

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 10-K

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

For the fiscal year ended December 31, 2016

OR

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

For the transition period from _____ to _____

Commission File Number 001-34034

REGIONS FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

63-0589368

(I.R.S. Employer
Identification No.)

1900 Fifth Avenue North, Birmingham, Alabama 35203

(Address of principal executive offices)

Registrant's telephone number, including area code: (800) 734-4667

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

| Title of each class | Name of each exchange on which registered |
|---|---|
| Common Stock, \$.01 par value | New York Stock Exchange |
| Depository Shares, each representing a 1/40 th Interest in a Share of 6.375% Non-Cumulative Perpetual Preferred Stock, Series A | New York Stock Exchange |
| Depository Shares, each representing a 1/40 th Interest in a Share of 6.375% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series B | New York Stock Exchange |

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

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

Act. Yes No

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

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

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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

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

Common Stock, \$.01 par value—\$10,367,597,293 as of June 30, 2016.

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

Common Stock, \$.01 par value—1,205,258,693 shares issued and outstanding as of February 22, 2017.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the proxy statement for the Annual Meeting to be held on April 20, 2017 are incorporated by reference into Part III.

REGIONS FINANCIAL CORPORATION
FORM 10-K
INDEX

| | <u>Page</u> |
|--|---------------------|
| PART I | |
| Forward-Looking Statements | 6 |
| Item 1. Business | 9 |
| Item 1A. Risk Factors | 21 |
| Item 1B. Unresolved Staff Comments | 34 |
| Item 2. Properties | 34 |
| Item 3. Legal Proceedings | 34 |
| Item 4. Mine Safety Disclosures | 34 |
| PART II | |
| Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities | 35 |
| Item 6. Selected Financial Data | 37 |
| Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations | 37 |
| Item 7A. Quantitative and Qualitative Disclosures about Market Risk | 37 |
| Item 8. Financial Statements and Supplementary Data | 89 |
| Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure | 175 |
| Item 9A. Controls and Procedures | 175 |
| Item 9B. Other Information | 175 |
| PART III | |
| Item 10. Directors, Executive Officers and Corporate Governance | 176 |
| Item 11. Executive Compensation | 178 |
| Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters | 178 |
| Item 13. Certain Relationships and Related Transactions, and Director Independence | 178 |
| Item 14. Principal Accounting Fees and Services | 178 |
| PART IV | |
| Item 15. Exhibits, Financial Statement Schedules | 179 |
| Item 16. Form 10-K Summary | 184 |
| SIGNATURES | 185 |

Glossary of Defined Terms

Agencies - collectively, FNMA, FHLMC and GNMA.

ALCO - Asset/Liability Management Committee.

AOCI - Accumulated other comprehensive income.

ATM - Automated teller machine.

Basel I - Basel Committee's 1988 Regulatory Capital Framework (First Accord).

Basel III - Basel Committee's 2010 Regulatory Capital Framework (Third Accord).

Basel III Rules - Final capital rules adopting the Basel III capital framework approved by U.S. federal regulators in 2013.

Basel Committee - Basel Committee on Banking Supervision.

BHC - Bank Holding Company.

BHC Act - Bank Holding Company Act of 1956, as amended.

BITS - Technology arm of the Financial Services Roundtable.

Bank - Regions Bank.

Board - The Company's Board of Directors.

CAMELS - Bank's Supervisory Ratings.

CAP - Customer Assistance Program.

CAPM - Capital Asset Pricing Model.

CCAR - Comprehensive Capital Analysis and Review.

CD - Certificate of deposit.

CEO - Chief Executive Officer.

CET1 - Common Equity Tier 1.

CFO - Chief Financial Officer.

CFPB - Consumer Financial Protection Bureau.

COSO - Committee of Sponsoring Organizations of the Treadway Commission.

Company - Regions Financial Corporation and its subsidiaries.

CPR - Constant (or Conditional) Prepayment Rate.

CRA - Community Reinvestment Act of 1977.

DIF - Deposit Insurance Fund.

Dodd-Frank Act - The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010.

DPD - Days Past Due.

DUS - Fannie Mae Delegated Underwriting & Servicing.

EAD- Exposure At Default.

FASB - Financial Accounting Standards Board.

FDIA - Federal Deposit Insurance Act, as amended.

FDIC - The Federal Deposit Insurance Corporation.

Federal Reserve - The Board of Governors of the Federal Reserve System.

FFIEC - Federal Financial Institutions Examination Council.

FHA - Federal Housing Administration.

FHLB - Federal Home Loan Bank.

FHLMC - Federal Home Loan Mortgage Corporation, known as Freddie Mac.

FICO Assessments - The Financing Corporation, established by the Competitive Equality Banking Act of 1987.

FICO Scores - Personal credit scores based on the model introduced by the Fair Isaac Corporation.

FINRA - Financial Industry Regulatory Authority.

FNMA - Federal National Mortgage Association, known as Fannie Mae.

FOMC - Federal Open Market Committee.

FS-ISAC - Financial Services - Information Sharing & Analysis Center.

FRB - Federal Reserve Bank.

FSOC - Federal Stability Oversight Council.

FTP - Funds Transfer Pricing.

GAAP - Generally Accepted Accounting Principles in the United States.

GCM - Guideline Public Company Method.

GDP - Gross Domestic Product.

GNMA - Government National Mortgage Association.

GTM - Guideline Transaction Method.

HUD - U.S. Department of Housing and Urban Development.

IPO - Initial public offering.

IRA - Individual Retirement Account.

IRS - Internal Revenue Service.

LCR - Liquidity coverage ratio.

LGD - Loss given default.

LIBOR - London InterBank Offered Rates.

LTIP - Long-term incentive plan.

LTV - Loan to value.

MBS - Mortgage-backed securities.

MD&A - Management's Discussion and Analysis of Financial Condition and Results of Operations.

MSAs - Metropolitan Statistical Areas.

MSR - Mortgage servicing right.

MSRB - Municipal Securities Rulemaking Board.

NAV - Net Asset Value.

NM - Not meaningful.

NPR - Notice of Proposed Rulemaking.

NSFR - Net stable funding ratio.

NYSE - New York Stock Exchange.

OAS - Option-Adjusted Spread.

OCC - Office of the Comptroller of the Currency.

OCI - Other comprehensive income.

OFAC - U.S. Treasury Department - Office of Foreign Assets Control.

OLA - Orderly Liquidation Authority.

OTTI - Other-than-temporary impairment.

PD - Probability of default.

Raymond James - Raymond James Financial, Inc.

Regions Securities - Regions Securities LLC.

REIT - Real Estate Investment Trust.

RICO - Racketeer Influenced and Corrupt Organizations Act.

SEC - U.S. Securities and Exchange Commission.

SERP - Supplemental Executive Retirement Plan.

SSFA - Simplified Supervisory Formula Approach.

TBA - To Be Announced.

TDR - Troubled debt restructuring.

TRACE - Trade Reporting and Compliance Engine.

U.S. - United States.

USA PATRIOT Act - Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001.

U.S. Treasury - The United States Department of the Treasury.

UTB - Unrecognized tax benefits.

VIE - Variable interest entity.

Visa - The Visa, U.S.A. Inc. card association or its affiliates, collectively.

Volcker Rule - Section 619 of the Dodd-Frank Act and regulations promulgated thereunder, as applicable.

PART I

Forward-Looking Statements

This Annual Report on Form 10-K, other periodic reports filed by Regions Financial Corporation under the Securities Exchange Act of 1934, as amended, and any other written or oral statements made by us or on our behalf to analysts, investors, the media and others, may include forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. The terms “Regions,” the “Company,” “we,” “us” and “our” mean Regions Financial Corporation, a Delaware corporation, and its subsidiaries when or where appropriate. The words “anticipates,” “intends,” “plans,” “seeks,” “believes,” “estimates,” “expects,” “targets,” “projects,” “outlook,” “forecast,” “will,” “may,” “could,” “should,” “can,” and similar expressions often signify forward-looking statements. Forward-looking statements are not based on historical information, but rather are related to future operations, strategies, financial results or other developments. Forward-looking statements are based on management’s current expectations as well as certain assumptions and estimates made by, and information available to, management at the time the statements are made. Those statements are based on general assumptions and are subject to various risks, and because they also relate to the future they are likewise subject to inherent uncertainties and other factors that may cause actual results to differ materially from the views, beliefs and projections expressed in such statements. Therefore, we caution you against relying on any of these forward-looking statements. These risks, uncertainties and other factors include, but are not limited to, the risks identified in Item 1A. “Risk Factors” of this Annual Report on Form 10-K and those described below:

- Current and future economic and market conditions in the United States generally or in the communities we serve, including the effects of declines in property values, unemployment rates and potential reductions of economic growth, which may adversely affect our lending and other businesses and our financial results and conditions.
- Possible changes in trade, monetary and fiscal policies of, and other activities undertaken by, governments, agencies, central banks and similar organizations, which could have a material adverse effect on our earnings.
- The effects of a possible downgrade in the U.S. government’s sovereign credit rating or outlook, which could result in risks to us and general economic conditions that we are not able to predict.
- Possible changes in market interest rates or capital markets could adversely affect our revenue and expense, the value of assets and obligations, and the availability and cost of capital and liquidity.
- Any impairment of our goodwill or other intangibles, or any adjustment of valuation allowances on our deferred tax assets due to adverse changes in the economic environment, declining operations of the reporting unit, or other factors.
- Possible changes in the creditworthiness of customers and the possible impairment of the collectability of loans and leases, including operating leases.
- Changes in the speed of loan prepayments, loan origination and sale volumes, charge-offs, loan loss provisions or actual loan losses where our allowance for loan losses may not be adequate to cover our eventual losses.
- Possible acceleration of prepayments on mortgage-backed securities due to low interest rates, and the related acceleration of premium amortization on those securities.
- Our ability to effectively compete with other financial services companies, some of whom possess greater financial resources than we do and are subject to different regulatory standards than we are.
- Loss of customer checking and savings account deposits as customers pursue other, higher-yield investments, which could increase our funding costs.
- Our inability to develop and gain acceptance from current and prospective customers for new products and services in a timely manner could have a negative impact on our revenue.
- The effects of any developments, changes or actions relating to any litigation or regulatory proceedings brought against us or any of our subsidiaries.
- Changes in laws and regulations affecting our businesses, such as the Dodd-Frank Act and other legislation and regulations relating to bank products and services, as well as changes in the enforcement and interpretation of such laws and regulations by applicable governmental and self-regulatory agencies, which could require us to change certain business practices, increase compliance risk, reduce our revenue, impose additional costs on us, or otherwise negatively affect our businesses.
- Our ability to obtain a regulatory non-objection (as part of the CCAR process or otherwise) to take certain capital actions, including paying dividends and any plans to increase common stock dividends, repurchase common stock under current or future programs, or redeem preferred stock or other regulatory capital instruments, may impact our ability to return capital to stockholders and market perceptions of us.
- Our ability to comply with stress testing and capital planning requirements (as part of the CCAR process or otherwise) may continue to require a significant investment of our managerial resources due to the importance and intensity of such tests and requirements.

- Our ability to comply with applicable capital and liquidity requirements (including, among other things, the Basel III capital standards and the LCR rule), including our ability to generate capital internally or raise capital on favorable terms, and if we fail to meet requirements, our financial condition could be negatively impacted.
- The Basel III framework calls for additional risk-based capital surcharges for globally systemically important banks. Although we are not subject to such surcharges, it is possible that in the future we may become subject to similar surcharges.
- The costs, including possibly incurring fines, penalties, or other negative effects (including reputational harm) of any adverse judicial, administrative, or arbitral rulings or proceedings, regulatory enforcement actions, or other legal actions to which we or any of our subsidiaries are a party, and which may adversely affect our results.
- Our ability to manage fluctuations in the value of assets and liabilities and off-balance sheet exposure so as to maintain sufficient capital and liquidity to support our business.
- Our ability to execute on our strategic and operational plans, including our ability to fully realize the financial and non-financial benefits relating to our strategic initiatives.
- The success of our marketing efforts in attracting and retaining customers.
- Possible changes in consumer and business spending and saving habits and the related effect on our ability to increase assets and to attract deposits, which could adversely affect our net income.
- Our ability to recruit and retain talented and experienced personnel to assist in the development, management and operation of our products and services may be affected by changes in laws and regulations in effect from time to time.
- Fraud or misconduct by our customers, employees or business partners.
- Any inaccurate or incomplete information provided to us by our customers or counterparties.
- The risks and uncertainties related to our acquisition and integration of other companies.
- Inability of our framework to manage risks associated with our business such as credit risk and operational risk, including third-party vendors and other service providers, which could, among other things, result in a breach of operating or security systems as a result of a cyber attack or similar act.
- The inability of our internal disclosure controls and procedures to prevent, detect or mitigate any material errors or fraudulent acts.
- The effects of geopolitical instability, including wars, conflicts and terrorist attacks and the potential impact, directly or indirectly, on our businesses.
- The effects of man-made and natural disasters, including fires, floods, droughts, tornadoes, hurricanes, and environmental damage, which may negatively affect our operations and/or our loan portfolios and increase our cost of conducting business.
- Changes in commodity market prices and conditions could adversely affect the cash flows of our borrowers operating in industries that are impacted by changes in commodity prices (including businesses indirectly impacted by commodities prices such as businesses that transport commodities or manufacture equipment used in the production of commodities), which could impair their ability to service any loans outstanding to them and/or reduce demand for loans in those industries.
- Our inability to keep pace with technological changes could result in losing business to competitors.
- Our ability to identify and address cyber-security risks such as data security breaches, “denial of service” attacks, “hacking” and identity theft, a failure of which could disrupt our business and result in the disclosure of and/or misuse or misappropriation of confidential or proprietary information; disruption or damage to our systems; increased costs; losses; or adverse effects to our reputation.
- Our ability to realize our adjusted efficiency ratio target as part of our expense management initiatives.
- Significant disruption of, or loss of public confidence in, the Internet and services and devices used to access the Internet could affect the ability of our customers to access their accounts and conduct banking transactions.
- Possible downgrades in our credit ratings or outlook could increase the costs of funding from capital markets.
- The effects of problems encountered by other financial institutions that adversely affect us or the banking industry generally could require us to change certain business practices, reduce our revenue, impose additional costs on us, or otherwise negatively affect our businesses.
- The effects of the failure of any component of our business infrastructure provided by a third party could disrupt our businesses; result in the disclosure of and/or misuse of confidential information or proprietary information; increase our costs; negatively affect our reputation; and cause losses.
- Our ability to receive dividends from our subsidiaries could affect our liquidity and ability to pay dividends to stockholders.

- Changes in accounting policies or procedures as may be required by the FASB or other regulatory agencies could materially affect how we report our financial results.
- Other risks identified from time to time in reports that we file with the SEC.
- The effects of any damage to our reputation resulting from developments related to any of the items identified above.

You should not place undue reliance on any forward-looking statements, which speak only as of the date made. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible to predict all of them. We assume no obligation to update or revise any forward-looking statements that are made from time to time, either as a result of future developments, new information or otherwise, except as may be required by law.

Item 1. Business

Regions Financial Corporation is a financial holding company headquartered in Birmingham, Alabama that operates in the South, Midwest and Texas. The terms "Regions," "the Company," "we," "us" and "our" mean Regions Financial Corporation, a Delaware corporation and its subsidiaries, when appropriate. Regions provides traditional commercial, retail and mortgage banking services, as well as other financial services in the fields of asset management, wealth management, securities brokerage, insurance brokerage, trust services, merger and acquisition advisory services, and other specialty financing. At December 31, 2016, Regions had total consolidated assets of approximately \$126.0 billion, total consolidated deposits of approximately \$99.0 billion and total consolidated stockholders' equity of approximately \$16.7 billion.

Regions is a Delaware corporation and on July 1, 2004, became the successor by merger to Union Planters Corporation and the former Regions Financial Corporation. Its principal executive offices are located at 1900 Fifth Avenue North, Birmingham, Alabama 35203, and its telephone number at that address is (800) 734-4667.

Banking Operations

Regions conducts its banking operations through Regions Bank, an Alabama state-chartered commercial bank that is a member of the Federal Reserve System. At December 31, 2016, Regions operated 1,906 ATMs and 1,527 banking offices in Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Iowa, Kentucky, Louisiana, Mississippi, Missouri, North Carolina, South Carolina, Tennessee, and Texas.

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

| | Branches |
|----------------|-----------------|
| Florida | 326 |
| Tennessee | 230 |
| Alabama | 226 |
| Mississippi | 132 |
| Georgia | 124 |
| Louisiana | 104 |
| Arkansas | 88 |
| Texas | 76 |
| Missouri | 57 |
| Illinois | 55 |
| Indiana | 55 |
| South Carolina | 26 |
| Kentucky | 12 |
| Iowa | 10 |
| North Carolina | 6 |
| Total | <u>1,527</u> |

Other Financial Services Operations

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

Regions Insurance Group, Inc., a subsidiary of Regions, is an insurance broker that offers the placement of insurance coverage with insurance companies or other risk bearing entities through its subsidiaries: Regions Insurance, Inc., headquartered in Birmingham, Alabama; Trilogy Risk Specialists, Inc., headquartered in Memphis, Tennessee; and Regions Insurance Services, Inc., headquartered in Memphis, Tennessee. Through its insurance brokerage operations in Alabama, Arkansas, Florida, Georgia, Indiana, Louisiana, Mississippi, South Carolina, Tennessee and Texas, Regions Insurance, Inc. offers insurance coverage for various lines of personal and commercial insurance, such as property, vehicle, casualty, life, health and accident insurance. Regions Insurance, Inc. also provides services related to employee benefits. Trilogy Risk Specialists, Inc. operates as a wholesale insurance broker assisting retail insurance brokers in placing insurance coverage for the retail brokers' customers with risk bearing entities. Regions Insurance Services, Inc. offers various insurance products, such as crop and life insurance. Regions Insurance Group, Inc. is one of the thirty largest insurance brokers in the United States based on annual revenues.

Regions Equipment Finance Corporation and Regions Commercial Equipment Finance, LLC, each a wholly-owned subsidiary of Regions Bank, provide equipment financing products, focusing on commercial clients.

Regions Investment Services LLC, a wholly-owned subsidiary of Regions Bank, offers investments and insurance products to Regions Bank customers, provided by licensed insurance agents. In addition, Regions Bank and Regions Investment Services, Inc. also maintain an agreement with Cetera Investment Services, LLC to offer securities, insurance and advisory services to Regions Bank customers through dually-employed financial consultants.

Regions Securities LLC, a wholly-owned subsidiary of Regions headquartered in Atlanta, Georgia, serves as a broker-dealer to commercial clients and acts in an advisory capacity to merger and acquisition transactions. Additionally, BlackArch Partners LLC is a wholly-owned subsidiary of Regions and is headquartered in Charlotte, North Carolina. BlackArch Partners LLC and its subsidiaries offer merger and acquisition services to its institutional clients and commercial entities.

Regions Affordable Housing LLC is a wholly-owned subsidiary of Regions Bank headquartered in Great Neck, New York and engages in Low Income Housing Tax Credit corporate fund syndication and asset management.

Segment Information

Reference is made to Note 23 “Business Segment Information” to the consolidated financial statements included under Item 8. of this Annual Report on Form 10-K for information required by this item.

Supervision and Regulation

We are subject to the extensive regulatory framework applicable to BHCs and their subsidiaries. This framework is intended primarily for the protection of depositors, the FDIC's DIF and the banking system as a whole, and generally is not intended for the protection of stockholders or other investors. Described below are the material elements of selected laws and regulations applicable to us and our subsidiaries. These descriptions are not intended to be complete and are qualified in their entirety by reference to the full text of the statutes and regulations described. Changes in applicable law or regulation, and in their interpretation and application by regulatory agencies and other governmental authorities, cannot be predicted, but may have a material effect on our business, financial condition or results of operations.

Applicable laws and regulations restrict our permissible activities and investments and impose conditions and requirements on the products and services we offer and the manner in which they are offered and sold. They also restrict our ability to repurchase stock or pay dividends, or to receive dividends from our banking subsidiary, and impose capital adequacy requirements on us and our banking subsidiary. The consequences of noncompliance with these laws and regulations can include substantial monetary and nonmonetary sanctions.

As described in more detail below, comprehensive reform of the legislative and regulatory landscape occurred with the passage of the Dodd-Frank Act in 2010, and implementation of the Dodd-Frank Act and related rulemaking activities continued in 2016.

Overview

We are registered with the Federal Reserve as a BHC and have elected to be treated as a financial holding company under the BHC Act. As such, we and our subsidiaries are subject to the supervision, examination and reporting requirements of the BHC Act and the regulations of the Federal Reserve. Generally, the BHC Act provides for “umbrella” regulation of financial holding companies by the Federal Reserve and functional regulation of holding company subsidiaries by applicable regulatory agencies. The BHC Act, however, requires the Federal Reserve to examine any subsidiary of a BHC, other than a depository institution, engaged in activities permissible for a depository institution. The Federal Reserve is also granted the authority, in certain circumstances, to require reports of, examine and adopt rules applicable to any holding company subsidiary.

Regions Bank is a member of the FDIC, and, as such, its deposits are insured by the FDIC to the extent provided by law. Regions Bank is an Alabama state-chartered bank and a member of the Federal Reserve System. Its operations are generally subject to supervision and examination by both the Federal Reserve and the Alabama State Banking Department and the bank regulators are given authority to approve or disapprove mergers, acquisitions, consolidations, the establishment of branches and similar corporate actions. The federal and state banking regulators also have the power to prevent the continuance or development of unsafe or unsound banking practices or other violations of law. State and federal law govern the activities in which Regions Bank engages, including the investments it makes and the aggregate amount of loans that may be granted to one borrower. Various consumer and compliance laws and regulations also affect its operations. Regions Bank also is affected by the actions of the Federal Reserve Board as it implements monetary policy.

All member banks of the Federal Reserve System, including Regions Bank, are required to hold stock in the Federal Reserve System's Reserve Banks in an amount equal to 6 percent of their capital stock and surplus (half paid to acquire the stock with the remainder held as a cash reserve). Member banks do not have any control over the Federal Reserve System as a result of owning the stock and the stock cannot be sold or traded. Prior to the enactment of the Fixing America's Surface Transportation Act (“FAST Act”) in December 2015, member banks received a fixed, 6 percent dividend annually on their stock. Under the FAST Act, beginning

on January 1, 2016, the annual dividend rate for member banks with total assets in excess of \$10 billion, including Regions Bank, changed to a floating dividend rate tied to 10-year U.S. Treasuries with the maximum dividend rate capped at 6 percent.

Regions Bank and its affiliates are also subject to supervision, regulation, examination and enforcement by the CFPB with respect to consumer protection laws and regulations. Some of Regions' non-bank subsidiaries are also subject to regulation by various federal and state agencies, such as the SEC and FINRA in the case of our broker-dealer subsidiary, Regions Securities.

We are also subject to the disclosure and regulatory requirements of the Securities Exchange Act of 1934, as amended, as administered by the SEC. Our common stock and depository shares representing our outstanding preferred stock are each listed on the NYSE. Consequently, we are also subject to NYSE's rules for listed companies.

Financial Regulatory Reform

The financial crisis led to the adoption and revision of numerous laws and regulations applicable to financial institutions operating in the U.S. In particular, the Dodd-Frank Act and the rules that followed have significantly restructured the financial regulatory regime in the U.S. and provide for enhanced supervision and prudential standards for, among other institutions, BHCs like Regions that have total consolidated assets of \$50 billion or more. The Dodd-Frank Act is extensive, complicated and comprehensive legislation that impacts practically all aspects of a banking organization, representing a significant overhaul of many aspects of the regulation of the financial services industry.

The Dodd-Frank Act imposed regulatory requirements and oversight over banks and other financial institutions in a number of ways, among which were: (i) created the CFPB to regulate consumer financial products and services; (ii) created the FSOC to identify and impose additional regulatory oversight on large financial firms; (iii) granted orderly liquidation authority to the FDIC for the liquidation of financial corporations that pose a risk to the financial system of the U.S.; (iv) required certain financial institutions to draft a resolution plan that contemplates the dissolution of the enterprise and to submit that resolution plan to both the Federal Reserve and the FDIC; (v) limited debit card interchange fees; (vi) adopted certain changes to stockholder rights and responsibilities, including a stockholder "say on pay" vote on executive compensation; (vii) strengthened the SEC's powers to regulate securities markets; (viii) restricted variable-rate lending by requiring the ability to repay to be determined for variable-rate loans by using the maximum rate that will apply during the first five years of a variable-rate loan term, and making more loans subject to provisions for higher cost loans, new disclosures, and certain other revisions; (ix) changed the base upon which the deposit insurance assessment is assessed from deposits to, substantially, average consolidated assets minus equity; and (x) amended the Truth in Lending Act with respect to mortgage originations, including originator compensation, minimum repayment standards, and prepayment considerations.

The Dodd-Frank Act requires the Federal Reserve to monitor emerging risks to financial stability and establish enhanced supervision and prudential standards applicable to large, interconnected financial institutions, including Regions, with total consolidated assets of \$50 billion or more (often referred to as systemically important financial institutions). During February 2014, the FRB published the final rule implementing the enhanced prudential standards required to be established under section 165 of the Dodd-Frank Act. The enhanced prudential standards include risk-based capital and leverage requirements, liquidity standards, risk management and risk committee requirements, stress test requirements and a debt-to-equity limit for companies that the FSOC has determined would pose a grave threat to financial stability were they to fail such limits.

Pursuant to the Dodd-Frank Act, BHCs with total consolidated assets of \$50 billion or more, such as Regions, are required to submit resolution plans to the Federal Reserve and FDIC providing for the company's strategy for rapid and orderly resolution in the event of its material financial distress or failure. In September 2011, these agencies issued a joint final resolution plan rule implementing this requirement. The FDIC issued a separate such rule applicable to insured depository institutions of \$50 billion or more in total assets, such as Regions Bank. Regions and Regions Bank submitted their most recent resolution plans to these agencies in December 2016. If the Federal Reserve and the FDIC determine that these plans are not credible and we do not cure the deficiencies, the Federal Reserve and the FDIC may impose more stringent capital, leverage or liquidity requirements or restrictions on growth, activities or operations of the Company.

The Basel III Rules, summarized briefly below, have impacted our level of capital, and may influence the types of business we may pursue and how we pursue business opportunities. Among other things, the Basel III Rules raised the required minimums for certain capital ratios, added a common equity ratio, included capital buffers, and restricted what constitutes capital. The capital and risk weighting requirements became effective for us on January 1, 2015.

Many of the provisions of the Dodd-Frank Act and other laws are subject to further rulemaking, guidance and interpretation by the applicable federal regulators. We will continue to evaluate the impact of any changes in law and any new regulations promulgated, including changes in regulatory costs and fees, modifications to consumer products or disclosures required by the CFPB and the requirements of the enhanced supervision provisions, among others.

Permissible Activities under the BHC Act

In general, the BHC Act limits the activities permissible for BHCs to the business of banking, managing or controlling banks and such other activities as the Federal Reserve has determined to be so closely related to banking as to be properly incidental thereto. A BHC electing to be treated as a financial holding company, like Regions, may also engage in a range of activities that

are (i) financial in nature or incidental to such financial activity or (ii) complementary to a financial activity and that do not pose a substantial risk to the safety and soundness of a depository institution or to the financial system generally. These activities include securities dealing, underwriting and market making, insurance underwriting and agency activities, merchant banking and insurance company portfolio investments.

For a BHC to be eligible to elect financial holding company status, all of its subsidiary insured depository institutions must be well-capitalized and well-managed as described below under “-Regulatory Remedies under the FDIA” and must have received at least a satisfactory rating on such institution’s most recent examination under CRA. The BHC itself must also be well-capitalized and well-managed in order to be eligible to elect financial holding company status. If a financial holding company fails to continue to be well-capitalized or well-managed after engaging in activities not permissible for BHCs that have not elected to be treated as financial holding companies, the company must enter into an agreement with the Federal Reserve to comply with all applicable capital and management requirements. If the company does not return to compliance within 180 days, the Federal Reserve may order the company to divest its subsidiary banks or the company may be required to discontinue or divest investments in companies engaged in activities permissible only for a BHC electing to be treated as a financial holding company. Furthermore, if the Federal Reserve determines that a financial holding company has not maintained a CRA rating of at least "satisfactory", the financial holding company would not be able to commence any new financial activities or acquire a company that engages in such activities, although the financial holding company would still be allowed to engage in activities closely related to banking and make investments in the ordinary course of conducting banking activities.

The BHC Act does not place territorial restrictions on permissible non-banking activities of BHCs. The Federal Reserve has the power to order any BHC or its subsidiaries to terminate any activity or to terminate its ownership or control of any subsidiary when the Federal Reserve has reasonable grounds to believe that continuation of such activity or such ownership or control constitutes a serious risk to the financial soundness, safety or stability of any bank subsidiary of the BHC.

Capital Requirements

Regions and Regions Bank are each required to comply with applicable capital adequacy standards established by the Federal Reserve. The current risk-based capital standards applicable to Regions and Regions Bank, parts of which are currently being phased in, are based on Basel III.

Prior to January 1, 2015, the risk-based capital standards applicable to Regions and Regions Bank (the “general risk-based capital rules”) were based on Basel I. In July 2013, the federal bank regulators approved the final Basel III Rules implementing the Basel III framework as well as certain provisions of the Dodd-Frank Act. The Basel III Rules substantially revised the risk-based capital requirements applicable to BHCs and their depository institution subsidiaries, including Regions and Regions Bank, as compared to the general risk-based capital rules. The Basel III Rules became effective for Regions and Regions Bank on January 1, 2015 (subject to a phase-in period for certain provisions).

The Basel III Rules, among other things, (i) introduced a new capital measure called CET1, (ii) specified that Tier 1 capital consists of CET1 and “Additional Tier 1 capital” instruments meeting certain revised requirements, (iii) defined 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) expanded the scope of the deductions/adjustments to capital as compared to existing regulations.

Under the Basel III Rules, the minimum capital ratios are:

- 4.5% CET1 to risk-weighted assets;
- 6.0% Tier 1 capital (that is, CET1 *plus* Additional Tier 1 capital) to risk-weighted assets; and
- 8.0% Total capital (that is, Tier 1 capital *plus* Tier 2 capital) to risk-weighted assets.

The Basel III Rules also introduced a new capital conservation buffer designed to absorb losses during periods of economic stress. The capital conservation buffer is on top of minimum risk-weighted asset ratios. In addition, the Basel III Rules provide for a countercyclical capital buffer applicable only to advanced approaches institutions. Currently the countercyclical capital buffer is not applicable to Regions or Regions Bank. The reportable capital conservation buffer is equal to the lowest difference between the three risk-based capital ratios less the applicable minimum required ratio. Banking institutions with ratios that are above the minimum but below the combined capital conservation buffer and countercyclical capital buffer (when applicable) 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 Basel III Rules will require Regions and Regions Bank to maintain an 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 Basel III Rules also provided for a number of deductions from and adjustments to CET1. These include, for example, the requirement that MSRs, 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 items, in the aggregate, exceed 15% of CET1.

Implementation of the deductions and other adjustments to CET1 began on January 1, 2015 and will be phased in over a remaining 3-year period (began at 40% on January 1, 2015 and an additional 20% per year thereafter). The implementation of the capital conservation buffer began on January 1, 2016 at the 0.625% level and will be phased in over a remaining 3-year period (increasing by that amount on each subsequent January 1, until it reaches 2.5% on January 1, 2019).

