426	11	415	57	16.0
Home equity	359	6	353	13	5.3
Indirect	1	—	1	—	—
Consumer credit card	2	—	2	—	—

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Other consumer	17	—	17	—	—	
Total consumer	805	17	788	70	10.8	
	\$1,369	\$38	\$1,331	\$137	12.8	%

123

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Table of Contents

	Total Impaired Loans 2014						Coverage % <sup>(4)</sup>		
	Unpaid Principal Balance <sup>(1)</sup>	Charge-offs and Payments Applied <sup>(2)</sup>	Total Impaired Loans	Book Value <sup>(3)</sup> Impaired Loans with Related Allowance	Impaired Loans with Related Allowance	Related Allowance for Loan Losses			
	(Dollars in millions)								
Commercial and industrial	\$388	\$39	\$349	\$11	\$338	\$100	35.8	%	
Commercial real estate mortgage—owner-occupied	429	39	390	43	347	85	28.9		
Commercial real estate construction—owner-occupied	3	—	3	—	3	1	33.3		
Total commercial	820	78	742	54	688	186	32.2		
Commercial investor real estate mortgage	429	47	382	26	356	58	24.5		
Commercial investor real estate construction	36	1	35	—	35	7	22.2		
Total investor real estate	465	48	417	26	391	65	24.3		
Residential first mortgage	505	37	468	—	468	64	20.0		
Home equity	381	13	368	—	368	14	7.1		
Indirect	1	—	1	—	1	—	—		
Consumer credit card	2	—	2	—	2	—	—		
Other consumer	17	—	17	—	17	—	—		
Total consumer	906	50	856	—	856	78	14.1		
	\$2,191	\$176	\$2,015	\$80	\$1,935	\$329	23.0	%	

(1) Unpaid principal balance represents the contractual obligation due from the customer and includes the net book value plus charge-offs and payments applied.

(2) Charge-offs and payments applied represents cumulative partial charge-offs taken, as well as interest payments received that have been applied against the outstanding principal balance.

(3) Book value represents the unpaid principal balance less charge-offs and payments applied; it is shown before any allowance for loan losses.

(4) Coverage % represents charge-offs and payments applied plus the related allowance as a percent of the unpaid principal balance.

	Non-accrual Impaired Loans 2013						Coverage % <sup>(4)</sup>		
	Unpaid Principal Balance <sup>(1)</sup>	Charge-offs and Payments Applied <sup>(2)</sup>	Total Impaired Loans on Non-accrual Status	Book Value <sup>(3)</sup> Impaired Loans on Non-accrual Status with No Related Allowance	Impaired Loans on Non-accrual Status with Related Allowance	Related Allowance for Loan Losses			
	(Dollars in millions)								
Commercial and industrial	\$280	\$48	\$232	\$45	\$187	\$72	42.9	%	
Commercial real estate mortgage—owner-occupied	343	40	303	54	249	92	38.5		
	17	—	17	—	17	8	47.1		

Commercial real estate construction—owner-occupied								
Total commercial	640	88	552	99	453	172	40.6	
Commercial investor real estate mortgage	306	68	238	17	221	68	44.4	
Commercial investor real estate construction	15	5	10	—	10	3	53.3	
Total investor real estate	321	73	248	17	231	71	44.9	
Residential first mortgage	112	37	75	—	75	12	43.8	
Home equity	17	—	17	—	17	1	5.9	
Total consumer	129	37	92	—	92	13	38.8	
	\$1,090	\$ 198	\$892	\$116	\$776	\$256	41.7	%



Table of Contents

	Accruing Impaired Loans 2013							
	Unpaid Principal Balance <sup>(1)</sup>	Charge-offs and Payments Applied <sup>(2)</sup>	Book Value <sup>(3)</sup>	Related Allowance for Loan Losses	Coverage % <sup>(4)</sup>			
	(Dollars in millions)							
Commercial and industrial	\$245	\$2	\$243	\$34	14.7	%		
Commercial real estate mortgage—owner-occupied	209	7	202	23	14.4			
Commercial real estate construction—owner-occupied	25	—	25	1	4.0			
Total commercial	479	9	470	58	14.0			
Commercial investor real estate mortgage	435	11	424	39	11.5			
Commercial investor real estate construction	89	—	89	8	9.0			
Total investor real estate	524	11	513	47	11.1			
Residential first mortgage	397	8	389	60	17.1			
Home equity	373	—	373	24	6.4			
Indirect	1	—	1	—	—			
Consumer credit card	2	—	2	—	—			
Other consumer	26	—	26	1	3.8			
Total consumer	799	8	791	85	11.6			
	\$1,802	\$28	\$1,774	\$190	12.1	%		
Total Impaired Loans 2013								
	Book Value <sup>(3)</sup>							
	Unpaid Principal Balance <sup>(1)</sup>	Charge-offs and Payments Applied <sup>(2)</sup>	Total Impaired Loans	Impaired Loans with No Related Allowance	Impaired Loans with Related Allowance	Related Allowance for Loan Losses	Coverage % <sup>(4)</sup>	
	(Dollars in millions)							
Commercial and industrial	\$525	\$50	\$475	\$45	\$430	\$106	29.7	%
Commercial real estate mortgage—owner-occupied	552	47	505	54	451	115	29.3	
Commercial real estate construction—owner-occupied	42	—	42	—	42	9	21.4	
Total commercial	1,119	97	1,022	99	923	230	29.2	
Commercial investor real estate mortgage	741	79	662	17	645	107	25.1	
Commercial investor real estate construction	104	5	99	—	99	11	15.4	
Total investor real estate	845	84	761	17	744	118	23.9	
Residential first mortgage	509	45	464	—	464	72	23.0	
Home equity	390	—	390	—	390	25	6.4	
Indirect	1	—	1	—	1	—	—	
Consumer credit card	2	—	2	—	2	—	—	
Other consumer	26	—	26	—	26	1	3.8	
Total consumer	928	45	883	—	883	98	15.4	

\$2,892	\$ 226	\$2,666	\$ 116	\$2,550	\$ 446	23.2	%
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- (1) Unpaid principal balance represents the contractual obligation due from the customer and includes the net book value plus charge-offs and payments applied.
  - (2) Charge-offs and payments applied represents cumulative partial charge-offs taken, as well as interest payments received that have been applied against the outstanding principal balance.
  - (3) Book value represents the unpaid principal balance less charge-offs and payments applied; it is shown before any allowance for loan losses.
  - (4) Coverage % represents charge-offs and payments applied plus the related allowance as a percent of the unpaid principal balance.

The following table presents the average balances of total impaired loans and interest income for the years ended December 31, 2014, 2013 and 2012. Interest income recognized represents interest on accruing loans modified in a TDR. TDRs are considered impaired loans.

Table of Contents

	2014	Interest	2013	Interest	2012	Interest
	Average	Income	Average	Income	Average	Income
	Balance	Recognized	Balance	Recognized	Balance	Recognized
	(In millions)					
Commercial and industrial	\$365	\$ 9	\$629	\$ 14	\$707	\$ 16
Commercial real estate mortgage—owner-occupied	473	12	579	11	737	11
Commercial real estate construction—owner-occupied	32	1	38	1	23	—
Total commercial	870	22	1,246	26	1,467	27
Commercial investor real estate mortgage	498	21	995	32	1,510	40
Commercial investor real estate construction	61	3	115	6	210	7
Total investor real estate	559	24	1,110	38	1,720	47
Residential first mortgage	457	14	1,114	38	1,157	39
Home equity	380	20	406	21	439	