The Basel III Rules prescribed a new standardized approach for risk weightings that expands the risk-weighting categories from the 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 classes.

Leverage Requirements

BHCs and banks are also required to comply with minimum leverage ratio requirements. These requirements provide for a minimum ratio of Tier 1 capital to total consolidated quarterly average assets (as defined for regulatory purposes), net of the loan loss reserve, goodwill and certain other intangible assets (the “leverage ratio”), of 4.0% for all BHCs.

Liquidity Regulation

Liquidity risk management and supervision have become increasingly important since the financial crisis. During 2014, the federal banking agencies adopted final rules implementing for certain U.S. banking organizations one of the two new standards provided for in the Basel III liquidity framework - its LCR, which is designed to ensure that a covered bank or BHC maintains an adequate level of unencumbered high-quality liquid assets equal to the entity’s expected net cash outflow for a 30-day time horizon under an acute liquidity stress scenario. The LCR rule, as adopted, applies in its most comprehensive form only to advanced approaches BHCs and depository institutions subsidiaries of such BHCs and, in a modified form, to BHCs that are not advanced approaches BHCs but have \$50 billion or more in total consolidated assets such as Regions. As of January 1, 2017, the rule has been fully phased in. Regions is required to calculate its LCR on a monthly basis. If a covered company fails to meet the required LCR, it must promptly notify its primary federal banking regulator and may be required to take remedial actions. In December 2016, the Federal Reserve issued a final rule that requires BHCs, such as Regions, to disclose publicly, on a quarterly basis, quantitative and qualitative information about certain components of its LCR beginning for modified LCR BHC’s such as Regions on October 1, 2018. At December 31, 2016, Regions' LCR was above the minimum requirement.

The Basel III framework also included a second standard, referred to as the NSFR, which is designed to promote more medium- and long-term funding of the assets and activities of banks over a one-year time horizon. In May 2016, the federal banking agencies issued a proposed rule that would implement the NSFR for large U.S. banking organizations. BHCs with less than \$250 billion, but more than \$50 billion, in total consolidated assets and less than \$10 billion in on-balance sheet foreign exposure, such as Regions, would be subject to a modified NSFR requirement which would require such BHCs to maintain a minimum NSFR of 0.7 on an ongoing basis, calculated by dividing the organization's available stable funding (“ASF”) by its required stable funding (“RSF”). Under the proposed rule, a banking organization’s ASF would be calculated by applying specified standard weightings to its equity and liabilities based on their expected stability over a one-year time horizon and its RSF would be calculated by applying specified standardized weightings to its assets, derivative exposures and commitments based on their liquidity characteristics over the same one-year time horizon. If implemented, the proposed rule would take effect on January 1, 2018.

Comprehensive Capital Analysis and Review and Stress Testing

As part of the enhanced prudential requirements applicable to systemically important financial institutions, the Federal Reserve conducts annual analyses of BHCs with at least \$50 billion in assets to determine whether the companies have sufficient capital on a consolidated basis necessary to absorb losses in three economic and financial scenarios generated by the Federal Reserve: baseline, adverse and severely adverse. Regions is also required to conduct its own semi-annual stress analysis (together with the Federal Reserve’s stress analysis, the “stress tests”) to assess the potential impact on Regions of the economic and financial conditions used as part of the Federal Reserve’s annual stress analysis. The Federal Reserve may also use, and require companies to use, additional components in the adverse and severely adverse scenarios or additional or more complex scenarios designed to capture salient risks to specific business groups. Regions Bank is also required to conduct annual stress testing using the same economic and financial scenarios as Regions and report the results to the Federal Reserve. A summary of results of the Federal Reserve’s analysis under the adverse and severely adverse stress scenarios are publicly disclosed, and the BHCs subject to the rules, including Regions, must disclose a summary of the company-run severely adverse stress test results. Regions is required to include in its disclosure a summary of the severely adverse scenario stress test conducted by Regions Bank.

U.S. BHCs with total consolidated assets of \$50 billion or more, such as Regions, must develop and maintain a capital plan, and must submit the capital plan to the Federal Reserve as part of the Federal Reserve’s CCAR process. The CCAR process is intended to help ensure that these BHCs have robust, forward-looking capital planning processes that account for each company’s unique risks and that permit continued operations during times of economic and financial stress. Each of the BHCs participating in the CCAR process is also required to collect and report certain related data to the Federal Reserve on a quarterly basis to allow the Federal Reserve to monitor progress against the approved capital plans. Each capital plan must include a view of capital adequacy under the stress test scenarios described below.

In addition to other limitations, our ability to make any capital distributions (including dividends and share repurchases) is contingent on the Federal Reserve's non-objection to our capital plan. Should the Federal Reserve object to a capital plan, a BHC may not make any capital distribution other than those capital distributions to which the Federal Reserve has indicated its non-objection in writing. The Federal Reserve may object to a capital plan if the plan does not show that the covered BHC has sufficient capital to continue operations under expected conditions and stressed scenarios throughout the nine-quarter planning horizon covered by the capital plan. The CCAR rules, consistent with prior Federal Reserve guidance, also provide that capital plans contemplating dividend payout ratios exceeding 30% of after-tax net income will receive particularly close scrutiny. As a result of a final rule adopted by the Federal Reserve in January 2017, beginning with the 2017 CCAR cycle, the Federal Reserve may no longer object to capital plans submitted by BHCs that have total consolidated assets of at least \$50 billion but less than \$250 billion, non-bank assets of less than \$75 billion, and that are not U.S. global-systemically important banks (referred to as "large and non-complex firms"), such as Regions, on the basis of qualitative criteria. Our annual capital planning submission is due by April and the Federal Reserve will publish the results of its supervisory CCAR review of our capital plan by June 30 of each year.

Safety and Soundness Standards

Guidelines adopted by the federal bank regulatory agencies pursuant to the FDIA, establish general standards relating to internal controls and information systems, internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth and compensation, fees and benefits. In general, these guidelines require, among other things, appropriate systems and practices to identify and manage the risk and exposures specified in the guidelines. Additionally, the agencies adopted regulations that authorize, but do not require, an agency to order an institution that has been given notice by an agency that it is not satisfying any of such safety and soundness standards to submit a compliance plan. If, after being so notified, an institution fails to submit an acceptable compliance plan or fails in any material respect to implement an acceptable compliance plan, the agency must issue an order directing action to correct the deficiency and may issue an order directing other actions of the types to which an undercapitalized institution is subject under the FDIA. See "-Regulatory Remedies under the FDIA" below. If an institution fails to comply with such an order, the agency may seek to enforce such order in judicial proceedings and to impose civil money penalties.

Regulatory Remedies under the FDIA

The FDIA requires the federal banking agencies to take prompt corrective action in respect of depository institutions that do not meet specified capital requirements. The FDIA establishes five capital categories ("well-capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized" and "critically undercapitalized"), and the federal banking agencies must take certain mandatory supervisory actions, and are authorized to take other discretionary actions, with respect to institutions which are undercapitalized, significantly undercapitalized or critically undercapitalized. The severity of these mandatory and discretionary supervisory actions depends upon the capital category in which the institution is placed. Generally, subject to a narrow exception, the FDIA requires the banking regulator to appoint a receiver or conservator for an institution that is critically undercapitalized. As of December 31, 2016, both Regions and Regions Bank were well-capitalized.

An institution that is classified as well-capitalized based on its capital levels may be treated as adequately capitalized, and an institution that is adequately capitalized or undercapitalized based upon its capital levels may be treated as though it were undercapitalized or significantly undercapitalized, respectively, if the appropriate federal banking agency, after notice and opportunity for hearing, determines that an unsafe or unsound condition or an unsafe or unsound practice warrants such treatment.

An institution that is categorized as undercapitalized, significantly undercapitalized or critically undercapitalized is required to submit an acceptable capital restoration plan to its appropriate federal banking regulator. Under the FDIA, in order for the capital restoration plan to be accepted by the appropriate federal banking agency, a BHC must guarantee that a subsidiary depository institution will comply with its capital restoration plan, subject to certain limitations. The BHC must also provide appropriate assurances of performance. The obligation of a controlling BHC under the FDIA to fund a capital restoration plan is limited to the lesser of 5.0% of an undercapitalized subsidiary's assets or the amount required to meet regulatory capital requirements. An undercapitalized institution is also generally prohibited from increasing its average total assets, making acquisitions, establishing any branches or engaging in any new line of business, except in accordance with an accepted capital restoration plan or with the approval of the FDIC. Institutions that are significantly undercapitalized or undercapitalized and either fail to submit an acceptable capital restoration plan or fail to implement an approved capital restoration plan may be subject to a number of requirements and restrictions, including orders to sell sufficient voting stock to become adequately capitalized, requirements to reduce total assets and cessation of receipt of deposits from correspondent banks. Critically undercapitalized depository institutions failing to submit or implement an acceptable capital restoration plan are subject to appointment of a receiver or conservator.

Additionally, FDIA requires the various regulatory agencies to prescribe certain non-capital standards for safety and soundness relating generally to operations and management, asset quality, and executive compensation and permits regulatory action against a financial institution that does not meet such standards. Regulators also must take into consideration: (i) concentrations of credit risk; (ii) interest rate risk (when the interest rate sensitivity of an institution's assets does not match the sensitivity of its liabilities or its off-balance sheet position); and (iii) risks from non-traditional activities, as well as an institution's ability to manage those risks, when determining the adequacy of an institution's capital. Regulators make this evaluation as a part of their regular

examination of the institution's safety and soundness. Additionally, regulators may choose to examine other factors in order to evaluate the safety and soundness of financial institutions.

Payment of Dividends

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

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

Payment of Dividends by Regions Bank. Under the Federal Reserve's Regulation H, Regions Bank may not, without approval of the Federal Reserve, declare or pay a dividend to us if the total of all dividends declared in a calendar year exceeds the total of (a) Regions Bank's net income for that year and (b) its retained net income for the preceding two calendar years, less any required transfers to additional paid-in capital or to a fund for the retirement of preferred stock.

Under Alabama law, Regions Bank may not pay a dividend in excess of 90% of its net earnings unless its surplus is equal to at least 20% of capital. Regions Bank is also required by Alabama law to seek the approval of the Alabama Superintendent of Banking prior to the payment of dividends if the total of all dividends declared by Regions Bank in any calendar year will exceed the total of (a) Regions Bank's net earnings for that year, plus (b) its retained net earnings for the preceding two years, less any required transfers to surplus. The statute defines net earnings as the remainder of all earnings from current operations plus actual recoveries on loans and investments and other assets, after deducting from the total thereof all current operating expenses, actual losses, accrued dividends on preferred stock, if any, and all federal, state and local taxes. Regions Bank cannot, without approval from the Federal Reserve and the Alabama Superintendent of Banking, declare or pay a dividend to Regions unless Regions Bank is able to satisfy the criteria discussed above.

Payment of Dividends by Regions. Our payment of dividends to our stockholders is subject to the oversight of the Federal Reserve. In particular, the dividend policies and share repurchases of a large BHC, such as Regions, are reviewed by the Federal Reserve based on capital plans submitted as part of the CCAR process and stress tests as submitted by the BHC, and will be assessed against, among other things, the BHC's ability to achieve the required capital ratios under the Basel III Rules as they are phased in by U.S. regulators. See "-Capital Requirements" and "-Comprehensive Capital Analysis and Review and Stress Testing" above.

Support of Subsidiary Banks

Under longstanding Federal Reserve policy, which has been codified by the Dodd-Frank Act, Regions is expected to act as a source of financial strength to, and to commit resources to support, its subsidiary bank. This support may be required at times when Regions may not be inclined to provide it. In addition, any capital loans by a BHC to its subsidiary bank are subordinate in right of payment to deposits and to certain other indebtedness of such subsidiary bank. In the event of a BHC's bankruptcy, any commitment by the BHC to a federal bank regulatory agency to maintain the capital of a subsidiary bank will be assumed by the bankruptcy trustee and entitled to a priority of payment.

Transactions with Affiliates

There are various legal restrictions governing transactions between Regions and its non-bank subsidiaries, on the one hand, and Regions Bank and its subsidiaries, on the other hand, including the extent to which Regions and its non-bank subsidiaries may borrow or otherwise obtain funding from Regions Bank. In general, any "covered transaction" by Regions Bank (or its subsidiaries) with an affiliate that is an extension of credit must be secured by designated amounts of specified collateral and (i) in the case of any single such affiliate, the aggregate amount of covered transactions of Regions Bank and its subsidiaries may not exceed 10% of the capital stock and surplus of Regions Bank, and (ii) in the case of all affiliates, the aggregate amount of covered transactions of Regions Bank and its subsidiaries may not exceed 20% of the capital stock and surplus of Regions Bank. Covered transactions are defined to include, among other things, a loan or extension of credit, as well as a purchase of securities issued by an affiliate, a purchase of assets (unless otherwise exempted by the Federal Reserve) from the affiliate, the acceptance of securities issued by the affiliate as collateral for a loan, derivatives transactions and securities lending transactions where the bank has credit exposure to an affiliate, and the issuance of a guarantee, acceptance or letter of credit on behalf of an affiliate. All covered transactions, including certain additional transactions (such as transactions with a third party in which an affiliate has a financial interest), must be conducted on market terms. The Dodd-Frank Act significantly enhanced and expanded the scope and coverage of these

limitations, in particular, by including within its scope derivative transactions by and between Regions Bank or its subsidiaries and Regions or its other subsidiaries. The Federal Reserve enforces these restrictions and audits Regions for compliance.

Deposit Insurance

Regions Bank accepts deposits, and those deposits have the benefit of FDIC insurance up to the applicable limits. Under the FDIA, insurance of deposits may be terminated by the FDIC upon a finding that the insured depository institution has engaged in unsafe and unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, rule, order or condition imposed by a bank's federal regulatory agency.

Deposit Insurance Assessments. Regions Bank pays deposit insurance premiums to the FDIC based on an assessment rate established by the FDIC. FDIC assessment rates for large institutions are calculated based on one of two scorecards, one for most large institutions that have more than \$10 billion in assets, such as Regions Bank, and another for "highly complex" institutions that have over \$50 billion in assets and are fully owned by a parent with over \$500 billion in assets. Each scorecard has a performance score and a loss-severity score that are combined to produce a total score, which is translated into an initial assessment rate. In calculating these scores, the FDIC utilizes the CAMELS ratings, as well as forward-looking financial measures to assess an institution's ability to withstand asset-related stress and funding-related stress. The FDIC has the ability to make discretionary adjustments to the total score, up or down, based upon significant risk factors that are not adequately captured in the scorecard. The total score is then translated to an initial base assessment rate on a non-linear, sharply-increasing scale. As of July 1, 2016, for large institutions, including Regions Bank, the initial base assessment rate ranges from 3 to 30 basis points on an annualized basis (basis points representing cents per \$100). Prior to July 1, 2016, the initial base assessment rate ranged from 5 to 35 basis points. After the effect of potential base-rate adjustments, the total base assessment rate could range from 1.5 to 40 basis points on an annualized basis. The deposit insurance assessment base is calculated based on the average of total assets less the average tangible equity of the insured depository institution during the assessment period, less allowable deductions.

The FDIA establishes a minimum ratio of deposit insurance reserves to estimated insured deposits, the designated reserve ratio (the "DRR"), of 1.15% prior to September 2020 and 1.35% thereafter. On December 20, 2010, the FDIC issued a final rule setting the DRR at 2%. The FDIC will, at least semi-annually, update its income and loss projections for the DIF and, if necessary, propose rules to further increase assessment rates. Additionally, in October 2015, the FDIC proposed to impose a surcharge on the quarterly assessments of insured depository institutions with total consolidated assets of \$10 billion or more. The final rule with respect to this surcharge became effective on July 1, 2016 and the surcharge will continue through the earlier of the quarter that the DRR first reaches or exceeds 1.35% or December 31, 2018. The combined reduction in the initial base assessment rate and the surcharge has increased our FDIC insurance assessments by approximately \$5 million per quarter. During 2016, Regions Bank's total FDIC insurance assessments and surcharge were \$99 million, a \$6 million increase from 2015. We cannot predict whether, as a result of an adverse change in economic conditions or other reasons, the FDIC will increase deposit insurance assessment levels in the future.

For more information, see the "FDIC Insurance Assessments" section of Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Annual Report on Form 10-K.

FICO Assessments. In addition, the Deposit Insurance Funds Act of 1996 authorized the FICO to impose assessments on DIF applicable deposits in order to service the interest on FICO's bond obligations from deposit insurance fund assessments. The amount assessed on individual institutions by FICO will be in addition to the amount, if any, paid for deposit insurance according to the FDIC's risk-related assessment rate schedules. FICO assessment rates may be adjusted quarterly to reflect a change in assessment base. Regions Bank had a FICO assessment of approximately \$6 million in FDIC deposit premiums in 2016, which was included in the \$99 million in total FDIC insurance assessments previously disclosed.

Acquisitions

The BHC Act requires every BHC to obtain the prior approval of the Federal Reserve before: (1) it may acquire direct or indirect ownership or control of any voting shares of any bank or savings and loan association, if after such acquisition, the BHC will directly or indirectly own or control 5% or more of the voting shares of the institution; (2) it or any of its subsidiaries, other than a bank, may acquire all or substantially all of the assets of any bank or savings and loan association; or (3) it may merge or consolidate with any other BHC. BHCs with consolidated assets exceeding \$50 billion must (i) obtain prior approval from the Federal Reserve before acquiring certain non-bank financial companies with assets exceeding \$10 billion and (ii) provide prior written notice to the Federal Reserve before acquiring direct or indirect ownership or control of any voting shares of any company having consolidated assets of \$10 billion or more. BHCs seeking approval to complete an acquisition must be well-capitalized and well-managed.

The BHC Act further provides that the Federal Reserve may not approve any transaction that would result in a monopoly or would be in furtherance of any combination or conspiracy to monopolize or attempt to monopolize the business of banking in any section of the U.S., or the effect of which may be substantially to lessen competition or to tend to create a monopoly in any section of the country, or that in any other manner would be in restraint of trade, unless the anticompetitive effects of the proposed transaction are clearly outweighed by the public interest in meeting the convenience and needs of the community to be served. The Federal Reserve is also required to consider the financial and managerial resources and future prospects of the BHCs and

banks impacted and the convenience and needs of the community to be served. Consideration of financial resources generally focuses on capital adequacy, and the consideration of convenience and needs of the community to be served includes the parties' performance under the CRA. The Federal Reserve must also take into account the institutions' effectiveness in combating money laundering. In addition, pursuant to the Dodd-Frank Act, the BHC Act was amended to require the Federal Reserve to, when evaluating a proposed transaction, consider the extent to which the transaction would result in greater or more concentrated risks to the stability of the U.S. banking or financial system.

Depositor Preference

Under federal law, depositors and certain claims for administrative expenses and employee compensation against an insured depository institution would be afforded a priority over other general unsecured claims against such an institution in the "liquidation or other resolution" of such an institution by any receiver.

Volcker Rule

The Dodd-Frank Act prohibits banks and their affiliates from engaging in proprietary trading and investing in, sponsoring and having certain relationships with private funds such as hedge funds or private equity funds that would be an investment company for purposes of the Investment Company Act of 1940 but for the exclusions in sections 3(c)(1) or 3(c)(7) of that act. The statutory provision is commonly called the "Volcker Rule." In December 2013, federal regulators adopted final rules to implement the Volcker Rule, which became effective in July 2015. The final rules also require that large BHCs, such as Regions, design and implement compliance programs to ensure adherence to the Volcker Rule's prohibitions. Development and monitoring of the required compliance program may require the expenditure of resources and management attention.

Consumer Protection Laws

We are subject to a number of federal and state consumer protection laws, including laws designed to protect customers and promote lending to various sectors of the economy and population. These laws include, but are not limited to the Equal Credit Opportunity Act, the Fair Credit Reporting Act, the Truth in Lending Act, the Home Mortgage Disclosure Act, the Real Estate Settlement Procedures Act, the Truth in Savings Act, the Electronic Funds Transfer Act, and their respective state law counterparts.

The CFPB has broad rulemaking, supervisory and enforcement powers under various federal consumer financial protection laws, including the laws referenced above, fair lending laws and certain other statutes. The CFPB also has examination and primary enforcement authority with respect to depository institutions with \$10 billion or more in assets, including the authority to prevent unfair, deceptive or abusive practices in connection with the offering of consumer financial products.

The Dodd-Frank Act permits states to adopt consumer protection laws and standards that are more stringent than those adopted at the federal level and, in certain circumstances, permits state attorneys general to enforce compliance with both the state and federal laws and regulations.

The CFPB has finalized a number of significant rules, including rules that impact nearly every aspect of the lifecycle of a residential mortgage loan. These rules implement the Dodd-Frank Act amendments to the Equal Credit Opportunity Act, the Truth in Lending Act and the Real Estate Settlement Procedures Act. Among other things, the rules adopted by the CFPB require banks to: (i) develop and implement procedures to ensure compliance with a "reasonable ability to repay" test and identify whether a loan meets a new definition for a "qualified mortgage," in which case a rebuttable presumption exists that the creditor extending the loan has satisfied the reasonable ability to repay test; (ii) implement new or revised disclosures, policies and procedures for originating and servicing mortgages including, but not limited to, pre-loan counseling, early intervention with delinquent borrowers and specific loss mitigation procedures for loans secured by a borrower's principal residence; (iii) comply with additional restrictions on mortgage loan originator hiring and compensation; (iv) comply with new disclosure requirements and standards for appraisals and certain financial products; and (v) maintain escrow accounts for higher-priced mortgage loans for a longer period of time.

Financial Privacy and Cybersecurity

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

In March 2015, federal regulators issued two related statements regarding cybersecurity. One statement indicates that financial institutions should design multiple layers of security controls to establish lines of defense and to ensure that their risk management processes also address the risk posed by compromised customer credentials, including security measures to reliably authenticate customers accessing Internet-based services of the financial institution. The other statement indicates that a financial institution's management is expected to maintain sufficient business continuity planning processes to ensure the rapid recovery, resumption and maintenance of the institution's operations after a cyber-attack involving destructive malware. A financial institution is also

expected to develop appropriate processes to enable recovery of data and business operations and address rebuilding network capabilities and restoring data if the institution or its critical service providers fall victim to this type of cyber-attack. The Regions Information Security Program reflects the requirements of this guidance. If, however, we fail to observe the regulatory guidance in the future, we could be subject to various regulatory sanctions, including financial penalties.

In October 2016, federal regulators jointly issued an advance notice of proposed rulemaking on enhanced cyber risk management standards that are intended to increase the operational resilience of large and interconnected entities under their supervision. Once established, the enhanced cyber risk management standards would help to reduce the potential impact of a cyber-attack or other cyber-related failure on the financial system. The advance notice of proposed rulemaking addresses five categories of cyber standards: (1) cyber risk governance; (2) cyber risk management; (3) internal dependency management; (4) external dependency management; and (5) incident response, cyber resilience, and situational awareness. We will continue to monitor any developments related to this proposed rulemaking.

Community Reinvestment Act

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

In 2014, the Federal Reserve Bank of Atlanta began a regularly scheduled CRA examination of Regions Bank covering 2012 and 2013 performance. This review included, among other things, a review of Regions Bank's previously disclosed public consent orders. As a result of the examination, the results of which were communicated during the fourth quarter of 2015, Regions Bank received "High Satisfactory" ratings on its CRA components, but its overall CRA rating was downgraded from "Satisfactory" to "Needs to Improve." The downgrade was attributed to the matters underlying Regions Bank's April 2015 public consent order with the CFPB related to overdrafts and the Federal Reserve's Regulation E. Regions Bank had self-reported these matters and provided remuneration during 2011 and 2012. This downgrade imposed restrictions on the Company's ability to undertake certain activities, including mergers and acquisitions of insured depository institutions and applications to open branches or certain other facilities until such time as the rating was improved. On December 19, 2016, the Federal Reserve Bank of Atlanta informed Regions that the Company's overall CRA rating had been reinstated from "Needs to Improve" to "Satisfactory" and this regulatory issue is resolved. Further, Regions continued to receive a "High Satisfactory" rating on the lending, investment and service portions of the Company's most recent CRA review.

Compensation Practices

Our compensation practices are subject to oversight by the Federal Reserve. The federal banking regulators have provided guidance designed to ensure that incentive compensation arrangements at banking organizations take into account risk and are consistent with safe and sound practices. The guidance sets forth the following three key principles with respect to incentive compensation arrangements: (i) the arrangements should provide employees with incentives that appropriately balance risk and financial results in a manner that does not encourage employees to expose their organizations to imprudent risk; (ii) the arrangements should be compatible with effective controls and risk management; and (iii) the arrangements should be supported by strong corporate governance. The guidance provides that supervisory findings with respect to incentive compensation will be incorporated, as appropriate, into the organization's supervisory ratings, which can affect its ability to make acquisitions or perform other actions. The guidance also provides that enforcement actions may be taken against a banking organization if its incentive compensation arrangements or related risk management, control or governance processes pose a risk to the organization's safety and soundness.

During the second quarter of 2016, the U.S. financial regulators, including the Federal Reserve and the SEC, proposed revised rules on incentive-based payment arrangements at specified regulated entities having at least \$1 billion in total assets (including Regions and Regions Bank). The proposed revised rules would establish general qualitative requirements applicable to all covered entities, additional specific requirements for entities with total consolidated assets of at least \$50 billion, such as Regions, and further, more stringent requirements for those with total consolidated assets of at least \$250 billion. The general qualitative requirements include (i) prohibiting incentive arrangements that encourage inappropriate risks by providing excessive compensation; (ii) prohibiting incentive arrangements that encourage inappropriate risks that could lead to a material financial loss; (iii) establishing requirements for performance measures to appropriately balance risk and reward; (iv) requiring board of director oversight of incentive arrangements; and (v) mandating appropriate record-keeping. For larger financial institutions, including Regions, the proposed revised rules would also introduce additional requirements applicable only to "senior executive

officers” and “significant risk-takers” (as defined in the proposed rules), including (i) limits on performance measures and leverage relating to performance targets; (ii) minimum deferral periods; and (iii) subjecting incentive compensation to possible downward adjustment, forfeiture and clawback. If the rules are adopted in the form proposed, they may restrict our flexibility with respect to the manner in which we structure compensation and adversely affect our ability to compete for talent.

Anti-Money Laundering

A continued focus of governmental policy relating to financial institutions in recent years has been combating money laundering and terrorist financing. The USA PATRIOT Act broadened the application of anti-money laundering regulations to apply to additional types of financial institutions such as broker-dealers, investment advisors and insurance companies, and strengthened the ability of the U.S. Government to help prevent, detect and prosecute international money laundering and the financing of terrorism. The principal provisions of Title III of the USA PATRIOT Act require that regulated financial institutions, including state member banks: (i) establish an anti-money laundering program that includes training and audit components; (ii) comply with regulations regarding the verification of the identity of any person seeking to open an account; (iii) take additional required precautions with non-U.S. owned accounts; and (iv) perform certain verification and certification of money laundering risk for their foreign correspondent banking relationships. Failure of a financial institution to comply with the USA PATRIOT Act’s requirements could have serious legal and reputational consequences for the institution. Regions’ banking and insurance subsidiaries have augmented their systems and procedures to meet the requirements of these regulations and will continue to revise and update their policies, procedures and controls to reflect changes required by the USA PATRIOT Act and implementing regulations. The USA PATRIOT Act also requires federal banking regulators to evaluate the effectiveness of an applicant in combating money laundering in determining whether to approve a proposed bank acquisition.

In 2014, the Financial Crimes Enforcement Network (“FinCEN”), which drafts regulations implementing the USA PATRIOT Act and other anti-money laundering and bank secrecy act legislation, proposed a rule that would require financial institutions to obtain beneficial ownership information with respect to legal entities with which such institutions conduct business, subject to certain exclusions and exemptions. In May 2016, FinCEN issued its final rules with respect to customer due diligence requirements, and financial institutions that are subject to these final rules, including Regions, are required to comply by May 2018. Bank regulators are focusing their examinations on anti-money laundering compliance, and we continue to monitor and augment, where necessary, our anti-money laundering compliance programs.

Office of Foreign Assets Control Regulation

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

Regulation of Insurers and Insurance Brokers

Our operations in the areas of insurance brokerage and reinsurance of credit life insurance are subject to regulation and supervision by various state insurance regulatory authorities. Although the scope of regulation and form of supervision may vary from state to state, insurance laws generally grant broad discretion to regulatory authorities in adopting regulations and supervising regulated activities. This supervision generally includes the licensing of insurance brokers and agents and the regulation of the handling of customer funds held in a fiduciary capacity. Certain of our insurance company subsidiaries are subject to extensive regulatory supervision and to insurance laws and regulations requiring, among other things, maintenance of capital, record keeping, reporting and examinations.

Regulation of Broker Dealers

Our subsidiary Regions Securities is a registered broker-dealer with the SEC and, as a result, is subject to regulation and examination by the SEC, FINRA and other self-regulatory organizations. These regulations cover a broad range of issues, including capital requirements; sales and trading practices; use of client funds and securities; the conduct of directors, officers and employees; record-keeping and recording; supervisory procedures to prevent improper trading on material non-public information; qualification and licensing of sales personnel; and limitations on the extension of credit in securities transactions. In addition to federal registration, state securities commissions require the registration of certain broker-dealers.

Competition

All aspects of our business are highly competitive. Our subsidiaries compete with other financial institutions located in the states in which they operate and other adjoining states, as well as large banks in major financial centers and other financial

intermediaries, such as savings and loan associations, credit unions, Internet banks, finance companies, mutual funds, insurance companies, brokerage and investment banking firms, mortgage companies and financial service operations of major commercial and retail corporations. We expect competition to intensify among financial services companies due to the sustained low interest rate and ongoing low-growth economic environment. Also, as banks in our footprint act to attain compliance with the LCR, there is a chance deposit pricing, particularly long-term time deposits could become even more competitive.

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

Employees

As of December 31, 2016, Regions and its subsidiaries had 22,166 full-time equivalent employees.

Available Information

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

Item 1A. Risk Factors

An investment in the Company involves risk, some of which, including market, liquidity, credit, operational, legal, compliance, reputational and strategic risks, could be substantial and is inherent in our business. This risk also includes the possibility that the value of the investment could decrease considerably, and dividends or other distributions concerning the investment could be reduced or eliminated. Discussed below are risk factors that could adversely affect our financial results and condition, as well as the value of, and return on investment in the Company.

Risks Related to the Operation of Our Business

Our businesses have been, and may continue to be, adversely affected by conditions in the financial markets and economic conditions generally.

We provide traditional commercial, retail and mortgage banking services, as well as other financial services including asset management, wealth management, securities brokerage, insurance, merger-and-acquisition advisory services and other specialty financing. All of our businesses are materially affected by conditions in the financial markets and economic conditions generally or specifically in the Southeastern U.S., the principal markets in which we conduct business. A worsening of business and economic conditions generally or specifically in the principal markets in which we conduct business could have adverse effects on our business, including the following:

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

In the event of severely adverse business and economic conditions generally or specifically in the principal markets in which we conduct business, there can be no assurance that the federal government and the Federal Reserve would intervene. There is also no assurance that the measures undertaken by the federal government and the Federal Reserve since the financial crisis will result in continued improvement in the general business environment or in the business environments in the principal markets in which we do business. If economic conditions worsen or remain volatile, our business, financial condition and results of operations could be materially adversely affected.

Ineffective liquidity management could adversely affect our financial results and condition.

Effective liquidity management is essential for the operation of our business. We require sufficient liquidity to meet customer loan requests, customer deposit maturities/withdrawals, payments on our debt obligations as they come due and other cash commitments under both normal operating conditions and unpredictable circumstances causing industry or general financial market stress. Our access to funding sources in amounts adequate to finance our activities on terms that are acceptable to us could be impaired by factors that affect us specifically or the financial services industry or economy generally. Factors that could detrimentally impact our access to liquidity sources include a downturn in the geographic markets in which our loans and operations are concentrated or difficult credit markets. Our access to deposits may also be affected by the liquidity needs of our depositors. In particular, a majority of our liabilities during 2016 were checking accounts and other liquid deposits, which are payable on demand or upon several days' notice, while by comparison, a substantial majority of our assets were loans, which cannot be called or sold in the same time frame. Although we have historically been able to replace maturing deposits and advances as necessary, we might not be able to replace such funds in the future, especially if a large number of our depositors seek to withdraw their accounts, regardless of the reason. A failure to maintain adequate liquidity could materially and adversely affect our business, results of operations or financial condition.

Our operations are concentrated in the Southeastern U.S., and adverse changes in the economic conditions in this region can adversely affect our financial results and condition.

Our operations are concentrated in the Southeastern U.S., particularly in the states of Alabama, Florida, Georgia, Louisiana, Mississippi and Tennessee. As a result, local economic conditions in the Southeastern U.S. significantly affect the demand for the loans and other products we offer to our customers (including real estate, commercial and construction loans), the ability of borrowers to repay these loans and the value of the collateral securing these loans. Following the financial crisis, the national real estate market experienced a significant decline in value, and the value of real estate in the Southeastern U.S. in particular declined significantly more than real estate values in the U.S. as a whole. This decline has had an adverse impact on some of our borrowers and on the value of the collateral securing many of our loans. Although real estate in many geographies has begun to show signs of improvement, this recent decline and any further declines in the future may continue to affect borrowers and collateral values, which could adversely affect our currently performing loans, leading to future delinquencies or defaults and increases in our

provision for loan losses. Further or continued adverse changes in these economic conditions could materially adversely affect our business, results of operations or financial condition.

Weather-related events and other natural disasters, as well as man-made disasters, could cause a disruption in our operations or other consequences that could have an adverse impact on financial results and condition.

A significant portion of our operations are located in the areas bordering the Gulf of Mexico and the Atlantic Ocean, regions that are susceptible to hurricanes, or in areas of the Southeastern U.S. that are susceptible to tornadoes and other severe weather events. Many areas in the Southeastern U.S. have also experienced severe droughts and floods in recent years. Any of these or any other severe weather event could cause disruption to our operations and could have a material adverse effect on our overall business, results of operations or financial condition. While we maintain insurance covering many of these weather-related events, including coverage for lost profits and extra expense, there is no insurance against the disruption that a catastrophic earthquake, hurricane, tornado or other severe weather event could produce to the markets that we serve and the resulting adverse impact on our borrowers to timely repay their loans and the value of any collateral held by us. The severity and impact of future earthquakes, hurricanes, tornadoes, droughts, floods and other weather-related events are difficult to predict and may be exacerbated by global climate change. Man-made disasters and other events connected with the Gulf of Mexico or Atlantic Ocean, such as the 2010 Gulf oil spill, could have similar effects.

Weakness in the residential real estate markets could adversely affect our performance.

As of December 31, 2016, consumer residential real estate loans represented approximately 30% of our total loan portfolio. Declines in home values would adversely affect the value of collateral securing the residential real estate that we hold, as well as the volume of loan originations and the amount we realize on the sale of real estate loans. These factors could result in higher delinquencies and greater charge-offs in future periods, which could materially adversely affect our business, financial condition or results of operations.

Weakness in the commercial real estate markets could adversely affect our performance.

As of December 31, 2016, approximately 8% of our loan portfolio consisted of investor real estate loans. The properties securing income-producing investor real estate loans are typically not fully leased at the origination of the loan. The borrower's ability to repay the loan is instead dependent upon additional leasing through the life of the loan or the borrower's successful operation of a business. Weak economic conditions may impair a borrower's business operations and typically slow the execution of new leases. Such economic conditions may also lead to existing lease turnover. As a result of these factors, vacancy rates for retail, office and industrial space may increase. High vacancy rates could also result in rents falling. The combination of these factors could result in deterioration in the fundamentals underlying the commercial real estate market and the deterioration in value of some of our loans. Any such deterioration could adversely affect the ability of our borrowers to repay the amounts due under their loans. As a result, our business, results of operations or financial condition may be materially adversely affected.

Weakness in commodity businesses could adversely affect our performance.

Many of our borrowers operate in industries that are directly or indirectly impacted by changes in commodity prices. This includes agriculture, livestock, metals, timber, textiles and energy businesses (including oil, gas, and petrochemical), as well as businesses indirectly impacted by commodities prices such as businesses that transport commodities or manufacture equipment used in production of commodities. Changes in commodity products prices depend on local, regional and global events or conditions that affect supply and demand for the relevant commodity. These industries have been, and may in the future be, subject to significant volatility. In addition, legislative changes such as the elimination of certain tax incentives could have significant impacts on this portfolio.

Specifically, as of December 31, 2016, energy-related loan balances represented approximately 3% of our total loan portfolio. 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, as well as loans indirectly impacted by the energy portfolio, such as petroleum wholesalers, oil and gas equipment manufacturing, air transportation, and petroleum bulk stations and terminals. Given the recent volatility in oil prices, the cash flows of our customers in the oil and gas industry could be adversely impacted, which could impair their ability to service any loans outstanding to them and/or reduce demand for loans. These factors could result in higher delinquencies and greater charge-offs in future periods, which could adversely affect our business, financial condition or results of operations.

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

As a lender, we are exposed to the risk that our customers will be unable to repay their loans and leases according to their terms and that any collateral securing the payment of their loans and leases may not be sufficient to assure repayment. Credit losses are inherent in the business of making loans and could have a material adverse effect on our operating results.

We make various assumptions and judgments about the collectability of our loan portfolio and provide an allowance for loan losses based on a number of factors. Our management periodically determines the allowance for loan losses based on available information, including the quality of the loan portfolio, economic conditions, the value of the underlying collateral and the level of non-accrual loans. Increases in the allowance will result in an expense for the period, thereby reducing our reported net income. If, as a result of general economic conditions, there is a decrease in asset quality or growth in the loan portfolio, management

determines that additional increases in the allowance for loan losses are necessary, we may incur additional expenses which will reduce our net income, and our business, results of operations or financial condition may be materially adversely affected.

Although our management will establish an allowance for loan losses it believes is appropriate to absorb probable and reasonably estimable losses in our loan portfolio, this allowance may not be adequate. For example, if a hurricane or other natural disaster were to occur in one of our principal markets or if economic conditions in those markets were to deteriorate unexpectedly, additional loan losses not incorporated in the existing allowance for loan losses may occur. Losses in excess of the existing allowance for loan losses will reduce our net income and could adversely affect our business, results of operations or financial condition, perhaps materially.

In addition, bank regulatory agencies will periodically review our allowance for loan losses and the value attributed to non-accrual loans and to real estate acquired through foreclosure. Such regulatory agencies may require us to adjust our determination of the value for these items. These adjustments could materially adversely affect our business, results of operations or financial condition.

Risks associated with home equity products where we are in a second lien position could materially adversely affect our performance.

Home equity products, particularly those where we are in a second lien position, and particularly those in certain geographic areas, may carry a higher risk of non-collection than other loans. Home equity lending includes both home equity loans and lines of credit. Of our \$10.7 billion home equity portfolio at December 31, 2016, approximately \$7.2 billion were home equity lines of credit and \$3.5 billion were closed-end home equity loans (primarily originated as amortizing loans). 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 of origination directly affect the amount of credit extended, and, in addition, past and future changes in these values impact the depth of potential losses. Second lien position lending carries higher credit risk because any decrease in real estate pricing may result in the value of the collateral being insufficient to cover the second lien after the first lien position has been satisfied. As of December 31, 2016, approximately \$3.9 billion of our home equity lines and loans were in a second lien position.

Industry competition may adversely affect our degree of success.

Our profitability depends on our ability to compete successfully. We operate in a highly competitive environment, and we expect competition to intensify due in part to the sustained low interest rate and ongoing low-growth economic environment. Certain of our competitors are larger and have more resources than we do, enabling them to be more aggressive than us in competing for loans and deposits. In our market areas, we face competition from other commercial banks, savings and loan associations, credit unions, Internet banks, finance companies, mutual funds, insurance companies, brokerage and investment banking firms, mortgage companies, and other financial intermediaries that offer similar services. Some of our non-bank competitors are not subject to the same extensive regulations we are and, therefore, may have greater flexibility in competing for business. In particular, the activity and prominence of so-called marketplace lenders and other technological financial services companies have grown significantly over recent years and is expected to continue growing.

Our ability to compete successfully depends on a number of factors, including customer convenience, quality of service, personal contacts, pricing and range of products. If we are unable to successfully compete for new customers and to retain our current customers, our business, financial condition or results of operations may also be adversely affected, perhaps materially. In particular, if we experience an outflow of deposits as a result of our customers seeking investments with higher yields or greater financial stability, or a desire to do business with our competitors, we may be forced to rely more heavily on borrowings and other sources of funding to operate our business and meet withdrawal demands, thereby adversely affecting our net interest margin.

Fluctuations in market interest rates may adversely affect our performance.

Our profitability depends to a large extent on our net interest income and other financing income, which is the difference between the interest income received on interest-earning assets (primarily loans and investment securities) and the interest expense incurred in connection with interest-bearing liabilities (primarily deposits and borrowings). Net interest income and other financing income also includes rental income and depreciation expense associated with operating leases for which Regions is the lessor. The level of net interest income and other financing income is primarily a function of the average balance of interest-earning assets, the average balance of interest-bearing liabilities and the spread between the yield on such assets and the cost of such liabilities. These factors are influenced by both the pricing and mix of interest-earning assets and interest-bearing liabilities which, in turn, are impacted by external factors such as the local economy, competition for loans and deposits, the monetary policy of the FOMC and market interest rates.

The cost of our deposits and short-term wholesale borrowings is largely based on short-term interest rates, the level of which is influenced heavily by the FOMC's actions. However, the yields generated by our loans and securities are typically driven by both short-term and longer-term interest rates. Longer-term rates are affected by multiple factors including the actions of the FOMC through actions such as quantitative easing, and the market's expectations for future inflation, growth and other economic considerations. The level of net interest income and other financing income is therefore influenced by movements in such interest rates and the pace at which such movements occur. Interest rate volatility can reduce unrealized gains or create unrealized losses

in our portfolios. If the interest rates on our interest-bearing liabilities increase at a faster pace than the interest rates on our interest-earning assets, our net interest income and other financing income may decline and, with it, a decline in our earnings may occur. Our net interest income and other financing income and our earnings would be similarly affected if the interest rates on our interest-earning assets declined at a faster pace than the interest rates on our interest-bearing liabilities. In particular, despite the rate increase in December 2016, short-term interest rates remain very low by historical standards. These low rates have reduced our cost of funding, which helped to stabilize our net interest margin.

Our current one-year interest rate sensitivity position is moderately asset sensitive. As a result, an immediate or gradual decrease in rates over a twelve-month period would likely have a negative impact on twelve-month net interest income and other financing income. An increasing interest rate environment, however, would increase debt service requirements for some of our borrowers and may adversely affect those borrowers' ability to pay as contractually obligated and could result in additional delinquencies or charge-offs. Our results of operations and financial condition may be adversely affected as a result.

For a more detailed discussion of these risks and our management strategies for these risks, see the "Net Interest Income and Other Financing Income, Margin and Interest Rate Risk," "Net Interest Income and Other Financing Income and Margin," "Market Risk-Interest Rate Risk" and "Securities" sections of Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Annual Report on Form 10-K.

Any future reductions in our credit ratings may increase our funding costs and place limitations on business activities related to providing credit support to customers.

The major rating agencies regularly evaluate us, and their ratings are based on a number of factors, including our financial strength and conditions affecting the financial services industry generally. In general, ratings agencies base their ratings on many quantitative and qualitative factors, including capital adequacy, liquidity, asset quality, business mix and level and quality of earnings, and we may not be able to maintain our current credit ratings. The ratings assigned to Regions and Regions Bank remain subject to change at any time, and it is possible that any ratings agency will take action to downgrade Regions, Regions Bank or both in the future. Additionally, ratings agencies may also make substantial changes to their ratings policies and practices, which may affect our credit ratings. In the future, changes to existing ratings guidelines and new ratings guidelines may, among other things, adversely affect the ratings of our securities or other securities in which we have an economic interest.

Regions' credit ratings can have negative consequences that can impact our ability to access the debt and capital markets, as well as reduce our profitability through increased costs on future debt issuances. Although Regions and Regions Bank are currently rated investment grade, a one-notch downgrade of Regions' rating would cause Regions to no longer be rated investment grade. When Regions was downgraded below investment grade status in 2010, we became unable to reliably access the short-term unsecured funding markets, which caused us to hold more cash and liquid investments to meet our ongoing cash needs. Such actions reduced our profitability as these liquid investments earned a lower return than other assets, such as loans. Regions' liquidity policy requires that the holding company maintain cash sufficient to cover the greater of (i) 18 months of debt service and other cash needs or (ii) a minimum cash balance of \$500 million. Although this policy helps protect us against the costs of unexpected adverse funding environments, we cannot guarantee that this policy will be sufficient.

Additionally, at the time Regions was downgraded to below investment grade, certain counterparty contracts were required to be renegotiated, resulting in additional collateral postings of approximately \$200 million. Refer to Note 21 "Derivative Financial Instruments and Hedging Activities – Contingent Features" to the consolidated financial statements of this Annual Report on Form 10-K for the fair value of contracts subject to contingent credit features and the collateral postings associated with such contracts. Future downgrades could require Regions to post additional collateral. Although the exact amount of additional collateral is unknown, it is reasonable to conclude that Regions may be required to post additional collateral related to existing contracts with contingent credit features.

The value of our goodwill and other intangible assets may decline in the future.

As of December 31, 2016, we had \$4.9 billion of goodwill and \$221 million of other intangible assets. A significant decline in our expected future cash flows, a significant adverse change in the business climate, slower economic growth or a significant and sustained decline in the price of our common stock, any or all of which could be materially impacted by many of the risk factors discussed herein, may necessitate our taking charges in the future related to the impairment of our goodwill. Future regulatory actions could also have a material impact on assessments of goodwill for impairment. If the fair value of our net assets improves at a faster rate than the market value of our reporting units, or if we were to experience increases in book values of a reporting unit in excess of the increase in fair value of equity, we may also have to take charges related to the impairment of our goodwill. If we were to conclude that a future write-down of our goodwill is necessary, we would record the appropriate charge, which could have a material adverse effect on our results of operations.

Identifiable intangible assets other than goodwill consist of core deposit intangibles, purchased credit card relationship assets, customer relationship employment agreement assets, and the DUS license. Adverse events or circumstances could impact the recoverability of these intangible assets including loss of core deposits, significant losses of credit card accounts and/or balances, increased competition or adverse changes in the economy. To the extent these intangible assets are deemed unrecoverable, a non-cash impairment charge would be recorded, which could have a material adverse effect on our results of operations.

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

As of December 31, 2016, Regions had approximately \$308 million in net deferred tax assets (net of valuation allowance of \$30 million). Our deferred tax assets are subject to an evaluation of whether it is more likely than not that they will be realized for financial statement purposes. In making this determination, we consider all positive and negative evidence available, including the impact of recent operating results, as well as potential carryback of tax to prior years' taxable income, reversals of existing taxable temporary differences, tax planning strategies and projected earnings within the statutory tax loss carryover period. We have determined that the deferred tax assets are more likely than not to be realized at December 31, 2016 (except for \$30 million related to state deferred tax assets for which we have established a valuation allowance). If we were to conclude that a significant portion of our deferred tax assets were not more likely than not to be realized, the required valuation allowance could adversely affect our financial position, results of operations and regulatory capital ratios. In addition, the value of our deferred tax assets could be adversely affected by a change in statutory tax rates.

Changes in the soundness of other financial institutions could adversely affect us.

Financial services companies are interrelated as a result of trading, clearing, counterparty or other relationships. We have exposure to many different industries and counterparties, and we routinely execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, mutual and hedge funds, and other institutional clients. As a result, defaults by, or even mere speculation about, one or more financial services companies, or the financial services industry generally, may lead to market-wide liquidity problems and could lead to losses or defaults by us or by other institutions. Many of these transactions expose us to credit risk in the event of default of our counterparty or client. In addition, our credit risk may be exacerbated if the collateral held by us cannot be realized or is liquidated at prices not sufficient to recover the full amount of the loan or lease or derivative exposure due us. Any such losses may materially and adversely affect our business, financial condition or results of operations.

Our businesses may be adversely affected if we are unable to hire and retain qualified employees.

Our success depends, in part, on our executive officers and other key personnel. The market for qualified individuals is highly competitive, and we may not be able to attract and retain qualified personnel or candidates to replace or succeed members of our senior management team or other key personnel. Our compensation practices are subject to review and oversight by the Federal Reserve, the FDIC and other regulators. As a large financial and banking institution, we may be subject to limitations on compensation practices, which may or may not affect our competitors, by the Federal Reserve, the FDIC or other regulators. These limitations could further affect our ability to attract and retain our executive officers and other key personnel.

In May 2016, the Federal Reserve, other federal banking agencies and the Securities and Exchange Commission jointly published re-proposed rules (originally proposed in April 2011) designed to implement provisions of the Dodd-Frank Act prohibiting incentive compensation arrangements that would encourage inappropriate risk taking at covered financial institutions, which includes a bank or BHC with \$1 billion or more of assets, such as Regions and Regions Bank. Although the re-proposed rules include more stringent requirements, particularly for larger institutions, it cannot be determined at this time whether or when a final rule will be adopted. Compliance with such a final rule may substantially affect the manner in which we structure compensation for our executives and other employees. Depending on the nature and application of the final rules, we may not be able to successfully compete with certain financial institutions and other companies that are not subject to some or all of the rules to retain and attract executives and other high performing employees. If this were to occur, our business, financial condition and results of operations could be adversely affected, perhaps materially. For a more detailed discussion of these proposed rules, see the "Supervision and Regulation-Compensation Practices" section of Item 1. "Business" of this Annual Report on Form 10-K.

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

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

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

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

our customers. As a result, our ability to effectively compete to retain or acquire new business may be impaired, and our business, financial condition or results of operations, may be adversely affected.

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

We are exposed to many types of operational risks, including liquidity risk, credit risk, market risk, interest rate risk, legal and compliance risk, strategic risk, information security risk, and reputational risk. We are also reliant upon our employees, and our operations are subject to the risk of fraud, theft or malfeasance by our employees. We have established processes and procedures intended to identify, measure, monitor, mitigate, report and analyze these risks; however, there are inherent limitations to our risk management strategies as there may exist, or develop in the future, risks that we have not appropriately anticipated, monitored or identified. If our risk management framework proves ineffective, we could suffer unexpected losses, we may have to expend resources detecting and correcting the failure in our systems and we may be subject to potential claims from third parties and government agencies. We may also suffer severe reputational damage. Any of these consequences could adversely affect our business, financial condition or results of operations. In particular, the unauthorized disclosure, misappropriation, mishandling or misuse of personal, non-public, confidential or proprietary information of customers could result in significant regulatory consequences, reputational damage and financial loss.

Damage to our reputation could significantly harm our businesses.

Our ability to attract and retain customers and highly-skilled management and employees is impacted by our reputation. A negative public opinion of us and our business can result from any number of activities, including our lending practices, corporate governance and regulatory compliance, acquisitions and actions taken by our regulators or by community organizations in response to these activities. Significant harm to our reputation could also arise as a result of regulatory or governmental actions, litigation, employee misconduct or the activities of our customers, other participants in the financial services industry or our contractual counterparties, such as our service providers and vendors. Damage to our reputation could also adversely affect our credit ratings and access to the capital markets.

We are subject to a variety of systems failure and cybersecurity risks that could adversely affect our business and financial performance.

Failure in or breach of our systems or infrastructure, or those of our third-party service providers, including as a result of cyber-attacks, could disrupt our businesses or the businesses of our customers. This could result in the disclosure or misuse of confidential or proprietary information, damage our reputation, increase our costs and cause losses. As a large financial institution, we depend on our ability to process, record and monitor a large number of customer transactions on a continuous basis. As public and regulatory expectations, as well as our customers' expectations have increased regarding operational and information security, our systems and infrastructure must continue to be safeguarded and monitored for potential failures, disruptions and breakdowns. Our business, financial, accounting, data processing systems or other operating systems and facilities may stop operating properly or become disabled or damaged as a result of a number of factors, including events that are wholly or partially beyond our control. For example, there could be sudden increases in customer transaction volume; electrical or telecommunications outages; natural disasters such as earthquakes, tornadoes and hurricanes; disease pandemics; events arising from local or larger scale political or social matters, including terrorist acts; and, as described below, cyber-attacks. Although we have business continuity plans and other safeguards in place, our business operations may be adversely affected by significant and widespread disruption to our physical infrastructure or operating systems that support our businesses and customers. For a discussion of the guidance that federal banking regulators have released regarding cybersecurity and cyber risk management standards, see the "Supervision and Regulation-Financial Privacy and Cybersecurity" section of Item 1. "Business" of this Annual Report on Form 10-K.

Information security risks for large financial institutions such as Regions have increased significantly in recent years in part because of the proliferation of new technologies, such as Internet and mobile banking to conduct financial transactions, and the increased sophistication and activities of organized crime, hackers, terrorists, nation-states, activists and other external parties. Third parties with whom we or our customers do business also present operational and information security risks to us, including security breaches or failures of their own systems. As noted above, our operations rely on the secure processing, transmission and storage of confidential information in our computer systems and networks. In addition, to access our products and services, our customers may use personal computers, smartphones, tablets, and other mobile devices that are beyond our control environment. Although we believe that we have appropriate information security procedures and controls, our technologies, systems, networks and our customers' devices may be the target of cyber-attacks or information security breaches that could result in the unauthorized release, gathering, monitoring, misuse, loss or destruction of Regions' or our customers' confidential, proprietary and other information. Additionally, cyber-attacks, such as denial of service attacks, hacking or terrorist activities, could disrupt Regions' or our customers' or other third parties' business operations. For example, denial of service attacks have been launched against a number of large financial services institutions, including Regions. Although these past events have not resulted in a breach of Regions' client data or account information, such attacks have adversely affected the performance of Regions Bank's website, www.regions.com, and, in some instances, prevented customers from accessing Regions Bank's secure websites for consumer and commercial applications. In all cases, the attacks primarily resulted in inconvenience; however, future cyber-attacks could be more disruptive and damaging, and Regions may not be able to anticipate or prevent all such attacks. As cyber threats continue to evolve,

we may be required to expend significant additional resources to continue to modify or enhance our layers of defense or to investigate and remediate any information security vulnerabilities. The techniques used by cyber criminals change frequently, may not be recognized until launched and can be initiated from a variety of sources, including terrorist organizations and hostile foreign governments. These criminals may attempt to fraudulently induce employees, customers or other users of our systems to disclose sensitive information in order to gain access to data or our systems. These risks may increase as the use of mobile payment and other Internet-based applications expands.

Disruptions or failures in the physical infrastructure or operating systems that support our businesses and customers, or cyber-attacks or security breaches of the networks, systems or devices that our customers use to access our products and services, could result in customer attrition, regulatory fines, penalties or intervention, reputational damage, reimbursement or other compensation costs and/or additional compliance costs, any of which could materially adversely affect our business, results of operations or financial condition. For a more detailed discussion of these risks and specific occurrences, see the "Information Security Risk" section of Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Annual Report on Form 10-K.

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

Third parties provide key components of our business operations such as data processing, recording and monitoring transactions, online banking interfaces and services, Internet connections and network access. While we have selected these third-party vendors carefully, we do not control their actions. Any problems caused by these third parties, including those resulting from disruptions in services provided by a vendor, failure of a vendor to handle current or higher volumes, failure of a vendor to provide services for any reason, poor performance of services, failure to comply with applicable laws and regulations, or fraud or misconduct on the part of employees of any of our vendors, could adversely affect our ability to deliver products and services to our customers, our reputation and our ability to conduct our business. Financial or operational difficulties of a third-party vendor could also hurt our operations if those difficulties interfere with the vendor's ability to serve us. Replacing these third-party vendors could also create significant delay and expense. Accordingly, use of such third parties creates an unavoidable, inherent risk to our business operations.

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

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

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

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

We rely on the mortgage secondary market for some of our liquidity.

In 2016, we sold 45% of the mortgage loans we originated to the Agencies. We rely on the Agencies to purchase loans that meet their conforming loan requirements in order to reduce our credit risk and provide funding for additional loans we desire to originate. We cannot provide assurance that the Agencies will not materially limit their purchases of conforming loans due to capital constraints, a change in the criteria for conforming loans or other factors. Additionally, various proposals have been made to reform the U.S. residential mortgage finance market, including the role of the Agencies. The exact effects of any such reforms are not yet known, but they may limit our ability to sell conforming loans to the Agencies. If we are unable to continue to sell conforming loans to the Agencies, our ability to fund, and thus originate, additional mortgage loans may be adversely affected, which would adversely affect our results of operations.

We are subject to a variety of risks in connection with any sale of loans we may conduct.

In connection with our sale of one or more loan portfolios, we may make certain representations and warranties to the purchaser concerning the loans sold and the procedures under which those loans have been originated and serviced. If any of these representations and warranties are incorrect, we may be required to indemnify the purchaser for any related losses, or we may be required to repurchase part or all of the effected loans. We may also be required to repurchase loans as a result of borrower fraud or in the event of early payment default by the borrower on a loan we have sold. If we are required to make any indemnity payments

or repurchases and do not have a remedy available to us against a solvent counterparty, we may not be able to recover our losses resulting from these indemnity payments and repurchases. Consequently, our results of operations may be adversely affected.

In addition, we must report as held for sale any loans that we have undertaken to sell, whether or not a purchase agreement for the loans has been executed. We may, therefore, be unable to ultimately complete a sale for part or all of the loans we classify as held for sale. Management must exercise its judgment in determining when loans must be reclassified from held to maturity status to held for sale status under applicable accounting guidelines. Any failure to accurately report loans as held for sale could result in regulatory investigations and monetary penalties. Any of these actions could adversely affect our financial condition and results of operations. Reclassifying loans from held to maturity to held for sale also requires that the affected loans be marked to the lower of cost or fair value. As a result, any loans classified as held for sale may be adversely affected by changes in interest rates and by changes in the borrower's creditworthiness. We may be required to reduce the value of any loans we mark held for sale, which could adversely affect our results of operations.

A downgrade or potential downgrade of the U.S. Government's sovereign credit rating by one or more credit ratings agencies could adversely affect our business.

Future uncertainty over U.S. fiscal policy could result in a downgrade or a reduction in the outlook of the U.S. long-term sovereign credit rating by one or more credit ratings agencies. Any downgrade, or perceived future downgrade, in the U.S. sovereign credit rating or outlook could adversely affect global financial markets and economic conditions and may result in, among other things, increased volatility and illiquidity in the capital markets, declines in consumer confidence, increased unemployment levels and declines in the value of U.S. Treasury securities and securities guaranteed by the U.S. government. As a result, our business, liquidity, results of operations and financial conditions may be adversely affected. Additionally, the economic conditions resulting from any such downgrade or perceived future downgrade may significantly exacerbate the other risks we face.

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

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

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

If the models that we use in our business perform poorly or provide inadequate information, our business or results of operations may be adversely affected.

We utilize quantitative models to assist in measuring risks and estimating or predicting certain financial values. Models may be used in processes such as determining the pricing of various products, grading loans and extending credit, measuring interest rate and other market risks, forecasting financial performance, predicting losses, assessing capital adequacy, and calculating regulatory capital levels, as well as to estimate the value of financial instruments and balance sheet items. Poorly designed, implemented, or managed models present the risk that our business decisions that consider information based on such models will be adversely affected due to the inadequacy or inaccuracy of that information. Also, information we provide to the public or to our regulators based on poorly designed, implemented, or managed models could be inaccurate or misleading. Some of the decisions that our regulators make, including those related to capital distributions to our stockholders, could be affected adversely due to the perception that the quality of the models used to generate the relevant information is insufficient.

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

From time to time, the FASB and SEC change the financial accounting and reporting standards that govern the preparation of our financial statements. These changes can be difficult to predict and can materially impact how we record and report our financial condition and results of operations. For example, in June 2016, the FASB issued Accounting Standards Update 2016-13, *Measurement of Credit Losses on Financial Instruments*, that will, effective January 1, 2020, substantially change the accounting for credit losses on loans and other financial assets held by banks, financial institutions and other organizations. The standard removes the existing "probable" threshold in GAAP for recognizing credit losses and instead requires companies to reflect their estimate of credit losses over the life of the financial assets. Companies must consider all relevant information when estimating expected credit losses, including details about past events, current conditions, and reasonable and supportable forecasts. The

standard is likely to have a negative impact, potentially material, to the allowance and capital at adoption in 2020; however, Regions is still evaluating the impact. It is also possible that Regions' ongoing reported earnings and lending activity will be negatively impacted in periods following adoption.

Risks Arising From the Legal and Regulatory Framework in which Our Business Operates

We are, and may in the future be, subject to litigation, investigations and governmental proceedings that may result in liabilities adversely affecting our financial condition, business or results of operations or in reputational harm.

We and our subsidiaries are, and may in the future be, named as defendants in various class actions and other litigation, and may be the subject of subpoenas, reviews, requests for information, investigations, and formal and informal proceedings by government and self-regulatory agencies regarding our and their businesses and activities. Any such matters may result in material adverse consequences to our results of operations, financial condition or ability to conduct our business, including adverse judgments, settlements, fines, penalties (including civil money penalties under applicable banking laws), injunctions, restrictions on our business activities or other relief. Our involvement in any such matters, even if the matters are ultimately determined in our favor, could also cause significant harm to our reputation and divert management attention from the operation of our business. Further, any settlement, consent order or adverse judgment in connection with any formal or informal proceeding or investigation by government or self-regulatory agencies may result in additional litigation, investigations or proceedings as other litigants and government or self-regulatory agencies (including the inquiries mentioned above) begin independent reviews of the same businesses or activities. In general, the amounts paid by financial institutions in settlement of proceedings or investigations, including those relating to anti-money laundering matters, have been increasing dramatically and are likely to continue to increase. In some cases, governmental authorities have required criminal pleas or other extraordinary terms as part of such settlements, which could have significant collateral consequences for a financial institution, including loss of customers, restrictions on the ability to access the capital markets, and the inability to operate certain businesses or offer certain products for a period of time. In addition, enforcement matters could impact our supervisory and CRA ratings, which may in turn restrict or limit our activities.

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

Additional information relating to our litigation, investigations and other proceedings is discussed in Note 24 "Commitments, Contingencies and Guarantees" to the consolidated financial statements of this Annual Report on Form 10-K.

We may face significant claims for indemnification in connection with our sale of Morgan Keegan in 2012.

On January 11, 2012, Regions entered into a stock purchase agreement to sell Morgan Keegan and related affiliates to Raymond James. The transaction closed on April 2, 2012. In connection with the closing of the sale, Regions agreed to indemnify Raymond James for all litigation and certain other matters related to pre-closing activities of Morgan Keegan. Indemnifiable losses under the indemnification provision include legal and other expenses, such as costs for defense, judgments, settlements and awards associated with the resolution of litigation related to pre-closing activities. As of December 31, 2016, the carrying value of the indemnification obligation is approximately \$28 million. This amount reflects an estimate of liability; however, actual liabilities can potentially be higher than amounts reserved. The amount of liability that we may ultimately incur from indemnification claims may have an adverse impact, perhaps materially, on our financial condition or results of operations.

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

We are subject to extensive state and federal regulation, supervision and examination governing almost all aspects of our operations, which limits the businesses in which we may permissibly engage. The laws and regulations governing our business are intended primarily for the protection of our depositors, our customers, the financial system and the FDIC insurance fund, not our stockholders or other creditors. These laws and regulations govern a variety of matters, including certain debt obligations, changes in control, maintenance of adequate capital, and general business operations and financial condition (including permissible types, amounts and terms of loans and investments, the amount of reserves against deposits, restrictions on dividends, establishment of branch offices, and the maximum interest rate that may be charged by law). Further, we must obtain approval from our regulators before engaging in many activities, and our regulators have the ability to compel us to, or restrict us from, taking certain actions entirely. There can be no assurance that any regulatory approvals we may require or otherwise seek will be obtained.

We are also subject to changes in federal and state law, as well as regulations and governmental policies, income tax laws and accounting principles. Regulations affecting banks and other financial institutions are undergoing continuous review and frequently change, and the ultimate effect of such changes cannot be predicted. Changes to the legal and regulatory framework governing our operations, including the passage and continued implementation of the Dodd-Frank Act, have drastically revised the laws and regulations under which we operate. These changes have resulted in increased costs of doing business, decreased revenues and net income, and may impact our ability to effectively compete in attracting and retaining customers. Recent political developments, including the change in administration in the U.S., have added additional uncertainty to the implementation, scope

and timing of regulatory reforms. Regulations and laws may be modified or repealed at any time, and new legislation may be enacted that will affect us, Regions Bank and our subsidiaries.

Any changes in any federal and state law, as well as regulations and governmental policies, income tax laws and accounting principles, could affect us in substantial and unpredictable ways, including ways that may adversely affect our business, financial condition or results of operations. Failure to appropriately comply with any such laws, regulations or principles could result in sanctions by regulatory agencies, civil money penalties or damage to our reputation, all of which could adversely affect our business, financial condition or results of operations. Our regulatory position is discussed in greater detail in Note 14 “Regulatory Capital Requirements and Restrictions” in the Notes to the Consolidated Financial Statements in Item 8. of this Annual Report on Form 10-K.

We may be subject to more stringent capital and liquidity requirements.

Regions and Regions Bank are each subject to capital adequacy and liquidity guidelines and other regulatory requirements specifying minimum amounts and types of capital that must be maintained. From time to time, the regulators implement changes to these regulatory capital adequacy and liquidity guidelines. If we fail to meet these minimum capital adequacy and liquidity guidelines and other regulatory requirements, we or our subsidiaries may be restricted in the types of activities we may conduct and may be prohibited from taking certain capital actions, such as paying dividends and repurchasing or redeeming capital securities.

In particular, the capital adequacy and liquidity guidelines applicable to Regions and Regions Bank under the Basel III Rules, which began to be phased in starting in 2015, require Regions to satisfy additional, more stringent capital adequacy and liquidity standards than in the past. In addition, these requirements could have a negative impact on our ability to lend, grow deposit balances, make acquisitions and make capital distributions in the form of increased dividends or share repurchases. Higher capital levels could also lower our return on equity.

We may also be required to satisfy even more stringent standards depending on the implementation of the liquidity guidelines as well as the additional capital and other surcharges being considered by supervisory bodies. For more information concerning our compliance with capital and liquidity requirements, see Note 14 “Regulatory Capital Requirements and Restrictions” in the Notes to the Consolidated Financial Statements in Item 8. of this Annual Report on Form 10-K.

Rulemaking changes implemented by the CFPB will result in higher regulatory and compliance costs that may adversely affect our results of operations.

Since its formation, the CFPB has finalized a number of significant rules that could have a significant impact on our business and the financial services industry more generally. In particular, the CFPB has adopted rules impacting nearly every aspect of the lifecycle of a residential mortgage loan as discussed in the “Supervision and Regulation” section of Item 1. “Business” of this Annual Report on Form 10-K above. The CFPB has also issued guidance, which has faced Congressional opposition, that could radically reshape the automotive financing industry by subjecting indirect automobile lenders, such as Regions, to regulation as creditors under the Equal Credit Opportunity Act, which would make indirect automobile lenders monitor and control certain credit policies and procedures undertaken by automobile dealers. Compliance with the rules and policies adopted by the CFPB may limit the products we may permissibly offer to some or all of our customers, or limit the terms on which those products may be issued, or may adversely affect our ability to conduct our business as previously conducted (including our residential mortgage and indirect auto lending businesses in particular). We may also be required to add additional compliance personnel or incur other significant compliance-related expenses. Our business, results of operations or competitive position may be adversely affected as a result.

We may not be able to complete future acquisitions, may not be successful in realizing the benefits of any future acquisitions that are completed, or may choose not to pursue acquisition opportunities we might find beneficial.

A substantial part of our historical growth has been a result of acquisitions of other financial institutions, and we may, from time to time, evaluate and engage in the acquisition or divestiture of businesses (including their assets or liabilities, such as loans or deposits). We must generally satisfy a number of meaningful conditions prior to completing any such transaction, including in certain cases, federal and state bank regulatory approvals. Bank regulators consider a number of factors when determining whether to approve a proposed transaction, including the supervisory ratings and compliance history of all institutions involved, the anti-money laundering and Bank Secrecy Act compliance history of all institutions involved, CRA examination results and the effect of the transaction on financial stability. In 2014, the Federal Reserve Bank of Atlanta began a regularly scheduled CRA examination of Regions Bank covering 2012 and 2013 performance. This review included, among other things, a review of Regions Bank’s previously disclosed public consent orders. As a result of the examination, the results of which were communicated during the fourth quarter of 2015, Regions Bank received “High Satisfactory” ratings on its CRA components, but its overall CRA rating was downgraded from “Satisfactory” to “Needs to Improve.” The downgrade was attributable to the matters underlying Regions Bank’s April 2015 public consent order with the CFPB related to overdrafts and the Federal Reserve’s Regulation E. Regions Bank had self-reported these matters and provided remuneration during 2011 and 2012. This downgrade imposed restrictions on the Company’s ability to undertake certain activities, including mergers and acquisitions of insured depository institutions and applications to open branches or certain other facilities until such time as the rating was improved. On December 19, 2016, the Federal Reserve Bank of Atlanta informed Regions that the Company’s overall CRA rating had been reinstated from “Needs to

Improve" to "Satisfactory" and this regulatory issue is resolved. Further, Regions continued to receive a "High Satisfactory" rating on the lending, investment and service portions of the Company's most recent CRA review.

Additionally, the process for obtaining required regulatory approvals has become substantially more difficult, time-consuming and unpredictable as a result of the financial crisis. We may fail to pursue, evaluate or complete strategic and competitively significant business opportunities as a result of our inability, or our perceived inability, to obtain required regulatory approvals in a timely manner or at all.

Assuming we are able to successfully complete one or more transactions, we may not be able to successfully integrate and realize the expected synergies from any completed transaction in a timely manner or at all. In particular, we may be held responsible by federal and state regulators for regulatory and compliance failures at an acquired business prior to the date of the acquisition, and these failures by the acquired company may have negative consequences for us, including the imposition of formal or informal enforcement actions. Completion and integration of any transaction may also divert management attention from other matters, result in additional costs and expenses, or adversely affect our relationships with our customers and employees, any of which may adversely affect our business or results of operations. Future acquisitions may also result in dilution of our current stockholders' ownership interests or may require we incur additional indebtedness or use a substantial amount of our available cash and other liquid assets. As a result, our financial condition may be affected, and we may become more susceptible to economic conditions and competitive pressures.

Increases in FDIC insurance premiums may adversely affect our earnings.

Our deposits are insured by the FDIC up to legal limits and, accordingly, we are subject to FDIC deposit insurance assessments. We generally cannot control the amount of premiums we will be required to pay for FDIC insurance. High levels of bank failures over the past several years and increases in the statutory deposit insurance limits have increased resolution costs to the FDIC and put pressure on the DIF. In order to maintain a strong funding position and restore the reserve ratios of the DIF, the FDIC increased assessment rates on insured institutions, charged a special assessment to all insured institutions as of June 30, 2009, and required banks to prepay three years' worth of premiums on December 30, 2009. If there are additional financial institution failures, we may be required to pay even higher FDIC premiums than the recently increased levels, or the FDIC may charge additional special assessments or require future prepayments. Additional increases in our assessment rate may be required in the future to achieve the FDIC's designated reserve ratio. These increases in deposit assessments and any future increases, required prepayments or special assessments of FDIC insurance premiums may adversely affect our business, financial condition or results of operations. See the "Supervision and Regulation-Deposit Insurance" discussion within Item 1. "Business" and the "Non-Interest Expense" discussion within Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Annual Report on Form 10-K for additional information related to the FDIC's deposit insurance assessments applicable to Regions Bank.

Unfavorable results from ongoing stress analyses may adversely affect our ability to retain customers or compete for new business opportunities.

The Federal Reserve conducts an annual stress analysis of Regions to evaluate our ability to absorb losses in three economic and financial scenarios generated by the Federal Reserve, including adverse and severely adverse economic and financial scenarios. The rules also require us to conduct our own semi-annual stress analysis to assess the potential impact on Regions of the scenarios used as part of the Federal Reserve's annual stress analysis. A summary of the results of certain aspects of the Federal Reserve's annual stress analysis is released publicly and contains information and results specific to BHCs. The rules also require us to disclose publicly a summary of the results of our semi-annual stress analyses, and Regions Bank's annual stress analyses, under the severely adverse scenario.

Although the stress tests are not meant to assess our current condition, our customers may misinterpret and adversely react to the results of these stress tests despite the strength of our financial condition. Any potential misinterpretations and adverse reactions could limit our ability to attract and retain customers or to effectively compete for new business opportunities. The inability to attract and retain customers or effectively compete for new business may have a material and adverse effect on our business, financial condition or results of operations.

Our regulators may also require us to raise additional capital or take other actions, or may impose restrictions on our business, based on the results of the stress tests, including rejecting, or requiring revisions to, our annual capital plan submitted in connection with the CCAR. The failure of our capital plan to pass the CCAR could adversely affect our ability to pay dividends and repurchase stock. In addition, we may not be able to raise additional capital if required to do so, or may not be able to do so on terms that we believe are advantageous to Regions or its current stockholders. Any such capital raises, if required, may also be dilutive to our existing stockholders.

If an orderly liquidation of a systemically important BHC or non-bank financial company were triggered, we could face assessments for the Orderly Liquidation Fund.

The Dodd-Frank Act created a new mechanism, the OLA, for liquidation of systemically important BHCs and non-bank financial companies. The OLA is administered by the FDIC and is based on the FDIC's bank resolution model. The Secretary of the U.S. Treasury may trigger a liquidation under this authority only after consultation with the President of the U.S. and after receiving a recommendation from the boards of the FDIC and the Federal Reserve upon a two-thirds vote. Liquidation proceedings

will be funded by the Orderly Liquidation Fund, which will borrow from the U.S. Treasury and impose risk-based assessments on covered financial companies. Risk-based assessments would be made, first, on entities that received more in the resolution than they would have received in the liquidation to the extent of such excess, and second, if necessary, on, among others, BHCs with total consolidated assets of \$50 billion or more, such as Regions. Any such assessments may adversely affect our business, financial condition or results of operations.

Risks Related to Our Capital Stock

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

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

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

Stock markets in general (and our common stock in particular) have shown considerable volatility in the recent past. The market price of our capital stock, including our common stock and depositary shares representing fractional interests in our preferred stock, may continue to be subject to similar fluctuations unrelated to our operating performance or prospects. Increased volatility could result in a decline in the market price of our capital stock.

Our capital stock is subordinate to our existing and future indebtedness.

Our capital stock, including our common stock and depositary shares representing fractional interests in our preferred stock, ranks junior to all of Regions' existing and future indebtedness and Regions' other non-equity claims with respect to assets available to satisfy claims against us, including claims in the event of our liquidation. As of December 31, 2016, Regions' total liabilities were approximately \$109.3 billion, and we may incur additional indebtedness in the future to increase our capital resources. Additionally, if our capital ratios or the capital ratios of Regions Bank fall below the required minimums, we or Regions Bank could be forced to raise additional capital by making additional offerings of debt securities, including medium-term notes, senior or subordinated notes or other applicable securities.

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

We are a legal entity separate and distinct from our banking and other subsidiaries. Our principal source of cash flow, including cash flow to pay dividends to our stockholders and principal and interest on our outstanding debt, is dividends from Regions Bank. There are statutory and regulatory limitations on the payment of dividends by Regions Bank to us, as well as by us to our stockholders. Regulations of both the Federal Reserve and the State of Alabama affect the ability of Regions Bank to pay dividends and other distributions to us and to make loans to us. If Regions Bank is unable to make dividend payments to us and sufficient cash or liquidity is not otherwise available, we may not be able to make dividend payments to our common and preferred stockholders or principal and interest payments on our outstanding debt. See the "Stockholders' Equity" section of Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Annual Report on Form 10-K. In addition, our right to participate in a distribution of assets upon a subsidiary's liquidation or reorganization is subject to the prior claims of creditors of that subsidiary, except to the extent that any of our claims as a creditor of such subsidiary may be recognized. As a result, shares of our capital stock are effectively subordinated to all existing and future liabilities and obligations of our subsidiaries. At December 31, 2016, our subsidiaries' total deposits and borrowings were approximately \$107.4 billion.

We may not pay dividends on shares of our capital stock.

Holders of shares of our capital stock are only entitled to receive such dividends as our Board may declare out of funds legally available for such payments. Although we have historically declared cash dividends on our common stock, we are not required to do so and may reduce or eliminate our common stock dividend in the future. This could adversely affect the market price of our common stock. Furthermore, the terms of our outstanding preferred stock prohibit us from declaring or paying any dividends on any junior series of our capital stock, including our common stock, or from repurchasing, redeeming or acquiring such junior stock, unless we have declared and paid full dividends on our outstanding preferred stock for the most recently completed dividend period.

We are also subject to statutory and regulatory limitations on our ability to pay dividends on our capital stock. For example, it is the policy of the Federal Reserve that BHCs should generally pay dividends on common stock only out of earnings, and only if prospective earnings retention is consistent with the organization's expected future needs, asset quality and financial condition. Moreover, the Federal Reserve will closely scrutinize any dividend payout ratios exceeding 30% of after-tax net income. Additionally, we are required to submit annual capital plans to the Federal Reserve for review before we can take certain capital actions, including declaring and paying dividends and repurchasing or redeeming capital securities. If our capital plan or any amendment to our capital plan is objected to for any reason, our ability to declare and pay dividends on our capital stock may be limited. Further, if we are unable to satisfy the capital requirements applicable to us for any reason, we may be limited in our ability to declare and pay dividends on our capital stock.

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

Certain provisions of state and federal law and our certificate of incorporation may make it more difficult for someone to acquire control of us without our Board's approval. Under federal law, subject to certain exemptions, a person, entity or group must notify the federal banking agencies before acquiring control of a BHC. Acquisition of 10% or more of any class of voting stock of a BHC or state member bank, including shares of our common stock, creates a rebuttable presumption that the acquirer "controls" the BHC or state member bank. Also, as noted under the "Supervision and Regulation" section of Item 1. of this Annual Report on Form 10-K, a BHC must obtain the prior approval of the Federal Reserve before, among other things, acquiring direct or indirect ownership or control of more than 5% of the voting shares of any bank, including Regions Bank. One factor the federal banking agencies must consider in certain acquisitions is the systemic impact of the transaction. This may make it more difficult for large institutions to acquire other large institutions and may otherwise delay the regulatory approval process, possibly by requiring public hearings. There also are provisions in our certificate of incorporation that may be used to delay or block a takeover attempt. For example, holders of our preferred stock have certain voting rights that could adversely affect share value. If and when dividends on the preferred stock have not been declared and paid for at least six quarterly dividend periods or their equivalent (whether or not consecutive), the authorized number of directors then constituting our Board will automatically be increased by two, and the preferred stockholders will be entitled to elect the two additional directors. Also, the affirmative vote or consent of the holders of at least two-thirds of all of the then-outstanding shares of the preferred stock is required to consummate a binding share-exchange or reclassification involving the preferred stock, or a merger or consolidation of Regions with or into another entity, unless certain requirements are met. These statutory provisions and provisions in our certificate of incorporation, including the rights of the holders of our preferred stock, could result in Regions being less attractive to a potential acquirer.

We may need to raise additional debt or equity capital in the future, but may be unable to do so.

We may need to raise additional capital in the future to provide us with sufficient capital resources and liquidity to meet our commitments and other business purposes. Our ability to raise additional capital, if needed, will depend on, among other things, prevailing conditions in the capital markets, which are outside of our control, and our financial performance. The economic slowdown and loss of confidence in financial institutions over the past several years may increase our cost of funding and limit our access to some of our customary sources of capital, including inter-bank borrowings, repurchase agreements and borrowings from the discount window of the Federal Reserve. We cannot be assured that capital will be available to us on acceptable terms or at all. Any occurrence that may limit our access to the capital markets, such as a decline in the confidence of debt purchasers, depositors of Regions Bank or counterparties participating in the capital markets, or a downgrade of our debt ratings, may adversely affect our capital costs and our ability to raise capital and, in turn, our liquidity. An inability to raise additional capital on acceptable terms when needed could have a materially adverse effect on our business, financial condition or results of operations.

Future issuances of additional equity securities could result in dilution of existing stockholders' equity ownership.

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

Item 1B. *Unresolved Staff Comments*

None.

Item 2. *Properties*

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

At December 31, 2016, Regions Bank, Regions' banking subsidiary, operated 1,527 banking offices. At December 31, 2016, there were no significant encumbrances on the offices, equipment and other operational facilities owned by Regions and its subsidiaries.

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

Item 3. *Legal Proceedings*

Information required by this item is set forth in Note 24 "Commitments, Contingencies and Guarantees" in the Notes to the Consolidated Financial Statements, which are included in Item 8. of this Annual Report on Form 10-K.

Item 4. *Mine Safety Disclosures.*

Not applicable.

Executive Officers of the Registrant

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

PART II

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

Regions common stock, par value \$.01 per share, is listed for trading on the New York Stock Exchange under the symbol RF. Quarterly high and low sales prices of and cash dividends declared on Regions common stock are set forth in Table 27 “Quarterly Results of Operations” of “Management’s Discussion and Analysis”, which is included in Item 7. of this Annual Report on Form 10-K. Information relating to compensation plans under which Regions’ equity securities are authorized for issuance is presented in Part III, Item 12. As of February 21, 2017, there were 48,619 holders of record of Regions common stock (including participants in the Computershare Investment Plan for Regions Financial Corporation).

Restrictions on the ability of Regions Bank to transfer funds to Regions at December 31, 2016, are set forth in Note 14 “Regulatory Capital Requirements and Restrictions” to the consolidated financial statements, which are included in Item 8. of this Annual Report on Form 10-K. A discussion of certain limitations on the ability of Regions Bank to pay dividends to Regions and the ability of Regions to pay dividends on its common stock is set forth in Item 1. “Business” under the heading “Supervision and Regulation—Payment of Dividends” of this Annual Report on Form 10-K.

In connection with Regions’ acquisition of BlackArch Partners LLC (“BlackArch”) on October 20, 2015, Regions issued 831,766 shares of Regions common stock to the former owners of BlackArch as partial consideration for the acquisition. The shares issued in the transaction are exempt from the registration requirements of the Securities Act of 1933, as amended, pursuant to Section 4(a)(2). Pursuant to contingent payment provisions in the purchase agreement, if certain conditions are met, Regions will issue up to 1,528,234 additional shares of Regions common stock to the former owners of BlackArch over the four-year period following the acquisition. During 2016, an additional 196,991 shares were issued, leaving 1,331,243 additional shares to be potentially issued. Each of the former owners of BlackArch are accredited investors and no underwriters or placement agents were involved in connection with issuance of Regions common stock.

The following table presents information regarding issuer purchases of equity securities during the fourth quarter of 2016.

Issuer Purchases of Equity Securities

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Approximate Dollar Value of Shares that May Yet Be Purchased Under Publicly Announced Plans or Programs |
|---------------------|----------------------------------|------------------------------|--|---|
| October 1—31, 2016 | 7,182,991 | \$ 10.70 | 7,182,991 | \$ 468,128,724 |
| November 1—30, 2016 | 16,218,954 | \$ 11.88 | 16,218,954 | \$ 275,204,615 |
| December 1—31, 2016 | — | \$ — | — | \$ 275,204,615 |
| Total 4th Quarter | <u>23,401,945</u> | \$ 11.52 | <u>23,401,945</u> | \$ 275,204,615 |

On July 14, 2016, Regions’ Board authorized a new \$640 million common stock repurchase plan, permitting repurchases from the beginning of the third quarter of 2016 through the second quarter of 2017. On October 12, 2016, Regions’ Board authorized an additional \$120 million repurchase, which increases the total amount authorized under the plan to \$760 million. As of December 31, 2016, Regions repurchased approximately 46.5 million shares of common stock at a total cost of approximately \$485 million under this plan. The Company continued to repurchase shares under this plan in the first quarter of 2017, and as of February 23, 2017, Regions had additional repurchases of approximately 10.2 million shares of common stock at a total cost of approximately \$149.8 million. All of these shares were immediately retired upon repurchase and, therefore, will not be included in treasury stock.

Restrictions on Dividends and Repurchase of Stock

Holders of Regions common stock are only entitled to receive such dividends as Regions’ Board may declare out of funds legally available for such payments. Furthermore, holders of Regions common stock are subject to the prior dividend rights of any holders of Regions preferred stock then outstanding.

Regions understands the importance of returning capital to stockholders. Management will continue to execute the capital planning process, including evaluation of the amount of the common dividend, with the Board and in conjunction with the regulatory supervisors, subject to the Company’s results of operations. Also, Regions is a BHC, and its ability to declare and pay dividends is dependent on certain federal regulatory considerations, including the guidelines of the Federal Reserve regarding capital adequacy and dividends.

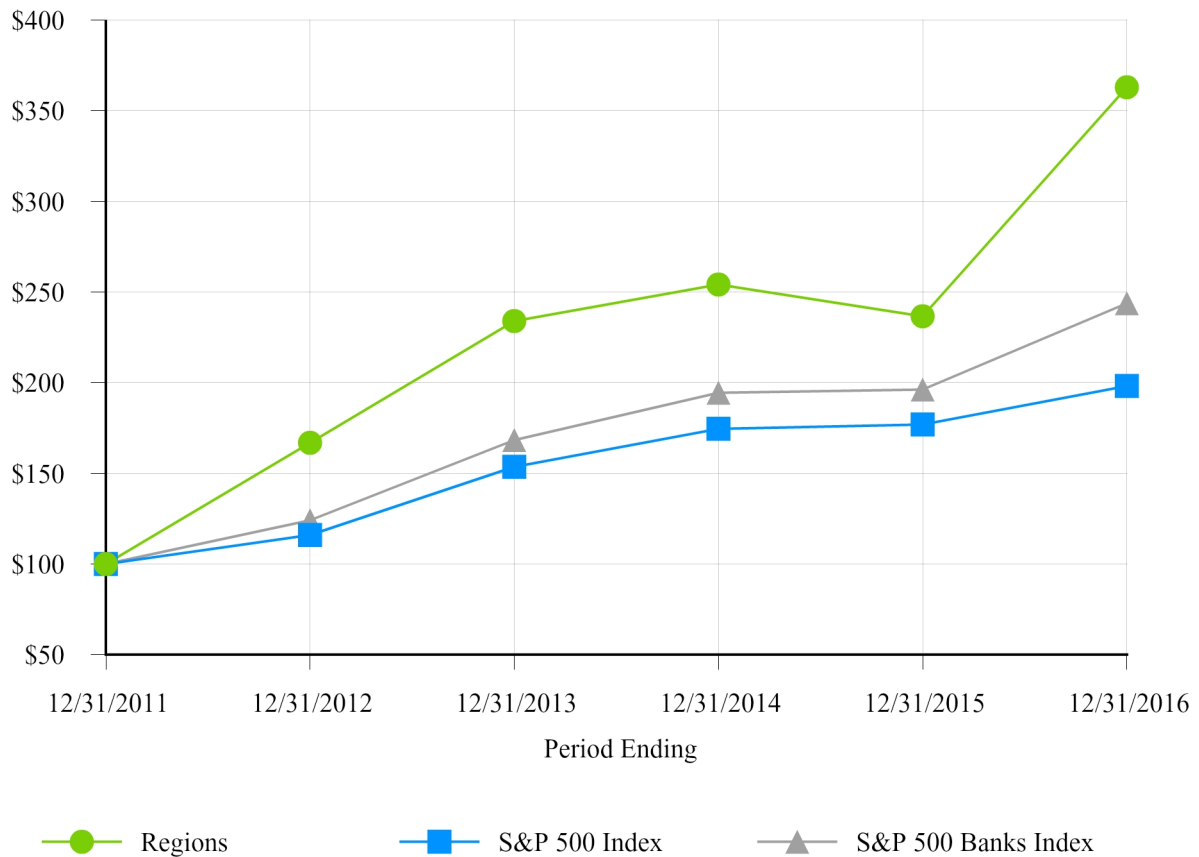
On November 1, 2012, Regions completed the sale of 20 million depositary shares each representing a 1/40th ownership interest in a share of its 6.375% Non-Cumulative Perpetual Preferred Stock, Series A, par value \$1.00 per share (“Series A Preferred Stock”), with a liquidation preference of \$1,000 per share of Series A Preferred Stock (equivalent to \$25 per depositary share). The terms of the Series A Preferred Stock prohibit Regions from declaring or paying any dividends on any junior series of its capital stock, including its common stock, or from repurchasing, redeeming or acquiring such junior stock, unless Regions has declared and paid full dividends on the Series A Preferred Stock for the most recently completed dividend period. The Series A

Preferred Stock is redeemable at Regions’ option in whole or in part, from time to time, on any dividend payment date on or after December 15, 2017 or in whole, but not in part, at any time within 90 days following a regulatory capital treatment event (as defined in the certificate of designations establishing the Series A Preferred Stock).

On April 29, 2014, Regions completed the sale of 20 million depositary shares each representing a 1/40th ownership interest in a share of its 6.375% Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series B, par value \$1.00 per share (“Series B Preferred Stock”), with a liquidation preference of \$1,000 per share of Series B Preferred Stock (equivalent to \$25 per depositary share). The terms of the Series B Preferred Stock prohibit Regions from declaring or paying any dividends on any junior series of its capital stock, including its common stock, or from repurchasing, redeeming or acquiring such junior stock, unless Regions has declared and paid full dividends on the Series B Preferred Stock for the most recently completed dividend period. The Series B Preferred Stock is redeemable at Regions’ option in whole or in part, from time to time, on any dividend payment date on or after September 15, 2024, or in whole but not in part, at any time following a regulatory capital treatment event (as defined in the certificate of designations establishing the Series B Preferred Stock).

PERFORMANCE GRAPH

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



| | Cumulative Total Return | | | | | |
|---------------------|-------------------------|------------|------------|------------|------------|------------|
| | 12/31/2011 | 12/31/2012 | 12/31/2013 | 12/31/2014 | 12/31/2015 | 12/31/2016 |
| Regions | \$ 100.00 | \$ 166.82 | \$ 233.92 | \$ 254.11 | \$ 236.52 | \$ 362.82 |
| S&P 500 Index | 100.00 | 115.99 | 153.54 | 174.54 | 176.94 | 198.09 |
| S&P 500 Banks Index | 100.00 | 124.06 | 168.37 | 194.49 | 196.14 | 243.82 |

Item 6. Selected Financial Data

The information required by Item 6. is set forth in Table 1 “Financial Highlights” of “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, which is included in Item 7. of this Annual Report on Form 10-K.

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

EXECUTIVE OVERVIEW

Management believes the following sections provide an overview of several of the most relevant matters necessary for an understanding of the financial aspects of Regions Financial Corporation’s (“Regions” or “the Company”) business, particularly regarding its 2016 results. Cross references to more detailed information regarding each topic within Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”) and the consolidated financial statements are included. This summary is intended to assist in understanding the information provided, but should be read in conjunction with the entire MD&A and consolidated financial statements, as well as the other sections of this Annual Report on Form 10-K.

2016 Results

Regions reported net income available to common shareholders from continuing operations of \$1.1 billion, or \$0.87 per diluted share, in 2016 compared to net income available to common shareholders from continuing operations of \$1.0 billion, or \$0.76 per diluted share, in 2015.

Net interest income and other financing income (taxable-equivalent basis) from continuing operations totaled \$3.5 billion in 2016 compared to \$3.4 billion in 2015. The net interest margin (taxable-equivalent basis) was 3.14 percent in 2016, reflecting a 1 basis point increase from 2015 primarily due to the increases in yields on earning assets exceeding the slight increase in total funding costs.

The provision for loan losses totaled \$262 million in 2016 compared to \$241 million in 2015. This increase was primarily due to higher net charge-offs, including \$37 million in 2016 energy charge-offs, and the increase in criticized and classified commercial loans, attributable primarily to downward risk rating migration in the energy portfolio. This increase was offset by the impact of \$2.0 billion in business services loan balance runoff, including \$436 million in direct energy, and improvement in the risk profile of certain other loan classes. Net charge-offs were 0.34 percent of average loans in 2016, compared to 0.30 percent in 2015.

Non-interest income from continuing operations was \$2.2 billion in 2016 and \$2.1 billion in 2015. The increase from the prior year was driven primarily by increases in capital markets fee income and other, card and ATM fees, and bank-owned life insurance income. These increases more than offset declines in insurance proceeds, net revenue from affordable housing, and securities gains, net. See Table 5 "Non-Interest Income from Continuing Operations" for further details.

Non-interest expenses from continuing operations was \$3.6 billion in both 2016 and 2015. While non-interest expenses from continuing operations was relatively consistent in 2016, there were increases in salaries and employee benefits, furniture and equipment expenses, and the provision (credit) for unfunded credit losses. Decreases in net occupancy expenses, FDIC insurance assessments, professional, legal and regulatory expenses, and loss on early extinguishment of debt offset the increases discussed above. See Table 6 "Non-Interest Expense from Continuing Operations" for further details.

A discussion of activity within discontinued operations is included at the end of "Operating Results" in the Management’s Discussion and Analysis section of this report.

For more information, refer to the following additional sections within this Form 10-K:

- "Operating Results" section of MD&A

Capital

Capital Actions

As part of its 2016 CCAR submission, Regions' proposed capital plans included increasing its quarterly common stock dividend from \$0.06 per share to \$0.065 per share during the second quarter of 2016 and the execution of up to \$640 million in common share repurchases. The capital plan also provides the potential for a dividend increase beginning in the second quarter of 2017, which is expected to be considered by the Board in early 2017. The 2016 capital plans cover the period from the second quarter of 2016 through the second quarter of 2017. The Federal Reserve did not object to these plans.

Management expects to continue to evaluate the amount of the common stock dividend with the Board and in conjunction with regulatory supervisors, subject to the Company’s results of operations.

Regions’ Board approved the share repurchase plan. The share repurchase authority granted by the Board was available at the beginning of the second quarter of 2016 and will continue through the second quarter of 2017. Also, on October 12, 2016, Regions' Board authorized an additional \$120 million repurchase, which increased the total amount authorized under the plan to

\$760 million. As of December 31, 2016, Regions had repurchased approximately 46.5 million shares of common stock at a total cost of approximately \$485 million under this plan. The Company continued to repurchase shares under this plan into the first quarter of 2017. These shares were immediately retired upon repurchase and therefore are not included in treasury stock.

For more information refer to the following additional sections within this Form 10-K:

- “Stockholders’ Equity” discussion in MD&A
- Note 15 “Stockholders’ Equity and Accumulated Other Comprehensive Income (Loss)” to the consolidated financial statements

Regulatory Capital

Regions and Regions Bank are required to comply with applicable capital adequacy standards established by the Federal Reserve. In 2013, the Federal Reserve published the final Basel III Rules establishing an updated comprehensive capital framework for U.S. banking organizations. The Basel III Rules substantially revised the regulatory capital requirements applicable to BHCs and depository institutions, including Regions and Regions Bank. The Basel III Rules were effective for Regions and Regions Bank beginning January 1, 2015 (subject to a phase-in period), and maintained the minimum guidelines for Regions to be considered well-capitalized for Tier 1 capital and Total capital at 6.0% and 10.0%, respectively. At December 31, 2016, Regions’ Basel III Tier 1 capital and Total capital ratios were estimated to be 11.98% and 14.15%, respectively.

The Basel III Rules also officially defined CET1. When fully phased in on January 1, 2019, the minimum ratio of CET1 to risk-weighted assets will be at least 4.5%, plus a 2.5% “capital conservation buffer” (which is added to the 4.5% CET1 ratio as that buffer is phased in, effectively resulting in a minimum ratio of CET1 to risk-weighted assets of at least 7.0% upon full implementation). Regions’ Basel III CET1 ratio at December 31, 2016 on a transitional basis was estimated to be 11.21%. Regions’ understanding of the framework is evolving and will likely change as analysis and discussions with regulators continue. Based on its current understanding, Regions estimates its fully phased-in CET1 ratio (non-GAAP) at December 31, 2016 to be 11.05%.

For more information refer to the following additional sections within this Form 10-K:

- “Supervision and Regulation” discussion within Item 1. Business
- Table 2 - “GAAP to Non-GAAP reconciliation” in MD&A
- "Regulatory Requirements" section of MD&A
- Note 14 “Regulatory Capital Requirements and Restrictions” to the consolidated financial statements

Loan Portfolio and Credit

During 2016 total loans decreased by \$1.1 billion or 1 percent compared to 2015. Commercial and industrial loans declined \$809 million, impacted by a \$436 million reduction in direct energy loans. Owner-occupied commercial real estate mortgage loans declined \$671 million reflecting the softness in loan demand from middle market and small business customers, combined with the competitive market for this asset class. Investor real estate loans declined \$473 million as the Company curtailed growth in the multi-family sector. Home equity balances decreased \$291 million as the pace of run-off continued to exceed production. These decreases were partially offset by increases in the consumer portfolio, which experienced growth in almost every product category. The consumer growth was led by increases in residential first mortgages of \$629 million, and indirect-other of \$375 million, as the Company continued to execute its point-of-sale initiatives. The economy has been and will continue to be the primary factor which influences Regions’ loan portfolio. Customers continued to benefit from improvement in overall economic conditions in 2016, particularly low interest rates and low inflation. These factors generated excess cash that has been used to support spending in other areas including paying down debt and increasing savings as was experienced in 2015. Labor market and housing market conditions continued to improve at a steady pace over the course of 2016. Overall, the rate of economic growth in 2017 is expected to remain in line with the modest trend rate of growth that has prevailed since the end of the 2007-2009 recession. Management’s expectation for 2017 average loan growth is in the low single digits.

Net charge-offs totaled \$277 million, or 0.34 percent of average loans, in 2016, compared to \$238 million, or 0.30 percent in 2015. Net charge-offs increased within commercial and industrial, commercial real estate, indirect-vehicles, indirect-other, consumer credit card and other consumer, but were lower within residential first mortgage and home equity when comparing 2016 to the prior year. Total non-accrual loans, past due loans, and troubled debt restructurings also increased year-over-year. Criticized and classified commercial and investor real estate loans increased \$241 million in 2016 compared to 2015. The increase in criticized and classified commercial loans was driven primarily by downward risk rating migration in the energy portfolio. The downward migration in direct energy and energy-related credits also drove the increase in commercial troubled debt restructurings as these credits were restructured at concessionary terms. The allowance for loan losses at both December 31, 2016 and December 31, 2015 was 1.36 percent of total loans, net of unearned income. The coverage ratio of allowance for loan losses to non-performing loans was 1.10x at December 31, 2016 compared to 1.41x at December 31, 2015. The adjusted coverage ratio of allowance for loan losses to non-performing loans, which excluded direct energy (non-GAAP), was 1.38x at December 31, 2016 compared to 1.37x at December 31, 2015.

For more information, refer to the following additional sections within this Form 10-K:

- Adjusted Non-Accrual Loans and Selected Ratios within the "Table 2 - GAAP-to-Non-GAAP Reconciliation"
- "Allowance for Credit Losses" discussion within the "Critical Accounting Policies and Estimates" section of MD&A
- "Provision for Loan Losses" discussion within the "Operating Results" section of MD&A
- "Loans," "Allowance for Credit Losses," "Troubled Debt Restructurings" and "Non-performing Assets" discussions within the "Balance Sheet Analysis" section of MD&A
- Note 1 "Summary of Significant Accounting Policies" to the consolidated financial statements
- Note 5 "Loans" to the consolidated financial statements
- Note 6 "Allowance for Credit Losses" to the consolidated financial statements

Net Interest Income and Other Financing Income, Net Interest Margin and Interest Rate Risk

In 2016, the net interest margin increased 1 basis point to 3.14 percent, due to an increase in yields on earning assets exceeding the slight increase in total funding costs. Net interest income and other financing income (taxable equivalent basis) increased \$100 million in 2016, driven primarily by higher short-term interest rates, average loan growth, higher securities balances and balance sheet management strategies. Despite continued improvement, net interest income and other financing income and the resulting net interest margin continued to be pressured by a sustained low interest rate environment.

The Company expects to increase net interest income and other financing income in the range of 2 percent to 4 percent in 2017, commensurate with average loan growth in the low single digits. The range assumes an interest rate scenario equal to the market forward interest rates as of November 10, 2016, including an average Fed Funds rate of 81 basis points and an average 10-year U.S. Treasury rate of 2.26 percent for 2017.

For more information, refer to the following additional sections within this Form 10-K:

- "Net Interest Income and Other Financing Income and Net Interest Margin" discussion within the "Operating Results" section of MD&A
- "Interest Rate Risk" discussion within "Risk Management" section of MD&A

Liquidity

At the end of 2016, Regions Bank had \$3.6 billion in cash on deposit with the Federal Reserve and the loan-to-deposit ratio was 81 percent. Cash and cash equivalents at the parent company totaled \$1.0 billion. Regions' liquidity policy related to minimum holding company cash 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.

At December 31, 2016, the Company's borrowing capacity with the Federal Reserve was \$15.6 billion based on available collateral. Borrowing availability with the FHLB was \$12.1 billion based on available collateral at the same date. The Company has approximately \$12.8 billion of unencumbered liquid securities available for pledging. Regions also maintains a shelf registration statement with the U.S. Securities and Exchange Commission that can be utilized by the Company to issue various debt and/or equity securities. Additionally, Regions' Board has approved a bank note program which would allow Regions Bank to issue up to \$5 billion in aggregate principal amount of bank notes outstanding at any one time. As of December 31, 2016, no issuances have been made under this program.

In 2014, the Federal Reserve Board, the Office of the Comptroller of the Currency and the FDIC approved a final rule implementing a minimum LCR requirement for certain large BHCs, savings and loan holding companies and depository institutions, and a less stringent LCR requirement (the "modified LCR") for other banking organizations, such as Regions, with \$50 billion or more in total consolidated assets. The final rule imposes a monthly calculation requirement. In January 2016, the minimum phased-in LCR requirement was 90 percent, followed by 100 percent in January 2017. The regulatory agencies finalized a rule that requires public disclosures of certain LCR measures beginning in October 2018 for Regions. At December 31, 2016, the Company was fully compliant with the LCR requirement.

For more information, refer to the following additional sections within this Form 10-K:

- "Supervision and Regulation" discussion within Item 1. Business
- "Short-Term Borrowings" discussion within the "Balance Sheet Analysis" section of MD&A
- "Long-Term Borrowings" discussion within the "Balance Sheet Analysis" section of MD&A
- "Regulatory Requirements" section of MD&A
- "Liquidity Risk" discussion within the "Risk Management" section of MD&A
- Note 12 "Short-Term Borrowings" to the consolidated financial statements

- Note 13 “Long-Term Borrowings” to the consolidated financial statements

2017 Expectations

Management expectations for 2017 are noted below:

- Expectations for 2017 assume full year GDP growth of 2 to 2.5 percent and an interest rate scenario equal to the market forward interest rates as of November 10, 2016, which equates to an average Fed Funds rate of 81 basis points and an average 10-year U.S. Treasury rate of 2.26 percent for 2017
- Full year average loan growth in the low single digits compared to 2016 average balances
- Full year average deposit growth in the low single digits compared to 2016 average balances
- Net interest income and other financing income up 2 to 4 percent on a full year basis; the higher end of the range assumes that the post-election interest rate environment holds and pressure on deposit costs remains relatively low; the lower end of the range assumes a lower interest rate environment, similar to pre-election levels, or an environment where deposit costs are more reactive
- Adjusted non-interest income (non-GAAP) growth of 3 to 5 percent on a full year basis
- Adjusted non-interest expenses (non-GAAP) flat to up 1 percent on a full year basis
- Full year adjusted efficiency ratio (non-GAAP) of approximately 62 percent
- Positive adjusted operating leverage (non-GAAP) of 2 to 4 percent on a full year basis
- Full year net charge-offs of 35 to 50 basis points

The reconciliation with respect to these forward-looking non-GAAP measures is expected to be consistent with the actual non-GAAP reconciliations within Management's Discussion and Analysis of this Form 10-K. For more information related to the Company's 2017 expectations, refer to the related sub-sections discussed in more detail within Management's Discussion and Analysis of this Form 10-K.

GENERAL

The following discussion and financial information is presented to aid in understanding Regions' financial position and results of operations. The emphasis of this discussion will be on continuing operations for the years 2017, 2016 and 2015; in addition, financial information for prior years will also be presented when appropriate.

Regions' profitability, like that of many other financial institutions, is dependent on its ability to generate revenue from net interest income and other financing income as well as non-interest income sources. Net interest income and other financing income is primarily the difference between the interest income Regions receives on interest-earning assets, such as loans and securities, and the interest expense Regions pays on interest-bearing liabilities, principally deposits and borrowings. Regions' net interest income and other financing income is impacted by the size and mix of its balance sheet components and the interest rate spread between interest earned on its assets and interest paid on its liabilities. Net interest income and other financing income also includes rental income and depreciation expense associated with operating leases for which Regions is the lessor. Non-interest income includes fees from service charges on deposit accounts, card and ATM fees, mortgage servicing and secondary marketing, investment management and trust activities, insurance activities, capital markets and other customer services which Regions provides. Results of operations are also affected by the provision for loan losses and non-interest expenses such as salaries and employee benefits, occupancy, professional, legal and regulatory expenses, FDIC insurance assessments and other operating expenses, as well as income taxes.

Economic conditions, competition, new legislation and related rules impacting regulation of the financial services industry and the monetary and fiscal policies of the Federal government significantly affect most, if not all, financial institutions, including Regions. Lending and deposit activities and fee income generation are influenced by levels of business spending and investment, consumer income, consumer spending and savings, capital market activities, and competition among financial institutions, as well as customer preferences, interest rate conditions and prevailing market rates on competing products in Regions' market areas.

Regions' business strategy has been and continues to be focused on providing a competitive mix of products and services, delivering quality customer service and maintaining a branch distribution network with offices in convenient locations.

Recent Acquisitions

On October 17, 2016, Regions announced the acquisition of the low income housing tax credit corporate fund syndication and asset management businesses of First Sterling Financial, Inc., which is one of the leading national syndicators of investment funds benefiting from low income housing tax credits. The acquisition complements Regions' existing low income housing tax credit origination business and further expands the Company's capabilities to serve more clients and communities.

Dispositions

On January 11, 2012, Regions entered into a stock purchase agreement to sell Morgan Keegan and related affiliates to Raymond James. The sale 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. They are now included in the Wealth Management segment.

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. Refer to Note 3 “Discontinued Operations” and Note 24 “Commitments, Contingencies, and Guarantees” to the consolidated financial statements for further details.

Business Segments

Regions provides traditional commercial, retail and mortgage banking services, as well as other financial services in the fields of asset management, wealth management, securities brokerage, insurance and other specialty financing. Regions carries out its strategies and derives its profitability from three reportable segments: Corporate Bank, Consumer Bank, and Wealth Management, with the remainder split between Discontinued Operations and Other. During the first quarter of 2016, Regions reorganized its internal management structure and, accordingly, its segment reporting structure. Under the organizational realignment, Regions will continue to operate with the same three reporting units with the Relationship Management component of Business Banking moving to the Corporate Bank and the Branch Small Business component of Business Banking remaining part of the Consumer Bank. Previously, all of Business Banking was included within the Consumer Bank. The Wealth Management segment remained unchanged during the organizational realignment. Additionally, in prior years the provision for loan losses was allocated to each segment based on actual net charge-offs that had been recognized by the segment. During the first quarter of 2016, Regions began allocating the provision for loan losses to each segment using an estimated loss methodology with the difference between the consolidated provision for loan losses and the segments’ estimated loss reflected in Other. Lastly, allocations of operational and overhead cost pools among the segments were modified during the first quarter of 2016 to better align the total costs to support each segment in accordance with the reorganized management structure. Segment results for all periods presented have been recast to reflect this organizational realignment, as well as the provision for loan losses methodology change and the cost allocation modifications.

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

Table 1—Financial Highlights

| | 2016 | 2015 | 2014 | 2013 | 2012 |
|--|-----------------|-----------------|-----------------|-----------------|-----------------|
| (In millions, except per share data) | | | | | |
| EARNINGS SUMMARY | | | | | |
| Interest income, including other financing income | \$ 3,814 | \$ 3,603 | \$ 3,589 | \$ 3,647 | \$ 3,904 |
| Interest expense and depreciation expense on operating lease assets | 416 | 296 | 309 | 384 | 603 |
| Net interest income and other financing income | 3,398 | 3,307 | 3,280 | 3,263 | 3,301 |
| Provision for loan losses | 262 | 241 | 69 | 138 | 213 |
| Net interest income and other financing income after provision for loan losses | 3,136 | 3,066 | 3,211 | 3,125 | 3,088 |
| Non-interest income | 2,153 | 2,071 | 1,903 | 2,096 | 2,201 |
| Non-interest expense | 3,617 | 3,607 | 3,432 | 3,556 | 3,526 |
| Income from continuing operations before income taxes | 1,672 | 1,530 | 1,682 | 1,665 | 1,763 |
| Income tax expense | 514 | 455 | 548 | 561 | 583 |
| Income from continuing operations | 1,158 | 1,075 | 1,134 | 1,104 | 1,180 |
| Income (loss) from discontinued operations before income taxes | 8 | (22) | 21 | (24) | (99) |
| Income tax expense (benefit) | 3 | (9) | 8 | (11) | (40) |
| Income (loss) from discontinued operations, net of tax | 5 | (13) | 13 | (13) | (59) |
| Net income (loss) | <u>\$ 1,163</u> | <u>\$ 1,062</u> | <u>\$ 1,147</u> | <u>\$ 1,091</u> | <u>\$ 1,121</u> |
| Net income (loss) from continuing operations available to common shareholders | <u>\$ 1,094</u> | <u>\$ 1,011</u> | <u>\$ 1,082</u> | <u>\$ 1,072</u> | <u>\$ 1,051</u> |
| Net income (loss) available to common shareholders | <u>\$ 1,099</u> | <u>\$ 998</u> | <u>\$ 1,095</u> | <u>\$ 1,059</u> | <u>\$ 992</u> |
| Earnings (loss) per common share from continuing operations – basic | <u>\$ 0.87</u> | <u>\$ 0.76</u> | <u>\$ 0.79</u> | <u>\$ 0.77</u> | <u>\$ 0.76</u> |
| Earnings (loss) per common share from continuing operations – diluted | 0.87 | 0.76 | 0.78 | 0.76 | 0.76 |
| Earnings (loss) per common share – basic | 0.87 | 0.75 | 0.80 | 0.76 | 0.72 |
| Earnings (loss) per common share – diluted | 0.87 | 0.75 | 0.79 | 0.75 | 0.72 |
| Return on average common stockholders' equity | 6.74% | 6.21% | 6.90% | 7.09% | 6.98% |
| Return on average tangible common stockholders' equity (non-GAAP) ⁽¹⁾ | 9.69 | 8.96 | 10.00 | 10.59 | 10.79 |
| Return on average assets from continuing operations | 0.87 | 0.83 | 0.91 | 0.91 | 0.86 |
| BALANCE SHEET SUMMARY | | | | | |
| As of December 31—Consolidated | | | | | |
| Loans, net of unearned income | \$ 80,095 | \$ 81,162 | \$ 77,307 | \$ 74,609 | \$ 73,995 |
| Allowance for loan losses | (1,091) | (1,106) | (1,103) | (1,341) | (1,919) |
| Assets | 125,968 | 126,050 | 119,563 | 117,288 | 121,270 |
| Deposits | 99,035 | 98,430 | 94,200 | 92,453 | 95,474 |
| Long-term debt | 7,763 | 8,349 | 3,462 | 4,830 | 5,861 |
| Stockholders' equity | 16,664 | 16,844 | 16,873 | 15,660 | 15,422 |
| Average balances—Continuing Operations | | | | | |
| Loans, net of unearned income | \$ 81,333 | \$ 79,634 | \$ 76,253 | \$ 74,924 | \$ 76,035 |
| Assets | 125,506 | 122,265 | 118,352 | 117,712 | 122,105 |
| Deposits | 97,921 | 96,890 | 93,481 | 92,646 | 95,330 |
| Long-term debt | 8,159 | 5,046 | 4,057 | 5,206 | 6,694 |
| Stockholders' equity | 17,124 | 16,922 | 16,609 | 15,409 | 14,957 |
| SELECTED RATIOS | | | | | |
| Basel I Tier 1 common regulatory capital (non-GAAP) ⁽³⁾ | N/A% | N/A% | 11.65% | 11.21% | 10.84% |
| Basel III common equity Tier 1 ratio ⁽²⁾ | 11.21 | 10.93 | N/A | N/A | N/A |
| Basel III common equity Tier 1 ratio—Fully Phased-In Pro-Forma (non-GAAP) ⁽¹⁾⁽²⁾⁽³⁾ | 11.05 | 10.69 | 11.00 | 10.58 | 8.87 |
| Tier 1 capital ⁽²⁾⁽³⁾⁽⁴⁾ | 11.98 | 11.65 | 12.54 | 11.68 | 12.00 |
| Total capital ⁽²⁾⁽³⁾⁽⁴⁾ | 14.15 | 13.88 | 15.26 | 14.73 | 15.38 |
| Leverage capital ⁽²⁾⁽³⁾⁽⁴⁾ | 10.20 | 10.25 | 10.86 | 10.03 | 9.65 |
| Tangible common stockholders' equity to tangible assets (non-GAAP) ⁽¹⁾ | 8.99 | 9.13 | 9.66 | 9.15 | 8.57 |
| Efficiency ratio | 64.20 | 66.15 | 65.42 | 65.69 | 63.50 |
| Adjusted efficiency ratio (non-GAAP) ⁽¹⁾ | 63.28 | 64.87 | 64.45 | 64.46 | 63.21 |

| | 2016 | 2015 | 2014 | 2013 | 2012 |
|--|--------------------------------------|---------|---------|---------|---------|
| | (In millions, except per share data) | | | | |
| COMMON STOCK DATA | | | | | |
| Cash dividends declared per common share | \$ 0.255 | \$ 0.23 | \$ 0.18 | \$ 0.10 | \$ 0.04 |
| Common equity book value per share | 13.04 | 12.35 | 11.81 | 11.04 | 10.57 |
| Tangible common book value per share (non-GAAP) ⁽¹⁾ | 8.95 | 8.52 | 8.18 | 7.47 | 7.05 |
| Market value at year-end | 14.36 | 9.60 | 10.56 | 9.89 | 7.13 |
| Market price range: ⁽⁵⁾ | | | | | |
| High | 14.73 | 10.87 | 11.54 | 10.52 | 7.73 |
| Low | 7.00 | 8.54 | 8.85 | 7.13 | 4.21 |
| Total trading volume | 5,241 | 4,243 | 3,689 | 3,962 | 5,282 |
| Dividend payout ratio | 29.25% | 30.76% | 22.80% | 13.31% | 5.59% |
| Stockholders of record at year-end (actual) | 48,958 | 51,270 | 57,529 | 63,815 | 67,574 |
| Weighted-average number of common shares outstanding | | | | | |
| Basic | 1,255 | 1,325 | 1,375 | 1,395 | 1,381 |
| Diluted | 1,261 | 1,334 | 1,387 | 1,410 | 1,387 |

N/A - not applicable.

- (1) See Table 2 for GAAP to non-GAAP reconciliations.
- (2) Current year Basel III common equity Tier 1, Tier 1 capital, Total capital, and Leverage capital ratios are estimated.
- (3) Regions' regulatory capital ratios for years prior to 2015 have not been revised to reflect the retrospective application of new accounting guidance related to investments in qualified affordable housing projects.
- (4) Beginning in 2015, Regions' regulatory capital ratios are calculated pursuant to the phase-in provisions of the Basel III Rules. All prior period ratios were calculated pursuant to the Basel I capital rules.
- (5) High and low market prices are based on intraday sales prices.

NON-GAAP MEASURES

The table below presents computations of earnings and certain other financial measures, which exclude certain significant items that are included in the financial results presented in accordance with GAAP. These non-GAAP financial measures include "adjusted allowance for loan losses to non-performing loans, excluding loans held for sale ratio", "adjusted fee income ratio", "adjusted efficiency ratio", "return on average tangible common stockholders' equity", average and end of period "tangible common stockholders' equity", and "Basel III CET1, on a fully phased-in basis" and related ratios. Regions believes that expressing earnings and certain other financial measures excluding these significant items provides a meaningful base for period-to-period comparisons, which management believes will assist investors in analyzing the operating results of the Company and predicting future performance. These non-GAAP financial measures are also used by management to assess the performance of Regions' business because management does not consider the activities related to the adjustments to be indications of ongoing operations. Regions believes that presentation of these non-GAAP financial measures will permit investors to assess the performance of the Company on the same basis as that applied by management. Management and the Board utilize these non-GAAP financial measures as follows:

- Preparation of Regions' operating budgets
- Monthly financial performance reporting
- Monthly close-out reporting of consolidated results (management only)
- Presentations to investors of Company performance

The adjusted allowance for loan losses to non-performing loans, excluding loans held for sale ratio (non-GAAP), which is a measure of credit quality performance, is generally calculated as adjusted allowance for loan losses divided by adjusted total non-accrual loans, excluding loans held for sale. Management believes that excluding the portion of the allowance for loan losses related to direct energy loans and the direct energy non-accrual loans will assist investors in analyzing the Company's credit quality performance absent the volatility that has been experienced by energy businesses. The allowance for loan losses (GAAP) is presented excluding the portion of the allowance related to direct energy loans to arrive at the adjusted allowance for loan losses (non-GAAP). Total non-accrual loans (GAAP) is presented excluding direct energy non-accrual loans to arrive at adjusted total non-accrual loans, excluding loans held for sale (non-GAAP), which is the denominator for the allowance for loan losses to non-accrual loans ratio.

The adjusted efficiency ratio (non-GAAP), which is a measure of productivity, is generally calculated as non-interest expense divided by total revenue on a taxable-equivalent basis. The adjusted fee income ratio (non-GAAP) is generally calculated as non-interest income divided by adjusted total revenue on a taxable-equivalent basis. Management uses these ratios to monitor performance and believes these measures provide meaningful information to investors. Non-interest expense (GAAP) is presented excluding adjustments to arrive at adjusted non-interest expense (non-GAAP), which is the numerator for the adjusted efficiency ratio. Non-interest income (GAAP) is presented excluding adjustments to arrive at adjusted non-interest income (non-GAAP), which is the

numerator for the adjusted fee income ratio. Net interest income and other financing income on a taxable-equivalent basis and non-interest income are added together to arrive at total revenue on a taxable-equivalent basis. Adjustments are made to arrive at adjusted total revenue on a taxable-equivalent basis (non-GAAP), which is the denominator for the adjusted efficiency and adjusted fee income ratios.

Tangible common stockholders' equity ratios have become a focus of some investors in analyzing the capital position of the Company absent the effects of intangible assets and preferred stock. Traditionally, the Federal Reserve and other banking regulatory bodies have assessed a bank's capital adequacy based on Tier 1 capital, the calculation of which is codified in federal banking regulations. Analysts and banking regulators have assessed Regions' capital adequacy using the tangible common stockholders' equity measure. Because tangible common stockholders' equity is not formally defined by GAAP, this measure is considered to be a non-GAAP financial measure and other entities may calculate it differently than Regions' disclosed calculations. Since analysts and banking regulators may assess Regions' capital adequacy using tangible common stockholders' equity, Regions believes that it is useful to provide investors the ability to assess Regions' capital adequacy on this same basis.

The Basel Committee's Basel III framework will strengthen international capital and liquidity regulations. When fully phased in, Basel III will increase capital requirements through higher minimum capital levels as well as through increases in risk-weights for certain exposures. Additionally, the Basel III rules place greater emphasis on common equity. The Federal Reserve released its final Basel III Rules detailing the U.S. implementation of Basel III in 2013. Regions, as a standardized approach bank, began transitioning to the Basel III framework in January 2015 subject to a phase-in period extending through January 2019. Because the Basel III implementation regulations will not be fully phased in until 2019 and, are not formally defined by GAAP, these measures are considered to be non-GAAP financial measures. Since analysts and banking regulators may assess Regions' capital adequacy using the fully phased-in Basel III framework, Regions believes that it is useful to provide investors information enabling them to assess Regions' capital adequacy on the same basis.

Non-GAAP financial measures have inherent limitations, are not required to be uniformly applied and are not audited. Although these non-GAAP financial measures are frequently used by stakeholders in the evaluation of a company, they have limitations as analytical tools, and should not be considered in isolation, or as a substitute for analyses of results as reported under GAAP. In particular, a measure of earnings that excludes selected items does not represent the amount that effectively accrues directly to stockholders.

The following tables provide: 1) a reconciliation of allowance for loan losses (GAAP) to adjusted allowance for loan losses (non-GAAP), 2) a reconciliation of non-accrual loans (GAAP) to adjusted non-accrual loans (non-GAAP), 3) a computation of adjusted allowance for loan losses to non-performing loans, excluding loans held for sale (non-GAAP), 4) a reconciliation of net income (GAAP) to net income available to common shareholders (GAAP), 5) a reconciliation of non-interest expense from continuing operations (GAAP) to adjusted non-interest expense (non-GAAP), 6) a reconciliation of non-interest income from continuing operations (GAAP) to adjusted non-interest income (non-GAAP), 7) a computation of adjusted total revenue (non-GAAP), 8) a computation of the adjusted efficiency ratio (non-GAAP), 9) a computation of the adjusted fee income ratio (non-GAAP), 10) a reconciliation of average and ending stockholders' equity (GAAP) to average and ending tangible common stockholders' equity (non-GAAP) and calculations of related ratios (non-GAAP), 11) a reconciliation of stockholders' equity (GAAP) to Basel III CET1, on a fully phased-in basis (non-GAAP), and calculation of the related ratio based on Regions' current understanding of the Basel III requirements (non-GAAP).

Table 2—GAAP to Non-GAAP Reconciliation

| | Year Ended December 31 | | | | | |
|--|------------------------|---------------|---------------|-----------------|-----------------|-----------------|
| | 2016 | 2015 | 2014 | 2013 | 2012 | |
| | (Dollars in millions) | | | | | |
| ADJUSTED NON-ACCRUAL LOANS AND SELECTED RATIOS | | | | | | |
| Allowance for loan losses (GAAP) | A | \$ 1,091 | \$ 1,106 | \$ 1,103 | \$ 1,341 | \$ 1,919 |
| Less: Direct energy portion | | 147 | 151 | 28 | 15 | 24 |
| Adjusted allowance for loan losses (non-GAAP) | B | <u>\$ 944</u> | <u>\$ 955</u> | <u>\$ 1,075</u> | <u>\$ 1,326</u> | <u>\$ 1,895</u> |
| Total non-accrual loans (GAAP) | C | \$ 995 | \$ 782 | \$ 829 | \$ 1,082 | \$ 1,681 |
| Less: Direct energy non-accrual loans | | 311 | 83 | 37 | — | 20 |
| Adjusted total non-accrual loans (non-GAAP) | D | <u>\$ 684</u> | <u>\$ 699</u> | <u>\$ 792</u> | <u>\$ 1,082</u> | <u>\$ 1,661</u> |
| Allowance for loan losses to non-performing loans, excluding loans held for sale (GAAP) | A/C | 1.10x | 1.41x | 1.33x | 1.24x | 1.14x |
| Adjusted allowance for loan losses to non-performing loans, excluding loans held for sale (non-GAAP) | B/D | 1.38x | 1.37x | 1.36x | 1.23x | 1.14x |

| | Year Ended December 31 | | | | | | | | | | |
|--|------------------------|--------|--------|--------|--------|--------|--------|-------|--------|-------|--------|
| | 2016 | 2015 | 2014 | 2013 | 2012 | | | | | | |
| (Dollars in millions, except per share data) | | | | | | | | | | | |
| INCOME | | | | | | | | | | | |
| Net income (GAAP) | \$ | 1,163 | \$ | 1,062 | \$ | 1,147 | \$ | 1,091 | \$ | 1,121 | |
| Preferred dividends and accretion (GAAP) | | (64) | | (64) | | (52) | | (32) | | (129) | |
| Net income available to common shareholders (GAAP) | E | \$ | 1,099 | \$ | 998 | \$ | 1,095 | \$ | 1,059 | \$ | 992 |
| ADJUSTED FEE INCOME AND EFFICIENCY RATIOS | | | | | | | | | | | |
| Non-interest expense from continuing operations (GAAP) | F | \$ | 3,617 | \$ | 3,607 | \$ | 3,432 | \$ | 3,556 | \$ | 3,526 |
| Significant items: | | | | | | | | | | | |
| Professional, legal and regulatory expenses ⁽¹⁾⁽²⁾ | | (3) | (48) | (93) | (58) | — | | | | | |
| Branch consolidation, property and equipment charges | | (58) | (56) | (16) | (5) | — | | | | | |
| Securities impairment, net | | — | — | — | — | (2) | | | | | |
| Loss on early extinguishment of debt | | (14) | (43) | — | (61) | (11) | | | | | |
| Salary and employee benefits—severance charges | | (21) | (6) | — | — | — | | | | | |
| Gain on sale of TDRs held for sale, net | | — | — | 35 | — | — | | | | | |
| REIT investment early termination costs ⁽³⁾ | | — | — | — | — | (42) | | | | | |
| Adjusted non-interest expense (non-GAAP) | G | \$ | 3,521 | \$ | 3,454 | \$ | 3,358 | \$ | 3,432 | \$ | 3,471 |
| Net interest income and other financing income (GAAP) | | \$ | 3,398 | \$ | 3,307 | \$ | 3,280 | \$ | 3,263 | \$ | 3,301 |
| Taxable-equivalent adjustment | | 84 | 75 | 63 | 54 | 50 | | | | | |
| Net interest income and other financing income, taxable-equivalent basis | H | 3,482 | 3,382 | 3,343 | 3,317 | 3,351 | | | | | |
| Non-interest income from continuing operations (GAAP) | I | 2,153 | 2,071 | 1,903 | 2,096 | 2,201 | | | | | |
| Significant items: | | | | | | | | | | | |
| Securities gains, net | | (6) | (29) | (27) | (26) | (48) | | | | | |
| Insurance proceeds ⁽⁴⁾ | | (50) | (91) | — | — | — | | | | | |
| Leveraged lease termination gains, net | | (8) | (8) | (10) | (39) | (14) | | | | | |
| Gain on sale of affordable housing residential mortgage loans ⁽⁵⁾ | | (5) | — | — | — | — | | | | | |
| Gain on sale of other assets ⁽⁶⁾ | | — | — | — | (24) | — | | | | | |
| Adjusted non-interest income (non-GAAP) | J | 2,084 | 1,943 | 1,866 | 2,007 | 2,139 | | | | | |
| Total revenue, taxable-equivalent basis | H+I=K | \$ | 5,635 | \$ | 5,453 | \$ | 5,246 | \$ | 5,413 | \$ | 5,552 |
| Adjusted total revenue, taxable-equivalent basis (non-GAAP) | H+J=L | \$ | 5,566 | \$ | 5,325 | \$ | 5,209 | \$ | 5,324 | \$ | 5,490 |
| Efficiency ratio (GAAP) | F/K | 64.20% | 66.15% | 65.42% | 65.69% | 63.50% | | | | | |
| Adjusted efficiency ratio (non-GAAP) | G/L | 63.28% | 64.87% | 64.45% | 64.46% | 63.21% | | | | | |
| Fee income ratio (GAAP) | I/K | 38.21% | 37.98% | 36.28% | 38.72% | 39.65% | | | | | |
| Adjusted fee income ratio (non-GAAP) | J/L | 37.45% | 36.50% | 35.83% | 37.70% | 38.97% | | | | | |
| RETURN ON AVERAGE TANGIBLE COMMON STOCKHOLDERS' EQUITY | | | | | | | | | | | |
| Average stockholders' equity (GAAP) | | \$ | 17,126 | \$ | 16,916 | \$ | 16,620 | \$ | 15,411 | \$ | 15,168 |
| Less: Average intangible assets (GAAP) | | 5,125 | 5,099 | 5,103 | 5,136 | 5,210 | | | | | |
| Average deferred tax liability related to intangibles (GAAP) | | (162) | (170) | (182) | (188) | (195) | | | | | |
| Average preferred stock (GAAP) | | 820 | 848 | 754 | 464 | 960 | | | | | |
| Average tangible common stockholders' equity (non-GAAP) | M | \$ | 11,343 | \$ | 11,139 | \$ | 10,945 | \$ | 9,999 | \$ | 9,193 |
| Return on average tangible common stockholders' equity (non-GAAP) | E/M | 9.69% | 8.96% | 10.00% | 10.59% | 10.79% | | | | | |

Year Ended December 31

| | 2016 | 2015 | 2014 | 2013 | 2012 |
|---|--------------|------------|------------|------------|------------|
| (Dollars in millions, except share data) | | | | | |
| TANGIBLE COMMON RATIOS-CONSOLIDATED | | | | | |
| Ending stockholders' equity (GAAP) | \$ 16,664 | \$ 16,844 | \$ 16,873 | \$ 15,660 | \$ 15,422 |
| Less: Ending intangible assets (GAAP) | 5,125 | 5,137 | 5,091 | 5,111 | 5,161 |
| Ending deferred tax liability related to intangibles (GAAP) | (155) | (165) | (172) | (188) | (191) |
| Ending preferred stock (GAAP) | 820 | 820 | 884 | 450 | 482 |
| Ending tangible common stockholders' equity (non-GAAP) | N \$ 10,874 | \$ 11,052 | \$ 11,070 | \$ 10,287 | \$ 9,970 |
| Ending total assets (GAAP) | \$ 125,968 | \$ 126,050 | \$ 119,563 | \$ 117,288 | \$ 121,270 |
| Less: Ending intangible assets (GAAP) | 5,125 | 5,137 | 5,091 | 5,111 | 5,161 |
| Ending deferred tax liability related to intangibles (GAAP) | (155) | (165) | (172) | (188) | (191) |
| Ending tangible assets (non-GAAP) | O \$ 120,998 | \$ 121,078 | \$ 114,644 | \$ 112,365 | \$ 116,300 |
| End of period shares outstanding | P 1,215 | 1,297 | 1,354 | 1,378 | 1,431 |
| Tangible common stockholders' equity to tangible assets (non-GAAP) | N/O 8.99% | 9.13% | 9.66% | 9.15% | 8.57% |
| Tangible common book value per share (non-GAAP) | N/P \$ 8.95 | \$ 8.52 | \$ 8.18 | \$ 7.47 | \$ 7.05 |
| BASEL III COMMON EQUITY TIER 1 RATIO—FULLY PHASED-IN PRO-FORMA⁽⁷⁾ | | | | | |
| Stockholders' equity (GAAP) | \$ 16,664 | \$ 16,844 | | | |
| Non-qualifying goodwill and intangibles | (4,955) | (4,958) | | | |
| Adjustments, including all components of accumulated other comprehensive income, disallowed deferred tax assets, threshold deductions and other adjustments | 489 | 286 | | | |
| Preferred stock (GAAP) | (820) | (820) | | | |
| Basel III common equity Tier 1—Fully Phased-In Pro-Forma (non-GAAP) | Q \$ 11,378 | \$ 11,352 | | | |
| Basel III risk-weighted assets—Fully Phased-In Pro-Forma (non-GAAP) ⁽⁸⁾ | R \$ 102,975 | \$ 106,188 | | | |
| Basel III common equity Tier 1—Fully Phased-In Pro-Forma ratio (non-GAAP) | Q/R 11.05% | 10.69% | | | |

- (1) Regions recorded \$3 million, \$50 million and \$100 million of contingent legal and regulatory accruals during the second quarter of 2016, the second quarter of 2015 and the fourth quarter of 2014, respectively, related to previously disclosed matters. The fourth quarter of 2014 accruals were settled in the second quarter of 2015 for \$2 million less than originally estimated and a corresponding recovery was recognized.
- (2) In the fourth quarter of 2013, Regions recorded a non-tax deductible charge of \$58 million related to previously disclosed inquiries from government authorities concerning matters from 2009. The 2013 matters were settled in the second quarter of 2014 for \$7 million less than originally estimated and a corresponding recovery was recognized.
- (3) In the fourth quarter of 2012, Regions entered into an agreement with a third party investor in Regions Asset Management Company, Inc., pursuant to which the investment was fully redeemed. This resulted in extinguishing a \$203 million liability, including accrued, unpaid interest, as well as incurring early termination costs of approximately \$42 million on a pre-tax basis (\$38 million after tax).
- (4) Insurance proceeds recognized in the third quarter of 2016 are related to the previously disclosed settlement with the Department of Housing and Urban Development. Insurance proceeds recognized in 2015 are related to the settlement of the previously disclosed 2010 class-action lawsuit.
- (5) Gain on sale of affordable housing residential mortgage loans in the fourth quarter of 2016 was due to the decision to sell approximately \$171 million of loans to Freddie Mac. Approximately \$91 million were sold with recourse, resulting in a deferred gain of \$5 million, which will be evaluated when the recourse expires during the second quarter of 2017.
- (6) In the third quarter of 2013, Regions recorded a \$24 million gain on sale of a non-core portion of a Wealth Management business.
- (7) The 2016 amounts and the resulting ratio are estimated. Regulatory capital measures for periods prior to 2015 were not revised to reflect the retrospective application of new accounting guidance related to investments in qualified affordable housing projects. As a result, those calculations are not included in the table.
- (8) Regions continues to develop systems and internal controls to precisely calculate risk-weighted assets as required by Basel III on a fully phased-in basis. The amounts included above are 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 GAAP 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 MSRs 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 losses and the reserve for unfunded credit commitments. Unfunded credit commitments include items such as letters of credit, financial guarantees and binding unfunded loan 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 GAAP and applicable regulatory guidance.

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 PD and an LGD. Historical default information for similar loans is used as an input for the statistical model.

For residential first mortgages, home equity lending and other consumer-related loans, individual products are reviewed on a group basis (e.g., residential first mortgage pools). Historical loss information for similar loans is used as an input for the models.

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, criticized, classified 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; and 9) migration of loans between risk rating categories.

In support of collateral values, Regions obtains updated valuations for large commercial and investor real estate non-performing loans on at least an annual basis. For loans that are individually identified for impairment, those valuations are currently discounted as appropriate from the most recent appraisal to consider continued declines in 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 collateral, Regions considers the impact of declines in valuations in the loss given default estimates within the allowance calculation.

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 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. 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 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.

The allowance is also sensitive to a variety of external factors, such as the general health of the economy, as evidenced by volatility in commodity prices, changes in real estate demand and values, interest rates, unemployment rates, bankruptcy filings, fluctuations in the GDP, and the effects of weather and natural disasters such as droughts, floods and hurricanes.

Management considers these variables and all other 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 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. 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. Given the current phase of the credit cycle, volatility in certain credit metrics is to be expected. Additionally, changes in circumstances related to individually large credits or certain portfolios may result in volatility.

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 internal and external factors mentioned above. For pooled commercial and investor real estate accounts, a 5 percent increase in the PD for non-defaulted accounts and a 5 percent increase in the LGD for all accounts would result in an increase to estimated inherent losses of approximately \$55 million.

Losses on residential real estate mortgages, home equity lending and other consumer-related loans can be affected by such factors as collateral value, loss severity, and other internal and external factors mentioned above. A 5 percent increase or decrease in the estimated loss rates on these loans would change estimated inherent losses by approximately \$11 million.

These pro forma analyses demonstrate the sensitivity of the allowance to key assumptions; however, they do not reflect an expected outcome.

For further discussion of the allowance for credit losses, see Note 1 “Summary of Significant Accounting Policies” and Note 6 “Allowance for Credit Losses” to the consolidated financial statements.

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 MSRs 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 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 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 \$4.9 billion at both December 31, 2016 and 2015, respectively, and is allocated to each of Regions’ reportable segments (each a reporting unit: Corporate Bank, Consumer Bank, and Wealth Management). Refer to Note 23 “Business Segment Information” to the consolidated financial statements for discussion of Regions’ reorganization of its management reporting structure during the first quarter of 2016 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 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, all 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 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, stable 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 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 planning processes.

Regions uses the GCM and the 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.

Refer to Note 10 “Intangible Assets” to the consolidated financial statements 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 2016 indicated that the estimated fair values of the Corporate Bank, Consumer Bank and Wealth Management reporting units were \$10.2 billion, \$9.3 billion and \$1.7 billion, respectively, which were greater than their carrying amounts of \$9.2 billion, \$6.2 billion and \$1.1 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. Refer to Note 10 “Intangible Assets” to the consolidated financial statements for the key assumptions used in estimating the fair value of each reporting unit as of fourth quarter 2016 and fourth quarter 2015.

The table below summarizes the discount rate used in the goodwill impairment test of each reporting unit for the fourth quarter of 2016, first quarter of 2016 and the fourth quarter of 2015:

| Discount Rate: | Corporate Bank | Consumer Bank | Wealth Management |
|------------------------------------|-----------------------|----------------------|--------------------------|
| Fourth quarter 2016 ⁽¹⁾ | 10.00% | 10.25% | 11.50% |
| First quarter 2016 ⁽¹⁾ | 11.00% | 11.25% | 12.00% |
| Fourth quarter 2015 | 11.00% | 11.00% | 12.00% |

(1) The discount rates decreased in the fourth quarter 2016 goodwill test as compared to the first quarter 2016 goodwill test due primarily to a decline in the risk-free rate.

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 14 “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 2017.

For sensitivity analysis, a discount rate of 11.00 percent for the Corporate Bank, 11.25 percent for the Consumer Bank reporting units and 12.50 percent for the Wealth Management reporting unit would result in estimated fair values of equity of \$9.2

billion, \$8.3 billion, and \$1.6 billion, respectively. All three reporting units' estimated fair value would continue to exceed the book value by approximately \$13 million, \$2.1 billion, and \$468 million, respectively, and would not require Step Two procedures. This assumes all other assumptions would remain unchanged in the fourth quarter of 2016 calculation.

If the prior year inputs for GCM and GTM had remained the same for the fourth quarter of 2016, the estimated fair value would continue to exceed book value for the Corporate Bank, Consumer Bank, and Wealth Management reporting units by approximately \$1.6 billion, \$2.7 billion, and \$668 million, respectively. This assumes all other assumptions would remain unchanged in the fourth quarter of 2016 calculation.

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 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 has elected to measure and report its residential MSR's using the fair value method. Although sales of residential MSR's do occur, residential MSR's 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 MSR's. 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 MSR's 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 MSR's which impacts earnings. The carrying value of residential MSR's was \$324 million at December 31, 2016. 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, 2016 fair value of residential MSR's by approximately 4 percent (\$13 million) and 9 percent (\$28 million), respectively. Conversely, 25 basis point and 50 basis point increases in these rates would increase the December 31, 2016 fair value of residential MSR's by approximately 4 percent (\$11 million) and 7 percent (\$21 million), respectively. Regions also estimates that an increase in servicing costs of approximately \$10 per loan, or 12 percent, would result in a decline in the value of the residential MSR's by approximately \$12 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.

OPERATING RESULTS

NET INTEREST INCOME AND OTHER FINANCING INCOME AND NET INTEREST MARGIN

Net interest income and other financing income 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 and other financing income (taxable-equivalent basis) increased approximately \$100 million, or 3 percent in 2016 from 2015, driven primarily by higher short-term interest rates, average loan growth, higher securities balances and balance sheet management strategies. The net interest margin increased to 3.14 percent in 2016 from 3.13 percent in 2015, due to an increase in yields on earning assets exceeding the slight increase in total funding costs during 2016.

Comparing 2016 to 2015, average earning asset yields were higher, increasing 3 basis points. Also, interest-bearing liability rates were higher, increasing by 5 basis points. As a result, the net interest rate spread decreased 2 basis points to 2.97 percent in 2016 compared to 2.99 percent in 2015.

Market volatility driven by domestic as well as global events led to continued accommodative monetary policies from the Federal Reserve and global central banks for the majority of 2016. These dynamics, along with the modest pace of the economic recovery, resulted in continued low levels of both short and long-term interest rates in 2016, both of which have influence on net interest margin and net interest income and other financing income. Long-term interest rates are generally represented by the yield on the benchmark 10-year U.S. Treasury note. The 10-year U.S. Treasury note was 2.24 percent at the beginning of 2016 and ended the year at 2.45 percent. However, the previously mentioned global events led to new all-time low long-term rates as the 10-year U.S. Treasury declined to 1.36 percent on July 8, 2016. The average yield on the benchmark 10-year U.S. Treasury note decreased to 1.84 percent in 2016, as compared to 2.14 percent in 2015. As market rates stayed low, earning asset yields on fixed-rate loans and securities remained under pressure. 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 generate 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. As a result of lower interest rates, lower reinvestment yields and prepayments, the taxable investment securities portfolio, which contains significant residential fixed-rate exposure, decreased in yield to 2.28 percent in 2016 from 2.34 percent in 2015. The Company's loan pricing is also influenced by short-term interest rates such as the 30-day LIBOR. As the Federal Reserve modestly increased short term interest rates in December 2015, 30-day LIBOR averaged 50 basis points in 2016, compared to 20 basis points in 2015, leading to modestly higher loan yields.

Deposit costs remained low throughout 2016 given the continuation of historically low interest rates. Short-term interest rates such as the Federal Reserve's Rate of Interest on Excess Reserves and the Prime rate most directly influence deposit costs. These rates remained relatively low throughout 2016, even with the 0.25 percent rate increases during the fourth quarters of both 2015 and 2016. Deposit costs, therefore, remained at a low level of 12 basis points for 2016 compared to 11 basis points for 2015. Average long-term borrowings increased to \$8.2 billion in 2016 as compared to \$5.0 billion in 2015, but the cost on these borrowings decreased 76 basis points as the mix transitioned from long-term debt securities to shorter-term FHLB advances. See the "Long-Term Borrowings" section in Management's Discussion and Analysis and Note 13 "Long-Term Borrowings" to the consolidated financial statements for additional information.

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

Management expects net interest income and other financing income to increase in the range of 2 percent to 4 percent in 2017, commensurate with average loan and deposit growth in the low single digits. The range assumes an interest rate scenario equal to the market forward interest rates as of November 10, 2016, which equates to an average Fed Funds rate of 81 basis points and an average 10-year U.S. Treasury rate of 2.26 percent for 2017. The higher end of the range assumes that the post-election interest rate environment holds, and pressure on deposit costs remains relatively low. Conversely, the lower end of the range assumes a lower interest rate environment, similar to pre-election levels, or an environment where deposit costs are more reactive.

Table 3 “Consolidated Average Daily Balances and Yield/Rate Analysis for Continuing Operations” presents a detail of net interest income and other financing 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 | | | | | | | | |
|---|------------------------|-----------------|--------------|-------------------|-----------------|--------------|------------------|-----------------|--------------|
| | 2016 | | | 2015 | | | 2014 | | |
| | 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 | | | | | | | | | |
| Earning assets: | | | | | | | | | |
| Federal funds sold and securities purchased under agreements to resell | \$ 4 | \$ — | —% | \$ 9 | \$ — | —% | \$ 12 | \$ — | —% |
| Trading account securities | 121 | 5 | 3.73 | 117 | 5 | 4.49 | 107 | 3 | 2.92 |
| Securities: | | | | | | | | | |
| Taxable | 24,830 | 566 | 2.28 | 24,130 | 564 | 2.34 | 23,637 | 584 | 2.47 |
| Tax-exempt | 1 | — | — | 1 | — | — | 3 | — | — |
| Loans held for sale | 479 | 16 | 3.33 | 442 | 16 | 3.65 | 564 | 22 | 3.89 |
| Loans, net of unearned income ⁽¹⁾⁽²⁾⁽³⁾ | 81,333 | 3,150 | 3.86 | 79,634 | 3,017 | 3.79 | 76,253 | 3,004 | 3.94 |
| Investment in operating leases, net ⁽³⁾ | 775 | 22 | 2.85 | 214 | 5 | 2.60 | — | — | — |
| Other earning assets | 3,469 | 36 | 1.05 | 3,324 | 43 | 1.28 | 3,521 | 39 | 1.11 |
| Total earning assets | 111,012 | 3,795 | 3.41 | 107,871 | 3,650 | 3.38 | 104,097 | 3,652 | 3.51 |
| Allowance for loan losses | (1,139) | | | (1,106) | | | (1,235) | | |
| Cash and due from banks | 1,824 | | | 1,702 | | | 1,793 | | |
| Other non-earning assets | 13,809 | | | 13,798 | | | 13,697 | | |
| | <u>\$ 125,506</u> | | | <u>\$ 122,265</u> | | | <u>\$118,352</u> | | |
| Liabilities and Stockholders' Equity | | | | | | | | | |
| Interest-bearing liabilities: | | | | | | | | | |
| Savings | \$ 7,719 | 11 | 0.14 | \$ 7,119 | 9 | 0.13 | \$ 6,596 | 8 | 0.12 |
| Interest-bearing checking | 20,507 | 20 | 0.10 | 21,324 | 18 | 0.08 | 20,804 | 19 | 0.09 |
| Money market | 26,909 | 31 | 0.11 | 26,573 | 28 | 0.10 | 26,006 | 29 | 0.11 |
| Time deposits | 7,415 | 55 | 0.75 | 8,167 | 54 | 0.66 | 9,003 | 49 | 0.55 |
| Total interest-bearing deposits ⁽⁴⁾ | 62,550 | 117 | 0.19 | 63,183 | 109 | 0.17 | 62,409 | 105 | 0.17 |
| Federal funds purchased and securities sold under agreements to repurchase | — | — | — | 588 | — | — | 1,944 | 2 | 0.08 |
| Other short-term borrowings | 3 | — | — | 338 | 1 | 0.20 | 55 | — | — |
| Long-term borrowings | 8,159 | 196 | 2.38 | 5,046 | 158 | 3.14 | 4,057 | 202 | 4.98 |
| Total interest-bearing liabilities | 70,712 | 313 | 0.44 | 69,155 | 268 | 0.39 | 68,465 | 309 | 0.45 |
| Non-interest-bearing deposits ⁽⁴⁾ | 35,371 | — | — | 33,707 | — | — | 31,072 | — | — |
| Total funding sources | 106,083 | 313 | 0.29 | 102,862 | 268 | 0.26 | 99,537 | 309 | 0.31 |
| Net interest spread | | | <u>2.97</u> | | | <u>2.99</u> | | | <u>3.06</u> |
| Other liabilities | 2,299 | | | 2,481 | | | 2,206 | | |
| Stockholders' equity | 17,124 | | | 16,922 | | | 16,609 | | |
| | <u>\$ 125,506</u> | | | <u>\$ 122,265</u> | | | <u>\$118,352</u> | | |
| Net interest income and other financing income/margin on a taxable-equivalent basis from continuing operations ⁽⁵⁾ | | <u>\$ 3,482</u> | <u>3.14%</u> | | <u>\$ 3,382</u> | <u>3.13%</u> | | <u>\$ 3,343</u> | <u>3.21%</u> |

- (1) Loans, net of unearned income include non-accrual loans for all periods presented.
- (2) Interest income includes net loan fees of \$33 million, \$58 million and \$78 million for the years ended December 31, 2016, 2015 and 2014, respectively.
- (3) During the fourth quarter of 2015, Regions corrected the accounting for approximately \$214 million of year-to-date average balances of leases, for which Regions is the lessor. These leases had been previously classified as capital leases but were subsequently determined to be operating leases.
- (4) Total deposit costs may be calculated by dividing total interest expense on deposits by the sum of interest-bearing deposits and non-interest-bearing deposits. The rates for total deposit costs equal 0.12%, 0.11% and 0.11% for the years ended December 31, 2016, 2015 and 2014, respectively.
- (5) The computation of taxable-equivalent net interest income and other financing 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.

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 and other financing income.

| | 2016 Compared to 2015 | | | 2015 Compared to 2014 | | |
|--|--|----------------|--------|-----------------------|----------------|-------|
| | Change Due to | | | Change Due to | | |
| | Volume | Yield/ Rate | Net | Volume | Yield/ Rate | Net |
| | (Taxable-equivalent basis—in millions) | | | | | |
| Interest income including other financing income on: | | | | | | |
| Trading account securities | \$ — | \$ — | \$ — | \$ — | \$ 2 | \$ 2 |
| Securities-taxable | 16 | (14) | 2 | 12 | (32) | (20) |
| Loans held for sale | 1 | (1) | — | (4) | (2) | (6) |
| Loans, including fees | 65 | 68 | 133 | 130 | (117) | 13 |
| Investment in operating leases, net | 16 | 1 | 17 | 5 | — | 5 |
| Other earning assets | 2 | (9) | (7) | (2) | 6 | 4 |
| Total earning assets | 100 | 45 | 145 | 141 | (143) | (2) |
| Interest expense on: | | | | | | |
| Savings | 1 | 1 | 2 | 1 | — | 1 |
| Interest-bearing checking | (1) | 3 | 2 | — | (1) | (1) |
| Money market | — | 3 | 3 | 1 | (2) | (1) |
| Time deposits | (5) | 6 | 1 | (5) | 10 | 5 |
| Total interest-bearing deposits | (5) | 13 | 8 | (3) | 7 | 4 |
| Federal funds purchased and securities sold under agreements to repurchase | — | — | — | (1) | (1) | (2) |
| Other short-term borrowings | — | (1) | (1) | — | 1 | 1 |
| Long-term borrowings | 81 | (43) | 38 | 42 | (86) | (44) |
| Total interest-bearing liabilities | 76 | (31) | 45 | 38 | (79) | (41) |
| Increase (decrease) in net interest income and other financing income | \$ 24 | \$ 76 | \$ 100 | \$ 103 | \$ (64) | \$ 39 |

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 and other financing 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 mix of earning assets can also affect the interest rate spread. Regions’ primary types of earning assets are loans and investment securities. Certain types of 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 increased in 2016 as compared to 2015, due primarily to the increase in short-term interest rates. Average earning assets in 2016 totaled \$111.0 billion, an increase of \$3.1 billion as compared to the prior year.

Average loans as a percentage of average earning assets was 73 percent in 2016 and 74 percent in 2015. The remaining categories of earning assets are shown in Table 3 “Consolidated Average Daily Balances and Yield/Rate Analysis for Continuing

Operations”. The proportion of average earning assets to average total assets, which was 88 percent in both 2016 and 2015, measures the effectiveness of management’s efforts to invest available funds into the most profitable earning vehicles. Funding for Regions’ earning assets comes from interest-bearing and non-interest-bearing sources. Another significant factor affecting the net interest margin is the percentage of earning assets funded by interest-bearing liabilities. The percentage of average earning assets funded by average interest-bearing liabilities was 64 percent in both 2016 and 2015.

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 2016, the provision for loan losses totaled \$262 million and net charge-offs were \$277 million. This compares to a provision for loan losses of \$241 million and net charge-offs of \$238 million in 2015. The increase in the provision for loan losses in 2016 compared to 2015 was primarily due to higher net charge-offs, including \$37 million in 2016 energy charge-offs, and the increase in criticized and classified commercial loans, attributable primarily to downward risk rating migration in the energy portfolio. This increase was offset by the impact of \$2.0 billion in business services loan balance runoff, including \$436 million in direct energy, and improvement in the risk profile of certain other loan classes.

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 2016 vs. 2015 | |
|---|------------------------|-----------------|-----------------|----------------------|--------------|
| | 2016 | 2015 | 2014 | Amount | Percent |
| | (Dollars in millions) | | | | |
| Service charges on deposit accounts | \$ 664 | \$ 662 | \$ 695 | \$ 2 | 0.3 % |
| Card and ATM fees | 402 | 364 | 334 | 38 | 10.4 % |
| Investment management and trust fee income | 213 | 202 | 193 | 11 | 5.4 % |
| Mortgage income | 173 | 162 | 149 | 11 | 6.8 % |
| Capital markets fee income and other | 152 | 104 | 73 | 48 | 46.2 % |
| Insurance commissions and fees | 148 | 140 | 124 | 8 | 5.7 % |
| Bank-owned life insurance | 95 | 74 | 85 | 21 | 28.4 % |
| Commercial credit fee income | 73 | 76 | 61 | (3) | (3.9)% |
| Investment services fee income | 58 | 55 | 43 | 3 | 5.5 % |
| Insurance proceeds | 50 | 91 | — | (41) | (45.1)% |
| Net revenue from affordable housing | 17 | 24 | 16 | (7) | (29.2)% |
| Securities gains, net | 6 | 29 | 27 | (23) | (79.3)% |
| Market value adjustments on employee benefit assets | 3 | (3) | 4 | 6 | (200.0)% |
| Other miscellaneous income | 99 | 91 | 99 | 8 | 8.8 % |
| | <u>\$ 2,153</u> | <u>\$ 2,071</u> | <u>\$ 1,903</u> | <u>\$ 82</u> | <u>4.0 %</u> |

Service Charges on Deposit Accounts

Service charges on deposit accounts include non-sufficient fund fees and other service charges. The slight increase during 2016 compared to 2015 was primarily due to growth in consumer checking accounts, which offset the impact of the change in posting order of customer deposit transactions that went into effect during the fourth quarter of 2015.

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 2016 compared to 2015 was a result of the continued growth in consumer checking accounts, and an increase in debit card transactions. 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 provided to individuals, businesses and institutions. The increase in investment management and trust fees during 2016 compared to 2015 was driven primarily from the increase in assets under administration.

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 increase in mortgage income during 2016 compared to 2015 was due to increased gains from loan sales partially offset by declines in the market valuation of mortgage servicing rights and related hedging activity. In addition, mortgage servicing income has increased as a result of purchasing the rights to service a total of approximately \$8 billion in residential mortgage loans during 2016. See Note 7 "Servicing of Financial Assets" to the consolidated financial statements for more information.

Capital Markets Fee Income and Other

Capital markets fee income and other primarily relates to capital raising activities that includes securities underwriting and placement, loan syndication and placement, as well as foreign exchange, derivatives, merger and acquisition and other advisory services. The increase in 2016 compared to 2015 was primarily due to mergers and acquisitions advisory fees, which the Company began recognizing in the fourth quarter of 2015 in connection with the purchase of a middle-market advisory firm. Also contributing to the increase were higher loan syndication fees and fees generated from the placement of permanent financing for real estate customers.

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. The increase in 2016 compared to 2015 was partially due to additional revenue generated by the third quarter of 2015 acquisition of an insurance team that specializes in group employee benefits.

Bank-owned Life Insurance

Bank-owned life insurance increased in 2016 compared to 2015 primarily due to income from insurance claims as well as a gain recognized upon the exchange of policies in the first quarter of 2016.

Insurance Proceeds

Insurance proceeds recognized in 2016 decreased compared to 2015. During the third quarter of 2016, the Company received \$47 million of insurance proceeds related to a previously disclosed settlement with the Department of Justice on behalf of HUD regarding FHA insured mortgage loans. The \$91 million of insurance proceeds recognized in 2015 was related to the settlement of the previously disclosed and accrued 2010 class-action lawsuit.

Net Revenue from Affordable Housing

Net revenue from affordable housing includes actual gains or losses resulting from the sale of affordable housing investments, cash distributions from the investments and any related impairment charges. The decrease in revenue for 2016 compared to 2015 reflects a lower level of gains on sales of investments.

Securities Gains, Net

Net securities gains result from the Company's asset/liability management process. The decrease in securities gains, net during 2016 compared to 2015 was primarily due to the Company reducing its exposure to energy-related corporate bonds in an effort to mitigate the risk of future downgrades and incurring losses in 2016. See Note 4 "Securities" to the consolidated financial statements for more information.

Market Value Adjustments on Employee Benefit Assets

Market value adjustments on employee benefit assets increased in 2016 compared to 2015 reflecting market value variations related to assets held for certain employee benefits. These adjustments are offset in salaries and employee benefits expense.

Other Miscellaneous Income

Other miscellaneous income includes fees from safe deposit boxes, check fees and other miscellaneous fees. The increase in 2016 compared to 2015 was primarily due to a recovery of approximately \$10 million related to the 2010 Gulf of Mexico oil spill that occurred during the third quarter of 2016.

NON-INTEREST EXPENSE

Table 6—Non-Interest Expense from Continuing Operations

| | Year Ended December 31 | | | Change 2016 vs. 2015 | |
|--|------------------------|-----------------|-----------------|----------------------|--------------|
| | 2016 | 2015 | 2014 | Amount | Percent |
| | (Dollars in millions) | | | | |
| Salaries and employee benefits | \$ 1,913 | \$ 1,883 | \$ 1,810 | \$ 30 | 1.6 % |
| Net occupancy expense | 348 | 361 | 368 | (13) | (3.6)% |
| Furniture and equipment expense | 317 | 303 | 287 | 14 | 4.6 % |
| Outside services | 154 | 149 | 131 | 5 | 3.4 % |
| Marketing | 101 | 98 | 95 | 3 | 3.1 % |
| FDIC insurance assessments | 99 | 105 | 75 | (6) | (5.7)% |
| Professional, legal and regulatory expenses | 89 | 137 | 235 | (48) | (35.0)% |
| Branch consolidation, property and equipment charges | 58 | 56 | 16 | 2 | 3.6 % |
| Credit/checkcard expenses | 55 | 54 | 44 | 1 | 1.9 % |
| Provision (credit) for unfunded credit losses | 17 | (13) | (13) | 30 | (230.8)% |
| Visa class B shares expense | 15 | 9 | 12 | 6 | 66.7 % |
| Loss on early extinguishment of debt | 14 | 43 | — | (29) | (67.4)% |
| Other miscellaneous expenses | 437 | 422 | 372 | 15 | 3.6 % |
| | <u>\$ 3,617</u> | <u>\$ 3,607</u> | <u>\$ 3,432</u> | <u>\$ 10</u> | <u>0.3 %</u> |

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 increased during 2016 compared to 2015 primarily due to increased production-based incentives related to capital markets income growth, increases in base salaries from annual merit increases, and increases in severance expenses. Staffing levels decreased to 22,166 at December 31, 2016 from 23,393 full-time equivalent positions at December 31, 2015, serving to partially offset the aforementioned increases.

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 decreased during 2016 compared to 2015 primarily related to the Company's branch consolidation and occupancy optimization initiatives.

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 2016 compared to 2015 primarily driven by increased depreciation on new technology-related assets placed in service.

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 2016 compared to 2015 primarily due to increases in servicing costs related to continued purchases of indirect loans from third parties and costs for services related to data processing.

FDIC Insurance Assessments

FDIC insurance assessments decreased during 2016 compared to 2015 primarily due to \$23 million of additional assessment expenses recorded in the third quarter of 2015 related to prior assessments. The surcharge imposed by the FDIC went into effect during the third quarter of 2016 creating offsetting additional expense.

Professional, Legal and Regulatory Expenses

Professional, legal and regulatory expenses consist of amounts related to legal, consulting, other professional fees and regulatory charges. Professional, legal and regulatory expenses decreased during 2016 compared to 2015 primarily as the result of a net \$48 million accrual for contingent legal and regulatory expenses recorded in the second quarter of 2015, as well as a favorable legal settlement of \$7 million recorded in the first quarter of 2016.

Branch Consolidation, Property and Equipment Charges

Branch consolidation, property and equipment charges include valuation adjustments related to owned branches when the decision to close them is made. Accelerated depreciation and lease write-off charges are recorded for leased branches through and at the actual branch close date. Branch consolidation, property and equipment charges also include costs related to occupancy optimization initiatives.

Provision (Credit) for Unfunded Credit Losses

Provision (credit) for unfunded credit losses is the adjustment to the reserve for unfunded credit commitments. The provision for unfunded credit losses during 2016 was attributable to increases in commercial and industrial reserve rates for unfunded commitments and letters of credit and a large specific reserve on an unfunded energy credit. The (credit) for unfunded credit losses in 2015 was primarily due to loan fundings during 2015 which resulted in reductions to the reserve.

Visa Class B Shares Expense

Visa class B shares expense is associated with shares sold in a prior year. The Visa class B shares have restrictions tied to finalization of certain covered litigation. Changes in the status of that litigation drove the increased expense during 2016. Refer to Note 24 "Commitments, Contingencies and Guarantees" to the consolidated financial statements for additional information.

Loss on Early Extinguishment of Debt

Loss on early extinguishment of debt decreased during 2016 compared to 2015. In 2015, Regions purchased approximately \$250 million of its 7.50% subordinated notes due May 2018, incurring a related early extinguishment pre-tax charge of approximately \$43 million. In 2016, the Company purchased approximately \$649 million of its 2.00% senior notes due May 2018. Pre-tax losses on the early extinguishment related to this tender offer were approximately \$14 million.

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 increased during 2016 compared to 2015 primarily due to increased credit-related valuation charges associated with other real estate and loans held for sale.

INCOME TAXES

The Company's income tax expense from continuing operations was \$514 million and \$455 million, resulting in effective tax rates of 30.7 percent and 29.7 percent for 2016 and 2015, respectively. The effective tax rate was higher in 2016 principally due to higher pre-tax income.

The Company's effective tax rate is affected by many factors including, but not limited to, the level of pre-tax income, the mix of income between various tax jurisdictions with differing tax rates, net tax benefits related to affordable housing investments, income from bank-owned life insurance and tax exempt interest. In addition, the effective tax rate is 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, valuation allowance changes and changes to unrecognized tax benefits. Accordingly, the comparability of the effective tax rate between periods may be impacted.

New guidance related to accounting for share-based payments was issued in March 2016. The guidance eliminates additional paid-in capital pools and designates that all excess tax benefits and deficiencies should be recorded in income tax expense or benefit when the awards vest or are settled. Regions adopted the guidance effective January 1, 2017. Regions estimates an incremental increase to income tax expense of approximately \$5 million in the second quarter of 2017 and the first quarter of 2018 related to expiring stock options. The vesting of restricted and performance stock awards, which will occur in the second quarters of 2017 and 2018, could also impact income tax expense depending on Regions' stock price when vested. Refer to Note 1 "Summary of Significant Accounting Policies" to the consolidated financial statements for additional information.

At December 31, 2016, the Company reported a net deferred tax asset of \$308 million, compared to \$254 million at December 31, 2015. The increase in the net deferred tax asset was primarily due to an increase in unrealized losses related to securities available for sale and derivative instruments, reflecting an increase in market interest rates in late 2016.

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 2016, the Company has continued its positive earnings trend with positive earnings from 2012 through 2016. All federal net operating losses and federal tax credit carryforwards with expiration dates have been utilized. There is no history of significant tax carryforwards expiring unused.

- 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 \$665 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 \$30 million at December 31, 2016 and \$29 million at December 31, 2015 because the Company believes that a portion of the state net operating loss carryforwards and state tax credit carryforwards will not be utilized.

See Note 1 “Summary of Significant Accounting Policies” and Note 20 “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 2016, income from discontinued operations was primarily the result of recoveries of legal expenses. During 2015, the loss from discontinued operations was primarily the result of legal fees incurred during the year.

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, 2016, cash and cash equivalents totaled \$5.5 billion as compared to \$5.3 billion at December 31, 2015. The slight increase year-over-year was driven by an increase in cash and due from banks. This increase was somewhat offset 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 2.41 percent in 2016 and 2.49 percent in 2015. Table 7 “Securities” details the carrying values of securities, including both available for sale and held to maturity.

Table 7—Securities

| | 2016 | 2015 | 2014 |
|--|------------------|------------------|------------------|
| | (In millions) | | |
| U.S. Treasury securities | \$ 303 | \$ 229 | \$ 177 |
| Federal agency securities | 35 | 558 | 573 |
| Obligations of states and political subdivisions | 1 | 1 | 2 |
| Mortgage-backed securities: | | | |
| Residential agency | 18,571 | 17,491 | 17,665 |
| Residential non-agency | 4 | 5 | 8 |
| Commercial agency | 3,625 | 3,194 | 2,173 |
| Commercial non-agency | 1,129 | 1,231 | 1,494 |
| Corporate and other debt securities | 1,274 | 1,667 | 1,990 |
| Equity securities | 201 | 280 | 146 |
| | <u>\$ 25,143</u> | <u>\$ 24,656</u> | <u>\$ 24,228</u> |

Regions maintains a highly rated securities portfolio consisting primarily of agency mortgage-backed securities. The securities at December 31, 2016 increased \$487 million from December 31, 2015 primarily due to additional portfolio purchases, which were partially offset by decreases in the fair value of certain securities based on changes in market interest rates.

Maturity Analysis—The average life of the securities portfolio (excluding equities) at December 31, 2016 was estimated to be 5.8 years, with a duration of approximately 4.3 years. These metrics compare with an estimated average life of 5.4 years, with a duration of approximately 3.8 years for the portfolio at December 31, 2015. 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, 2016 | | | | |
|--|---|---------------------------------|---------------------------------|------------------|------------------|
| | Within One Year | After One But Within Five Years | After Five But Within Ten Years | After Ten Years | Total |
| | (Dollars in millions) | | | | |
| Securities ⁽¹⁾ : | | | | | |
| U.S. Treasury securities | \$ 18 | \$ 217 | \$ 66 | \$ 2 | \$ 303 |
| Federal agency securities | 5 | 6 | 24 | — | 35 |
| Obligations of states and political subdivisions | — | 1 | — | — | 1 |
| Mortgage-backed securities: | | | | | |
| Residential agency | 1 | 148 | 1,800 | 16,622 | 18,571 |
| Residential non-agency | — | — | — | 4 | 4 |
| Commercial agency | — | 723 | 2,462 | 440 | 3,625 |
| Commercial non-agency | 64 | 31 | 308 | 726 | 1,129 |
| Corporate and other debt securities | 51 | 362 | 630 | 231 | 1,274 |
| | <u>\$ 139</u> | <u>\$ 1,488</u> | <u>\$ 5,290</u> | <u>\$ 18,025</u> | <u>\$ 24,942</u> |
| Weighted-average yield ⁽²⁾ | 1.50% | 2.15% | 2.46% | 2.42% | 2.41% |

(1) Equity securities of other corporations held by Regions are not included in the table.

(2) 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 tax-exempt securities were maintained at such a small balance in 2016 that the taxable-equivalent adjustments for the calculation of yields amounted to zero for the year ended December 31, 2016. 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 95 percent of the investment portfolio at December 31, 2016. All other securities rated below AAA, not backed by the U.S. Government or government sponsored agencies, or which are not rated represented approximately 5 percent of total securities at year-end 2016.

Loans Held For Sale

At December 31, 2016, loans held for sale totaled \$718 million, consisting of \$505 million of residential real estate mortgage loans, \$200 million of commercial mortgage loans and \$13 million of non-performing loans. At December 31, 2015, loans held for sale totaled \$448 million, consisting of \$354 million of residential real estate mortgage loans, \$56 million of commercial mortgage loans, and \$38 million of non-performing loans. The level of residential real estate mortgage loans held for sale that are part of the Company’s mortgage originations to be sold in the secondary market fluctuates depending on the timing of the origination and sale to third parties. The level of commercial mortgage loans held for sale also fluctuates depending on timing.

Loans

GENERAL

Average loans, net of unearned income, represented 73 percent of average interest-earning assets for the year ended December 31, 2016, compared to 74 percent for the year ended December 31, 2015. Lending at Regions is generally organized 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-vehicles, indirect-other consumer, 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

| | 2016 | 2015 | 2014 | 2013 | 2012 |
|--|---------------------------------------|------------------|------------------|------------------|------------------|
| | (In millions, net of unearned income) | | | | |
| Commercial and industrial | \$ 35,012 | \$ 35,821 | \$ 32,732 | \$ 29,413 | \$ 26,674 |
| Commercial real estate mortgage—owner-occupied | 6,867 | 7,538 | 8,263 | 9,495 | 10,095 |
| Commercial real estate construction—owner-occupied | 334 | 423 | 407 | 310 | 302 |
| Total commercial | 42,213 | 43,782 | 41,402 | 39,218 | 37,071 |
| Commercial investor real estate mortgage | 4,087 | 4,255 | 4,680 | 5,318 | 6,808 |
| Commercial investor real estate construction | 2,387 | 2,692 | 2,133 | 1,432 | 914 |
| Total investor real estate | 6,474 | 6,947 | 6,813 | 6,750 | 7,722 |
| Residential first mortgage | 13,440 | 12,811 | 12,315 | 12,163 | 12,963 |
| Home equity | 10,687 | 10,978 | 10,932 | 11,294 | 11,800 |
| Indirect—vehicles | 4,040 | 3,984 | 3,642 | 3,075 | 2,336 |
| Indirect—other consumer | 920 | 545 | 206 | 198 | 197 |
| Consumer credit card | 1,196 | 1,075 | 1,009 | 948 | 906 |
| Other consumer | 1,125 | 1,040 | 988 | 963 | 1,000 |
| Total consumer | 31,408 | 30,433 | 29,092 | 28,641 | 29,202 |
| | <u>\$ 80,095</u> | <u>\$ 81,162</u> | <u>\$ 77,307</u> | <u>\$ 74,609</u> | <u>\$ 73,995</u> |

Table 10—Selected Loan Maturities

| | Loans Maturing as of December 31, 2016 ⁽¹⁾ | | | |
|--|---|---------------------------------------|------------------------|------------------|
| | Within One Year | After One But Within Five Years | After Five Years | Total |
| | (In millions) | | | |
| Commercial and industrial ⁽²⁾ | \$ 5,070 | \$ 22,275 | \$ 7,504 | \$ 34,849 |
| Commercial real estate mortgage—owner-occupied | 892 | 3,185 | 2,790 | 6,867 |
| Commercial real estate construction—owner-occupied | 16 | 83 | 235 | 334 |
| Total commercial | 5,978 | 25,543 | 10,529 | 42,050 |
| Commercial investor real estate mortgage | 1,900 | 1,915 | 272 | 4,087 |
| Commercial investor real estate construction | 750 | 1,607 | 30 | 2,387 |
| Total investor real estate | 2,650 | 3,522 | 302 | 6,474 |
| | <u>\$ 8,628</u> | <u>\$ 29,065</u> | <u>\$ 10,831</u> | <u>\$ 48,524</u> |

| | Predetermined Rate | Variable Rate |
|--|-----------------------|------------------|
| | (In millions) | |
| Due after one year but within five years | \$ 5,029 | \$ 24,036 |
| Due after five years | 7,246 | 3,585 |
| | <u>\$ 12,275</u> | <u>\$ 27,621</u> |

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

(2) Excludes \$163 million of small business credit card accounts.

Loans, net of unearned income, totaled \$80.1 billion at December 31, 2016, a decrease of \$1.1 billion from year-end 2015 levels. Regions manages loan growth with a focus on risk management and risk-adjusted return on capital. Loan balances decreased year over year in the commercial and investor real estate portfolio classes with the largest decrease in commercial and industrial, while most consumer portfolio classes increased.

PORTFOLIO CHARACTERISTICS

The following sections describe the composition of the portfolio segments and classes disclosed in Table 9, explain changes in balances from the 2015 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 decreased \$809 million or 2 percent since year-end 2015 driven primarily by declines in direct energy loans, softness in demand for middle market commercial small business loans, management of concentration risk limits, and a continued focus on achieving appropriate risk-adjusted returns. Commercial also includes owner-occupied commercial real estate mortgage loans and owner-occupied commercial real estate construction loans to operating businesses. Owner-occupied commercial real estate mortgage loans are for long-term financing of land and buildings, and are repaid by cash flow generated by business operations. These loans declined \$671 million or 9 percent from year-end 2015 as a result of continued customer deleveraging. Owner-occupied commercial real estate 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.

Over half of the Company’s total loans are included in the commercial portfolio segment. These balances are spread across numerous industries, as noted in the table below. The Company manages the related risks to this portfolio by setting certain lending limits for each significant industry.

The following table provides detail of Regions' commercial lending balances in selected industries as of December 31:

Table 11—Selected Industry Exposure

| | December 31, 2016 | | |
|--|-------------------|-------------------------|------------------|
| | Loans | Unfunded Commitments | Total Exposure |
| | (In millions) | | |
| Administrative, support, waste and repair | \$ 899 | \$ 481 | \$ 1,380 |
| Agriculture | 612 | 241 | 853 |
| Educational services | 1,929 | 307 | 2,236 |
| Energy | 2,097 | 1,968 | 4,065 |
| Financial services ⁽¹⁾ | 3,473 | 3,228 | 6,701 |
| Government and public sector | 2,485 | 246 | 2,731 |
| Healthcare | 4,178 | 1,483 | 5,661 |
| Information | 1,111 | 817 | 1,928 |
| Manufacturing ⁽¹⁾ | 4,101 | 4,024 | 8,125 |
| Professional, scientific and technical services ⁽¹⁾ | 1,701 | 1,052 | 2,753 |
| Real estate ⁽¹⁾ | 6,513 | 5,445 | 11,958 |
| Religious, leisure, personal and non-profit services | 1,934 | 495 | 2,429 |
| Restaurant, accommodation and lodging | 2,436 | 650 | 3,086 |
| Retail trade | 2,570 | 2,339 | 4,909 |
| Transportation and warehousing ⁽¹⁾ | 2,196 | 1,005 | 3,201 |
| Utilities | 1,147 | 2,008 | 3,155 |
| Wholesale goods ⁽¹⁾ | 2,795 | 2,396 | 5,191 |
| Other | 36 | 1,162 | 1,198 |
| Total commercial | \$ 42,213 | \$ 29,347 | \$ 71,560 |

| | December 31, 2015 ⁽²⁾ | | |
|--|----------------------------------|-------------------------|------------------|
| | Loans | Unfunded Commitments | Total Exposure |
| | (In millions) | | |
| Administrative, support, waste and repair | \$ 901 | \$ 575 | \$ 1,476 |
| Agriculture | 747 | 295 | 1,042 |
| Educational services | 1,846 | 312 | 2,158 |
| Energy | 2,533 | 2,461 | 4,994 |
| Financial services ⁽³⁾ | 3,556 | 2,984 | 6,540 |
| Government and public sector | 2,408 | 238 | 2,646 |
| Healthcare | 4,322 | 1,407 | 5,729 |
| Information | 1,281 | 744 | 2,025 |
| Manufacturing ⁽³⁾ | 4,407 | 3,938 | 8,345 |
| Professional, scientific and technical services ⁽³⁾ | 1,730 | 1,114 | 2,844 |
| Real estate | 6,427 | 5,046 | 11,473 |
| Religious, leisure, personal and non-profit services | 2,165 | 600 | 2,765 |
| Restaurant, accommodation and lodging | 2,489 | 633 | 3,122 |
| Retail trade | 2,492 | 2,507 | 4,999 |
| Transportation and warehousing ⁽³⁾ | 2,228 | 1,084 | 3,312 |
| Utilities | 1,047 | 1,674 | 2,721 |
| Wholesale goods ⁽³⁾ | 2,981 | 2,588 | 5,569 |
| Other | 222 | 1,600 | 1,822 |
| Total commercial | \$ 43,782 | \$ 29,800 | \$ 73,582 |

- (1) Regions' definition of indirect energy-related lending includes certain balances within each of these selected industry categories. As of December 31, 2016, total indirect energy-related loans were approximately \$536 million, with approximately \$506 million included in commercial loans and \$30 million in investor real estate loans. Total unfunded commitments for indirect energy-related lending were \$446 million as of December 31, 2016.
- (2) 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 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.
- (3) Regions' definition of indirect energy-related lending includes certain balances within each of these selected industry categories. As of December 31, 2015, total indirect energy-related loans were approximately \$519 million, with approximately \$497 million included in commercial loans and \$22 million in investor real estate loans. Total unfunded commitments for indirect energy-related lending were \$446 million as of December 31, 2015.

Regions continues to monitor the impacts of low oil prices on both its direct and indirect energy lending portfolios. Regions' direct energy loan balances at December 31, 2016 amounted to approximately \$2.1 billion, consisting of loans for 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. These indirect energy loan balances were approximately \$536 million at December 31, 2016. The entire energy-related portfolio, combining direct and indirect loans, was approximately \$2.6 billion or 3 percent of total loans at December 31, 2016. Regions also has \$131 million of energy-related operating leases. Regions evaluates the current value of these operating lease assets and tests for impairment when indicators of impairment are present. Economic trends such as volatility in commodity prices and collateral valuations, as well as circumstances related to individually large operating lease assets could result in impairment. If an impairment loss is deemed necessary on operating lease assets, the impairment is recorded through other non-interest income.

Regions' energy-related portfolio is geographically concentrated primarily in Texas and, to a lesser extent, in southern 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. Additionally, heightened credit requirements have been adopted for select segments of the portfolio. Regions also employs experienced lending and underwriting teams including petroleum engineers, all with extensive energy sector experience through multiple economic cycles. Given the recent volatility in oil prices, 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. Regions' energy-related portfolio consists of a relatively small number of customers, which provides the Company granular insight into the

financial health of those borrowers. Through its on-going portfolio credit quality assessment, Regions will continue to assess the impact to the allowance and make adjustments as appropriate.

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 consists 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. Total investor real estate loans decreased \$473 million from 2015 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.

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 \$629 million or 5 percent increase from year-end 2015, as prepayments have slowed. Approximately \$3.3 billion in new loan originations were retained on the balance sheet during 2016.

Home Equity

Home equity lending includes both home equity loans and lines of credit. This type of lending, which is secured by a first or second mortgage on the borrower's residence, allows customers to borrow against the equity in their homes. The home equity portfolio totaled \$10.7 billion at December 31, 2016 as compared to \$11.0 billion at December 31, 2015. Substantially all of this portfolio was originated through Regions' branch network.

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, 2016. 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 | % of Total | Second Lien | % of Total | Total |
|--------------|-----------------------|---------------|-----------------|---------------|-----------------|
| | (Dollars in millions) | | | | |
| 2017 | \$ 10 | 0.14% | \$ 20 | 0.27% | \$ 30 |
| 2018 | 12 | 0.17 | 17 | 0.24 | 29 |
| 2019 | 77 | 1.07 | 69 | 0.96 | 146 |
| 2020 | 159 | 2.19 | 124 | 1.72 | 283 |
| 2021 | 187 | 2.58 | 161 | 2.22 | 348 |
| 2022-2026 | 1,679 | 23.22 | 1,760 | 24.33 | 3,439 |
| 2027-2031 | 1,551 | 21.44 | 1,406 | 19.44 | 2,957 |
| Thereafter | — | — | 1 | 0.01 | 1 |
| Total | \$ 3,675 | 50.81% | \$ 3,558 | 49.19% | \$ 7,233 |

Of the \$10.7 billion home equity portfolio at December 31, 2016, approximately \$7.2 billion were home equity lines of credit and \$3.5 billion were closed-end home equity loans (primarily originated as amortizing loans). Beginning December 2016, new home equity lines of credit have a 10-year draw period and a 20-year repayment term. During the 10-year draw period customers do not have an interest-only payment option, except on a very limited basis. From May 2009 to December 2016, new home equity lines of credit had a 10-year draw period and a 10-year repayment period. Prior to May 2009, 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, 2016, 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.

Other Consumer Credit Quality Data

The Company calculates an estimate of the current value of property secured as collateral for both residential first mortgage and home equity lending products (“current LTV”). The estimate is based on home price indices compiled by a third party. The third party data indicates trends for 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 declined to 1 percent in the residential first mortgage portfolio and to 3 percent in the home equity portfolio at December 31, 2016.

Table 13—Estimated Current Loan to Value Ranges

| | December 31, 2016 | | | December 31, 2015 | | |
|----------------------------------|-------------------------------|-----------------|-----------------|-------------------------------|-----------------|-----------------|
| | Residential First Mortgage | Home Equity | | Residential First Mortgage | Home Equity | |
| | | 1st Lien | 2nd Lien | | 1st Lien | 2nd Lien |
| (In millions) | | | | | | |
| Estimated current loan to value: | | | | | | |
| Above 100% | \$ 139 | \$ 82 | \$ 235 | \$ 267 | \$ 127 | \$ 417 |
| 80% - 100% | 1,675 | 371 | 677 | 1,703 | 497 | 886 |
| Below 80% | 11,090 | 6,248 | 2,814 | 10,288 | 5,965 | 2,785 |
| Data not available | 536 | 99 | 161 | 553 | 107 | 194 |
| | <u>\$ 13,440</u> | <u>\$ 6,800</u> | <u>\$ 3,887</u> | <u>\$ 12,811</u> | <u>\$ 6,696</u> | <u>\$ 4,282</u> |

Indirect—Vehicles

Indirect-vehicles lending, which is lending initiated through third-party business partners, largely consists of loans made through automotive dealerships. This portfolio class increased \$56 million from year-end 2015. However, the balance is expected to decrease during 2017, as Regions terminated a third-party arrangement during the fourth quarter of 2016 that historically accounted for approximately half of the Company's production.

Indirect—Other Consumer

Indirect-other consumer lending represents other point of sale lending through third parties. This portfolio class increased \$375 million from year-end 2015 primarily due to continued growth in new point-of-sale initiatives.

Consumer Credit Card

Consumer credit card lending represents primarily open-ended variable interest rate consumer credit card loans. These balances increased \$121 million from year-end 2015.

Other Consumer

Other consumer loans primarily include direct consumer loans, overdrafts and other revolving loans. Other consumer loans increased \$85 million from year-end 2015.

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 semiannually for all other consumer loans. Residential first mortgage FICO scores are refreshed quarterly. 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 were 5 percent of the combined portfolios for December 31, 2016 compared to 6 percent at December 31, 2015.

Table 14—Estimated Current FICO Score Ranges

| | December 31, 2016 | | | | | | |
|--------------------|-------------------------------|-----------------|-----------------|-----------------------|--------------------------------|-------------------------|-------------------|
| | Residential First Mortgage | Home Equity | | Indirect- Vehicles | Indirect- Other Consumer | Consumer Credit Card | Other Consumer |
| | | 1st Lien | 2nd Lien | | | | |
| | (In millions) | | | | | | |
| Below 620 | \$ 807 | \$ 301 | \$ 204 | \$ 427 | \$ 19 | \$ 71 | \$ 82 |
| 620 - 680 | 920 | 529 | 355 | 527 | 94 | 206 | 162 |
| 681 - 720 | 1,400 | 834 | 489 | 559 | 141 | 271 | 222 |
| Above 720 | 9,578 | 4,988 | 2,775 | 2,402 | 382 | 647 | 597 |
| Data not available | 735 | 148 | 64 | 125 | 284 | 1 | 62 |
| | <u>\$ 13,440</u> | <u>\$ 6,800</u> | <u>\$ 3,887</u> | <u>\$ 4,040</u> | <u>\$ 920</u> | <u>\$ 1,196</u> | <u>\$ 1,125</u> |

| | December 31, 2015 | | | | | | |
|--------------------|-------------------------------|-----------------|-----------------|-------------------------|-------------------------|-------------------|--|
| | Residential First Mortgage | Home Equity | | Indirect ⁽¹⁾ | Consumer Credit Card | Other Consumer | |
| | | 1st Lien | 2nd Lien | | | | |
| | (In millions) | | | | | | |
| Below 620 | \$ 768 | \$ 311 | \$ 249 | \$ 421 | \$ 55 | \$ 86 | |
| 620 - 680 | 1,013 | 531 | 415 | 549 | 158 | 150 | |
| 681 - 720 | 1,489 | 789 | 530 | 611 | 247 | 191 | |
| Above 720 | 8,487 | 4,808 | 2,938 | 2,409 | 614 | 526 | |
| Data not available | 1,054 | 257 | 150 | 539 | 1 | 87 | |
| | <u>\$ 12,811</u> | <u>\$ 6,696</u> | <u>\$ 4,282</u> | <u>\$ 4,529</u> | <u>\$ 1,075</u> | <u>\$ 1,040</u> | |

(1) Amount represents both indirect-vehicles and indirect-other consumer portfolio classes.

Allowance for Credit Losses

The allowance for loan losses totaled \$1.1 billion at both December 31, 2016 and December 31, 2015. Additionally, the allowance for loan losses as a percentage of net loans remained consistent between December 31, 2016 and December 31, 2015 at 1.36 percent. Total allowance for loan losses for the direct energy portfolio was approximately 7 percent at December 31, 2016 compared to approximately 6 percent at year-end 2015.

The increase in the provision for loan losses in 2016 compared to 2015 was primarily due to higher net charge-offs, including \$37 million in 2016 energy charge-offs, and the increase in criticized and classified commercial loans, attributable primarily to downward risk rating migration in the energy portfolio. This increase was offset by the impact of \$2.0 billion in business services loan balance runoff, including \$436 million in direct energy, and improvement in the risk profile of certain other loan classes.

Management expects that net loan charge-offs will be in the 0.35 percent to 0.50 percent range in 2017. Economic trends such as interest rates, unemployment, volatility in commodity prices and collateral valuations will impact the future levels of net charge-offs and may result in volatility during 2017.

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.”

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

Table 15—Allowance for Credit Losses

| | 2016 | 2015 | 2014 | 2013 | 2012 |
|--|-----------------------|------------------|------------------|------------------|------------------|
| | (Dollars in millions) | | | | |
| Allowance for loan losses at January 1 | \$ 1,106 | \$ 1,103 | \$ 1,341 | \$ 1,919 | \$ 2,745 |
| Loans charged-off: | | | | | |
| Commercial and industrial | 120 | 130 | 114 | 186 | 203 |
| Commercial real estate mortgage—owner-occupied | 22 | 24 | 63 | 125 | 193 |
| Commercial real estate construction—owner-occupied | 1 | — | 2 | 1 | 8 |
| Commercial investor real estate mortgage | 2 | 15 | 23 | 69 | 226 |
| Commercial investor real estate construction | — | — | 1 | 1 | 46 |
| Residential first mortgage | 15 | 26 | 36 | 223 | 147 |
| Home equity | 56 | 68 | 93 | 159 | 266 |
| Indirect—vehicles | 51 | 41 | 37 | 31 | 23 |
| Indirect—other consumer | 15 | — | — | — | — |
| Consumer credit card | 42 | 37 | 37 | 38 | 45 |
| Other consumer | 74 | 62 | 67 | 65 | 66 |
| | <u>398</u> | <u>403</u> | <u>473</u> | <u>898</u> | <u>1,223</u> |
| Recoveries of loans previously charged-off: | | | | | |
| Commercial and industrial | 32 | 51 | 51 | 45 | 61 |
| Commercial real estate mortgage—owner-occupied | 11 | 16 | 16 | 25 | 16 |
| Commercial real estate construction—owner-occupied | — | — | — | 3 | — |
| Commercial investor real estate mortgage | 10 | 16 | 22 | 35 | 36 |
| Commercial investor real estate construction | 3 | 11 | 5 | 5 | 9 |
| Residential first mortgage | 3 | 8 | 8 | 6 | 5 |
| Home equity | 26 | 28 | 32 | 35 | 32 |
| Indirect—vehicles | 18 | 15 | 13 | 10 | 8 |
| Indirect—other consumer | 1 | — | — | — | — |
| Consumer credit card | 6 | 6 | 5 | 4 | 2 |
| Other consumer | 11 | 14 | 14 | 14 | 15 |
| | <u>121</u> | <u>165</u> | <u>166</u> | <u>182</u> | <u>184</u> |
| Net charge-offs: | | | | | |
| Commercial and industrial | 88 | 79 | 63 | 141 | 142 |
| Commercial real estate mortgage—owner-occupied | 11 | 8 | 47 | 100 | 177 |
| Commercial real estate construction—owner-occupied | 1 | — | 2 | (2) | 8 |
| Commercial investor real estate mortgage | (8) | (1) | 1 | 34 | 190 |
| Commercial investor real estate construction | (3) | (11) | (4) | (4) | 37 |
| Residential first mortgage | 12 | 18 | 28 | 217 | 142 |
| Home equity | 30 | 40 | 61 | 124 | 234 |
| Indirect—vehicles | 33 | 26 | 24 | 21 | 15 |
| Indirect—other consumer | 14 | — | — | — | — |
| Consumer credit card | 36 | 31 | 32 | 34 | 43 |
| Other consumer | 63 | 48 | 53 | 51 | 51 |
| | <u>277</u> | <u>238</u> | <u>307</u> | <u>716</u> | <u>1,039</u> |
| Provision for loan losses | 262 | 241 | 69 | 138 | 213 |
| Allowance for loan losses at December 31 | <u>\$ 1,091</u> | <u>\$ 1,106</u> | <u>\$ 1,103</u> | <u>\$ 1,341</u> | <u>\$ 1,919</u> |
| Reserve for unfunded credit commitments at January 1 | \$ 52 | \$ 65 | \$ 78 | \$ 83 | \$ 78 |
| Provision (credit) for unfunded credit losses | 17 | (13) | (13) | (5) | 5 |
| Reserve for unfunded credit commitments at December 31 | <u>\$ 69</u> | <u>\$ 52</u> | <u>\$ 65</u> | <u>\$ 78</u> | <u>\$ 83</u> |
| Allowance for credit losses at December 31 | <u>\$ 1,160</u> | <u>\$ 1,158</u> | <u>\$ 1,168</u> | <u>\$ 1,419</u> | <u>\$ 2,002</u> |
| Loans, net of unearned income, outstanding at end of period | <u>\$ 80,095</u> | <u>\$ 81,162</u> | <u>\$ 77,307</u> | <u>\$ 74,609</u> | <u>\$ 73,995</u> |
| Average loans, net of unearned income, outstanding for the period | \$ 81,333 | \$ 79,634 | \$ 76,253 | \$ 74,924 | \$ 76,035 |
| Ratios: | | | | | |
| Allowance for loan losses to loans, net of unearned income | 1.36% | 1.36% | 1.43% | 1.80% | 2.59% |
| Allowance for loan losses to non-performing loans, excluding loans held for sale | 1.10x | 1.41x | 1.33x | 1.24x | 1.14x |
| Net charge-offs as percentage of average loans, net of unearned income | 0.34% | 0.30% | 0.40% | 0.96% | 1.37% |

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

| | 2016 | | 2015 | | 2014 | | 2013 | | 2012 | |
|--|-------------------|--------------------------|-------------------|--------------------------|-------------------|--------------------------|-------------------|--------------------------|-------------------|--------------------------|
| | 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 | \$ 585 | 43.7% | \$ 549 | 44.1% | \$ 428 | 42.4% | \$ 427 | 39.4% | \$ 497 | 36.1% |
| Commercial real estate mortgage—owner-occupied | 161 | 8.6 | 200 | 9.3 | 214 | 10.7 | 271 | 12.8 | 342 | 13.6 |
| Commercial real estate construction—owner-occupied | 7 | 0.4 | 9 | 0.5 | 12 | 0.5 | 13 | 0.4 | 8 | 0.4 |
| Total commercial | 753 | 52.7 | 758 | 53.9 | 654 | 53.6 | 711 | 52.6 | 847 | 50.1 |
| Commercial investor real estate mortgage | 54 | 5.1 | 69 | 5.3 | 122 | 6.0 | 210 | 7.1 | 424 | 9.2 |
| Commercial investor real estate construction | 31 | 3.0 | 28 | 3.3 | 28 | 2.8 | 26 | 1.9 | 45 | 1.2 |
| Total investor real estate | 85 | 8.1 | 97 | 8.6 | 150 | 8.8 | 236 | 9.0 | 469 | 10.4 |
| Residential first mortgage | 68 | 16.8 | 77 | 15.8 | 93 | 15.9 | 119 | 16.3 | 254 | 17.5 |
| Home equity | 45 | 13.3 | 67 | 13.5 | 90 | 14.1 | 160 | 15.1 | 252 | 16.0 |
| Indirect—vehicles | 39 | 5.0 | 33 | 4.9 | 41 | 4.7 | 39 | 4.1 | 20 | 3.2 |
| Indirect—other consumer | 15 | 1.2 | 5 | 0.7 | 3 | 0.3 | 3 | 0.3 | 2 | 0.3 |
| Consumer credit card | 45 | 1.5 | 40 | 1.3 | 46 | 1.3 | 43 | 1.3 | 45 | 1.2 |
| Other consumer | 41 | 1.4 | 29 | 1.3 | 26 | 1.3 | 30 | 1.3 | 30 | 1.3 |
| Total consumer | 253 | 39.2 | 251 | 37.5 | 299 | 37.6 | 394 | 38.4 | 603 | 39.5 |
| | <u>\$ 1,091</u> | <u>100.0%</u> | <u>\$ 1,106</u> | <u>100.0%</u> | <u>\$ 1,103</u> | <u>100.0%</u> | <u>\$ 1,341</u> | <u>100.0%</u> | <u>\$ 1,919</u> | <u>100.0%</u> |

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-vehicles, consumer credit card and other consumer TDRs are consumer loans modified under the CAP. Commercial and investor real estate loan modifications are not the result of a formal program, but represent situations where modifications were 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 17—Troubled Debt Restructurings

| | 2016 | | 2015 | |
|---|-----------------|---------------------------|-----------------|---------------------------|
| | Loan Balance | Allowance for Loan Losses | Loan Balance | Allowance for Loan Losses |
| | (In millions) | | | |
| Accruing: | | | | |
| Commercial | \$ 241 | \$ 38 | \$ 146 | \$ 20 |
| Investor real estate | 90 | 8 | 157 | 17 |
| Residential first mortgage | 380 | 46 | 398 | 52 |
| Home equity | 286 | 5 | 323 | 7 |
| Indirect—vehicles | 1 | — | 1 | — |
| Consumer credit card | 2 | — | 2 | — |
| Other consumer | 10 | — | 12 | — |
| | <u>1,010</u> | <u>97</u> | <u>1,039</u> | <u>96</u> |
| Non-accrual status or 90 days past due and still accruing: | | | | |
| Commercial | 279 | 65 | 135 | 37 |
| Investor real estate | 5 | 2 | 22 | 3 |
| Residential first mortgage | 74 | 9 | 81 | 10 |
| Home equity | 17 | — | 18 | — |
| | <u>375</u> | <u>76</u> | <u>256</u> | <u>50</u> |
| Total TDRs - Loans | <u>\$ 1,385</u> | <u>\$ 173</u> | <u>\$ 1,295</u> | <u>\$ 146</u> |
| TDRs- Held For Sale | <u>3</u> | <u>—</u> | <u>8</u> | <u>—</u> |
| Total TDRs | <u>\$ 1,388</u> | <u>\$ 173</u> | <u>\$ 1,303</u> | <u>\$ 146</u> |

Note: All loans listed in the table above are considered impaired under applicable accounting literature.

The following table provides an analysis of the changes in commercial and investor real estate TDRs. TDRs with subsequent restructurings that meet the definition of a TDR are only reported as TDR inflows in the period they were first modified. Other than resolutions such as charge-offs, foreclosures, payments, sales and transfers to held for sale, Regions may remove loans from TDR classification, 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.

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

| | 2016 | | 2015 | |
|--|---------------|----------------------|---------------|----------------------|
| | Commercial | Investor Real Estate | Commercial | Investor Real Estate |
| | (In millions) | | | |
| Balance, beginning of period | \$ 281 | \$ 179 | \$ 344 | \$ 357 |
| Inflows | 497 | 27 | 186 | 57 |
| Outflows | | | | |
| Charge-offs | (30) | — | (13) | (8) |
| Foreclosure | — | — | (1) | (32) |
| Payments, sales and other ⁽¹⁾ | (228) | (111) | (235) | (195) |
| Balance, end of period | <u>\$ 520</u> | <u>\$ 95</u> | <u>\$ 281</u> | <u>\$ 179</u> |

(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 \$35 million of commercial loans and \$8 million of investor real estate loans refinanced or restructured as new loans and removed from TDR classification during 2016. During 2015, \$44 million of commercial loans and \$58 million of investor real estate loans were refinanced or restructured as new loans and removed from TDR classification.

NON-PERFORMING ASSETS

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

Table 19—Non-Performing Assets

| | 2016 | 2015 | 2014 | 2013 | 2012 |
|---|-----------------------|----------|----------|----------|----------|
| | (Dollars in millions) | | | | |
| Non-performing loans: | | | | | |
| Commercial and industrial | \$ 623 | \$ 325 | \$ 252 | \$ 257 | \$ 409 |
| Commercial real estate mortgage—owner-occupied | 210 | 268 | 238 | 303 | 439 |
| Commercial real estate construction—owner-occupied | 3 | 2 | 3 | 17 | 14 |
| Total commercial | 836 | 595 | 493 | 577 | 862 |
| Commercial investor real estate mortgage | 17 | 31 | 123 | 238 | 457 |
| Commercial investor real estate construction | — | — | 2 | 10 | 20 |
| Total investor real estate | 17 | 31 | 125 | 248 | 477 |
| Residential first mortgage | 50 | 63 | 109 | 146 | 214 |
| Home equity | 92 | 93 | 102 | 111 | 128 |
| Total consumer | 142 | 156 | 211 | 257 | 342 |
| Total non-performing loans, excluding loans held for sale | 995 | 782 | 829 | 1,082 | 1,681 |
| Non-performing loans held for sale | 13 | 38 | 38 | 82 | 89 |
| Total non-performing loans ⁽¹⁾ | 1,008 | 820 | 867 | 1,164 | 1,770 |
| Foreclosed properties | 90 | 100 | 124 | 136 | 149 |
| Total non-performing assets ⁽¹⁾ | \$ 1,098 | \$ 920 | \$ 991 | \$ 1,300 | \$ 1,919 |
| Accruing loans 90 days past due: | | | | | |
| Commercial and industrial | \$ 6 | \$ 9 | \$ 7 | \$ 6 | \$ 19 |
| Commercial real estate mortgage—owner-occupied | 2 | 3 | 5 | 6 | 6 |
| Total commercial | 8 | 12 | 12 | 12 | 25 |
| Commercial investor real estate mortgage | — | 4 | 3 | 6 | 11 |
| Total investor real estate | — | 4 | 3 | 6 | 11 |
| Residential first mortgage ⁽²⁾ | 99 | 113 | 122 | 142 | 220 |
| Home equity | 33 | 59 | 63 | 75 | 87 |
| Indirect—vehicles | 10 | 9 | 7 | 5 | 3 |
| Consumer credit card | 15 | 12 | 12 | 12 | 14 |
| Other consumer | 5 | 4 | 3 | 4 | 3 |
| Total consumer | 162 | 197 | 207 | 238 | 327 |
| | \$ 170 | \$ 213 | \$ 222 | \$ 256 | \$ 363 |
| Restructured loans not included in the categories above | \$ 1,010 | \$ 1,039 | \$ 1,260 | \$ 1,676 | \$ 2,789 |
| Restructured loans held for sale not included in the categories above | \$ 1 | \$ 1 | \$ 1 | \$ 545 | \$ — |
| Non-performing loans ⁽¹⁾ to loans and non-performing loans held for sale | 1.26% | 1.01% | 1.12% | 1.56% | 2.39% |
| Non-performing assets ⁽¹⁾ to loans, foreclosed properties and non-performing loans held for sale | 1.37% | 1.13% | 1.28% | 1.74% | 2.59% |

(1) Excludes accruing loans 90 days past due.

(2) Excludes residential first mortgage loans that are 100% guaranteed by the FHA and all guaranteed loans sold to the GNMA where Regions has the right but not the obligation to repurchase. Total 90 days or more past due guaranteed loans excluded were \$113 million at December 31, 2016, \$107 million at December 31, 2015, \$125 million at December 31, 2014, \$106 million at December 31, 2013 and \$87 million at December 31, 2012.

Non-performing loans increased during 2016 primarily as a result of pressure on the energy lending portfolio as discussed in the "Portfolio Characteristics" section. Economic trends such as interest rates, unemployment, volatility in commodity prices and collateral valuations will impact the future level of non-performing assets. Circumstances related to individually large credits could also result in volatility throughout 2017.

Loans past due 90 days or more and still accruing, excluding government guaranteed loans, were \$170 million at December 31, 2016, a decrease from \$213 million at December 31, 2015.

At December 31, 2016, 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 have the potential to 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 periods presented:

Table 20—Analysis of Non-Accrual Loans

| | Non-Accrual Loans, Excluding Loans Held for Sale as of December 31, 2016 | | | |
|---|--|-------------------------|-------------------------|---------------|
| | Commercial | Investor Real Estate | Consumer ⁽¹⁾ | Total |
| | (In millions) | | | |
| Balance at beginning of year | \$ 595 | \$ 31 | \$ 156 | \$ 782 |
| Additions | 861 | 20 | — | 881 |
| Net payments/other activity | (341) | (17) | (12) | (370) |
| Return to accrual | (87) | (13) | — | (100) |
| Charge-offs on non-accrual loans ⁽²⁾ | (136) | (2) | (1) | (139) |
| Transfers to held for sale ⁽³⁾ | (46) | (1) | (1) | (48) |
| Transfers to foreclosed properties | (4) | — | — | (4) |
| Sales | (6) | (1) | — | (7) |
| Balance at end of year | <u>\$ 836</u> | <u>\$ 17</u> | <u>\$ 142</u> | <u>\$ 995</u> |

| | Non-Accrual Loans, Excluding Loans Held for Sale as of December 31, 2015 | | | |
|---|--|-------------------------|-------------------------|---------------|
| | Commercial | Investor Real Estate | Consumer ⁽¹⁾ | Total |
| | (In millions) | | | |
| Balance at beginning of year | \$ 493 | \$ 125 | \$ 211 | \$ 829 |
| Additions | 684 | 33 | — | 717 |
| Net payments/other activity | (236) | (53) | (53) | (342) |
| Return to accrual | (129) | (20) | — | (149) |
| Charge-offs on non-accrual loans ⁽²⁾ | (148) | (15) | (1) | (164) |
| Transfers to held for sale ⁽³⁾ | (59) | (6) | (1) | (66) |
| Transfers to foreclosed properties | (7) | (33) | — | (40) |
| Sales | (3) | — | — | (3) |
| Balance at end of year | <u>\$ 595</u> | <u>\$ 31</u> | <u>\$ 156</u> | <u>\$ 782</u> |

- (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 net payments/other activity 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 \$21 million and \$51 million recorded upon transfer for the years ended December 31, 2016 and 2015, respectively.

Other Earning Assets

Other earning assets consist primarily of investments in FRB stock, FHLB stock, and operating lease assets. The balance at December 31, 2016 totaled \$1.6 billion as compared to \$1.7 billion at December 31, 2015. The primary driver of the slight decrease between years was a decrease in operating lease assets.

Refer to Note 8 "Other Earning Assets" to the consolidated financial statements for additional information.

Premises and Equipment

Premises and equipment at December 31, 2016 decreased \$56 million to \$2.1 billion compared to year-end 2015. This decrease primarily resulted from depreciation expense on existing assets, combined with branch consolidation initiatives.

Goodwill

Goodwill totaled \$4.9 billion for both December 31, 2016 and 2015 and was reallocated to the new reporting units during 2016. 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 10 "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 at Fair Value

Residential MSRs increased approximately \$72 million from December 31, 2015 to December 31, 2016. The year-over-year increase is primarily due to purchases of the rights to service approximately \$8 billion in residential mortgage loans for approximately \$69 million, combined with additions resulting from loans sold during the year. These total additions exceeded the economic amortization associated with borrower repayments. An analysis of residential MSRs is presented in Note 7 "Servicing of Financial Assets" to the consolidated financial statements.

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 mobile and internet banking.

Deposits are Regions' primary source of funds, providing funding for 88 percent of average earning assets in 2016 and 90 percent of average earning assets in 2015. Table 21 "Deposits" details year-over-year deposits on a period-ending basis. Total deposits at December 31, 2016 increased approximately \$605 million compared to year-end 2015 levels. The increase in deposits was primarily driven by increases in non-interest-bearing demand, savings and money market-domestic accounts. These increases were partially offset by declines in time deposits and interest-bearing transaction accounts.

Due to liquidity in the market, Regions has been able to steadily grow its low-cost customer deposits and therefore deposit costs have remained relatively consistent at 12 basis points for 2016, compared to 11 basis points for both 2015 and 2014. The following table summarizes deposits by category as of December 31:

Table 21—Deposits

| | 2016 | 2015 | 2014 |
|----------------------------------|------------------|------------------|------------------|
| | (In millions) | | |
| Non-interest-bearing demand | \$ 36,046 | \$ 34,862 | \$ 31,747 |
| Savings | 7,840 | 7,287 | 6,653 |
| Interest-bearing transaction | 20,259 | 21,902 | 21,544 |
| Money market—domestic | 27,293 | 26,468 | 25,396 |
| Money market—foreign | 186 | 243 | 265 |
| Low-cost deposits | 91,624 | 90,762 | 85,605 |
| Time deposits | 7,183 | 7,468 | 8,595 |
| Customer deposits | 98,807 | 98,230 | 94,200 |
| Corporate treasury time deposits | 228 | 200 | — |
| | <u>\$ 99,035</u> | <u>\$ 98,430</u> | <u>\$ 94,200</u> |

Within customer deposits, non-interest-bearing demand deposits increased \$1.2 billion to \$36.0 billion. Non-interest-bearing deposits accounted for approximately 36 percent of total deposits at year-end 2016 compared to 35 percent at year-end 2015. Savings balances increased \$553 million to \$7.8 billion, generally reflecting continued consumer savings trends, spurred by economic uncertainty. Money market-domestic accounts increased \$825 million to \$27.3 billion. Money market-domestic accounts accounted for approximately 28 percent and 27 percent of total deposits at year-end 2016 and 2015, respectively.

Interest-bearing transaction accounts decreased \$1.6 billion to \$20.3 billion as a result of certain trust customer deposits, which require collateralization by securities, continuing to shift out of deposits and into other fee income-producing customer investments.

Included in customer time deposits are certificates of deposit and individual retirement accounts. The balance of customer time deposits decreased approximately 4 percent in 2016 to \$7.2 billion compared to \$7.5 billion in 2015. The decrease was primarily due to maturities with minimal reinvestment by customers as a result of the continued decline in interest rates offered on these products. Customer time deposits accounted for 7 percent of total deposits in 2016 compared to 8 percent in 2015. See Table 22 “Maturity of Time Deposits of \$100,000 or More” for maturity information.

During 2016, corporate treasury deposits remained at low levels as the Company continued to utilize customer-based funding and other sources.

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 increased slightly to 0.19 percent in 2016 compared to 0.17 percent for both 2015 and 2014, driven by market interest rate increases that occurred in 2016.

Table 22—Maturity of Time Deposits of \$100,000 or More

| | 2016 | 2015 |
|--|-----------------|-----------------|
| | (In millions) | |
| Time deposits of \$100,000 or more, maturing in: | | |
| 3 months or less | \$ 532 | \$ 679 |
| Over 3 through 6 months | 243 | 223 |
| Over 6 through 12 months | 491 | 438 |
| Over 12 months | 1,844 | 1,646 |
| | <u>\$ 3,110</u> | <u>\$ 2,986</u> |

Short-Term Borrowings

See Note 12 “Short-Term Borrowings” to the consolidated financial statements for a summary of these borrowings at December 31, 2016 and 2015. 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.

In the near term, Regions expects the use of wholesale unsecured borrowings for its funding needs to remain low. Short-term secured borrowings, such as securities sold under agreements to repurchase and FHLB advances, are a core portion of Regions’ funding strategy.

The securities financing market and specifically 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.

Long-Term Borrowings

Total long-term borrowings decreased approximately \$586 million to \$7.8 billion at December 31, 2016. The decrease was primarily the result of an approximately \$1.0 billion decrease in the FHLB advances and the repurchase, through a tender offer, of approximately \$649 million of the outstanding 2.00% senior notes due May 2018. Offsetting these decreases was the issuance of \$1.1 billion of 3.20% senior notes.

See Note 13 “Long-Term Borrowings” to the consolidated financial statements for further discussion and detailed listing of outstandings and rates.

Ratings

Table 23 “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, 2016 and 2015.

Table 23—Credit Ratings

| | As of December 31, 2016 | | | |
|--------------------------------------|-------------------------|---------|----------|----------|
| | S&P | Moody's | Fitch | DBRS |
| Regions Financial Corporation | | | | |
| Senior unsecured debt | BBB | Baa2 | BBB | BBBH |
| Subordinated debt | BBB- | Baa2 | BBB- | BBB |
| Regions Bank | | | | |
| Short-term | A-2 | P-1 | F2 | R-1L |
| Long-term bank deposits | N/A | A2 | BBB+ | AL |
| Long-term rating | BBB+ | A2 | BBB | N/A |
| Senior unsecured debt | BBB+ | Baa2 | BBB | AL |
| Subordinated debt | BBB | Baa2 | BBB- | BBBH |
| Outlook | Stable | Stable | Positive | Stable |
| | | | | |
| | As of December 31, 2015 | | | |
| | S&P | Moody's | Fitch | DBRS |
| Regions Financial Corporation | | | | |
| Senior unsecured debt | BBB | Baa3 | BBB | BBB |
| Subordinated debt | BBB- | Baa3 | BBB- | BBBL |
| Regions Bank | | | | |
| Short-term | A-2 | P-2 | F2 | R-1L |
| Long-term bank deposits | N/A | A3 | BBB+ | BBBH |
| Long-term rating | BBB+ | A3 | BBB | N/A |
| Senior unsecured debt | BBB+ | Baa3 | BBB | BBBH |
| Subordinated debt | BBB | Baa3 | BBB- | BBB |
| Outlook | Stable | Stable | Stable | Positive |

N/A - not applicable.

On October 4, 2016, Fitch revised the outlook for Regions Financial Corporation to Positive from Stable, reflecting the Company's capital and liquidity profile, improving earnings, and continued improvement in asset quality.

On November 2, 2016, Moody's upgraded the senior unsecured and subordinated debt ratings of Regions Financial Corporation. Further, Moody's upgraded Regions Bank's long-term deposit, short-term deposit, senior unsecured and subordinated debt ratings. Following the upgrade, the outlook for the Company is Stable. The upgrade is reflective of the Company's continued improvement in asset quality, sensitivity to asset concentrations in its loan portfolio, reduction in direct-energy loan exposure, and strong capital and liquidity profile.

On December 9, 2016, DBRS upgraded the senior unsecured and subordinated debt ratings for Regions Financial Corporation. Further, DBRS upgraded Regions Bank's long-term deposit, senior unsecured debt and subordinated debt ratings. The trend for all ratings is Stable. The upgrade is reflective of the progress the Company has made improving its asset quality and reducing its risk profile, while improving core profitability.

On February 10, 2017, S&P revised the outlook for Regions Financial Corporation, and its subsidiary, Regions Bank to Positive from Stable, indicating a possible one-notch upgrade over the next two years. The outlook upgrade is reflective of a

reduction in energy loan exposure and the expectation of manageable non-performing assets and net charge-off levels in 2017 given improved energy prices and stability of economic trends in most of the Company's major markets. Furthermore, the outlook revision cited the Company's conservative business growth strategies and improved risk management.

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, and acceptability of its letters of credit, 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.

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 \$16.7 billion at December 31, 2016 as compared to \$16.8 billion at December 31, 2015. During 2016, net income increased stockholders' equity by \$1.2 billion, while cash dividends on common stock reduced stockholders' equity by \$318 million and cash dividends on preferred stock reduced stockholder's equity by \$64 million. Changes in accumulated other comprehensive income reduced stockholders' equity by \$170 million, primarily due to the net change in the value of securities available for sale and derivative instruments. Common stock repurchased during 2016 reduced stockholders' equity by \$839 million. These shares were immediately retired and therefore are not included in treasury stock.

On June 29, 2016, Regions received no objection from the Federal Reserve to its 2016 capital plan that was submitted as part of the CCAR process. In addition to continuing the \$0.065 quarterly common stock dividend, actions that Regions may undertake as outlined in its capital plan include the repurchase of up to \$640 million in common shares. The capital plan also provides the potential for a dividend increase beginning in the second quarter of 2017, which is expected to be considered by the Board in early 2017.

On July 14, 2016, Regions' Board authorized a new \$640 million common stock repurchase plan, permitting repurchases from the beginning of the third quarter of 2016 through the second quarter of 2017. On October 12, 2016, Regions' Board authorized an additional \$120 million repurchase, which increases the total amount authorized under the plan to \$760 million. As of December 31, 2016, Regions had repurchased approximately 46.5 million shares of common stock at a total cost of approximately \$485 million under this plan. The Company continued to repurchase shares under this plan in the first quarter of 2017, and as of February 23, 2017, Regions had additional repurchases of approximately 10.2 million shares of common stock at a total cost of approximately \$149.8 million. All of these shares were immediately retired upon repurchase and, therefore, will not be included in treasury stock.

Regions' Board increased the annual dividend to \$0.255 per common share for 2016, compared to \$0.23 per common share for 2015 and \$0.18 per common share for 2014. The Board also declared \$64 million in cash dividends on preferred stock for both 2016 and 2015, and \$52 million for 2014. Prior to the first quarter of 2016, the Company was in a retained deficit position and common stock dividends were recorded as a reduction of additional paid-in capital, while preferred dividends were recorded as a reduction of preferred stock, including related surplus. During the first quarter of 2016, the Company achieved positive retained earnings and both common stock and preferred dividends were recorded as a reduction of retained earnings.

See Note 15 "Stockholders' Equity and Accumulated Other Comprehensive Income (Loss)" to the consolidated financial statements for additional information.

REGULATORY REQUIREMENTS

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 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. See Note 14 "Regulatory Capital Requirements and Restrictions" to the consolidated financial statements for a tabular presentation of the applicable holding company and bank regulatory capital requirements.

In 2013, the Federal Reserve released its final rules detailing the U.S. implementation of the Basel III Rules. Under the Basel III Rules, Regions is designated as a standardized approach bank and, as such, began transitioning to the Basel III Rules in January 2015 subject to a phase-in period extending to January 2019. When fully phased in, the Basel III Rules will increase capital requirements through higher minimum capital levels as well as through increases in risk-weights for certain exposures. Additionally, the Basel III Rules place greater emphasis on common equity. The Basel III Rules substantially revise the regulatory capital requirements applicable to BHCs and depository institutions, including Regions and Regions Bank. The Basel III Rules define

the components of capital and address other issues affecting the numerator in banking institutions' regulatory capital ratios. The Basel III Rules also address risk weights and other issues affecting the denominator in banking institutions' regulatory capital ratios to incorporate a more risk-sensitive approach. The Basel III 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 Basel III Rules, among other things, (i) introduce a measure called CET1, (ii) specify that Tier 1 capital consists 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 prior regulations.

Under the Basel III Rules, the initial minimum capital ratios as of January 1, 2015 were 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 Basel III Rules also introduce a new capital conservation buffer designed to absorb losses during periods of economic stress. The capital conservation buffer is on top of these minimum risk-weighted asset ratios. In addition, the Basel III Rules provide for a countercyclical capital buffer applicable only to advanced approach institutions. Currently the countercyclical capital buffer is not applicable to Regions or Regions Bank. The reportable capital conservation buffer is equal to the lowest difference between the three risk-based capital ratios less the applicable minimum required ratio. Banking institutions with ratios that are above the minimum but below the combined capital conservation buffer and countercyclical capital buffer (when applicable) 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 Basel III Rules will require Regions and Regions Bank to maintain an 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 Basel III Rules provide for a number of deductions from and adjustments to CET1. For example, goodwill and certain other intangible assets, as well as certain deferred tax assets are deducted. MSRs, certain other deferred tax assets and significant investments in non-consolidated financial entities are also 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 the Basel III Rules, the effects of certain accumulated other comprehensive items are included; however, standardized approach banking organizations, including Regions and Regions Bank, may make a one-time permanent election to exclude these items. Regions and Regions Bank made this election in order to avoid significant variations in the level of capital depending upon the impact of interest rate fluctuations on the fair value of their securities portfolios.

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 conservation buffer began on January 1, 2016 at the 0.625% level and be phased in over a 3-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 Basel III 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 required Tier 1 capital ratio for well-capitalized status being 8% (as compared to the previous 6%); and (iii) eliminating the 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 Basel III Rules do not change the total capital requirement for any prompt corrective action category.

The Basel III Rules prescribe a standardized approach for risk weightings that expands the risk-weighting categories from the previous 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 1,250% for certain equity exposures, and resulting in higher risk weights for a variety of asset categories. Specific changes to the prior capital rules impacting Regions' determination of risk-weighted assets include, among other things:

- Applying a 150% risk weight for certain high volatility commercial real estate acquisition, development and construction exposures (previously set at 100%).
- Assigning a 150% risk weight to exposures (other than residential mortgage exposures) that are on non-accrual status or 90 days or more past due (previously set at 100%).
- Providing for a 20% credit conversion factor for the unused portion of a loan commitment with an original maturity of less than one year that is not unconditionally cancellable (previously set at 0%).

- Eliminating the previous 50% cap on the risk weight for derivative exposures.
- Replacing the previous Ratings Based Approach for certain asset-backed securities with a SSFA, which results in risk weights ranging from 20% to 1,250% (previously ranged from 100% to 1,250%).
- Effective January 1, 2018, applying a 250% risk weight to the portion of MSRs and certain deferred tax assets that are includible in capital (previously set at 100%).

In addition, the Basel III 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.

The Company's estimated CET1 ratio on a fully phased-in basis as of December 31, 2016 was approximately 11.05% and therefore exceeded the Basel III minimum plus capital conservation buffer requirement of 7% for CET1. Because the Basel III capital calculations will not be fully phased in until 2019 and are not formally defined by GAAP, this measure is considered to be a non-GAAP financial measure, and other entities may calculate it differently than Regions' disclosed calculation (see Table 2 "GAAP to Non-GAAP Reconciliation" for further details).

LIQUIDITY COVERAGE RATIO

The Federal Reserve, the OCC and the FDIC approved a final rule in 2014 implementing a minimum LCR requirement for certain large BHCs, savings and loan holding companies and depository institutions, and a less stringent LCR requirement (the "modified LCR") for other banking organizations, such as Regions, with \$50 billion or more in total consolidated assets. The final rule imposes a monthly calculation requirement. As of January 1, 2017, the LCR calculation rule has been fully phased in. In December 2016, the Federal Reserve issued a final rule on the public disclosure of the LCR calculation that requires BHCs, such as Regions, to disclose publicly, on a quarterly basis, quantitative and qualitative information about certain components of its LCR beginning October 1, 2018.

At December 31, 2016, the Company was fully compliant with the LCR requirements. However, should the Company's cash position or investment mix change in the future, the Company's ability to meet the LCR requirement may be impacted, and additional funding may need to be sourced to remain compliant.

See the "Supervision and Regulation—Liquidity Regulation" 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 24 "Commitments, Contingencies and Guarantees" to the consolidated financial statements for further discussion.

EFFECTS OF INFLATION

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

Management believes the most significant potential impact of inflation on financial results is a direct result of Regions' ability to manage the impact of changes in interest rates. Management attempts to maintain an essentially balanced position between rate-sensitive assets and liabilities in order to minimize the impact of interest rate fluctuations on net interest income and other financing 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, 2016. Refer to Table 24 "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.
- 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 the potential 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 that arises from the potential that a borrower or counterparty will fail to perform on an obligation.
- Operational risk is the risk of loss resulting from inadequate or failed internal processes, people, and systems or from external events.
- Legal risk is the risk that arises from the potential that unenforceable contracts, lawsuits, or adverse judgments can disrupt or otherwise negatively affect the operations or condition of the Company.
- Compliance risk is the risk to current or anticipated earnings or capital arising from violations of laws, rules, or regulations, or from non-conformance with prescribed practices, internal policies and procedures, or ethical standards.
- Reputational risk is the potential that negative publicity regarding Regions' business practices, whether true or not, will cause a decline in the customer base, costly litigation, or revenue reductions.
- Strategic risk is the risk to current or anticipated earnings, capital, or franchise or enterprise value arising from adverse business decisions, poor implementation of business decisions, or lack of responsiveness to changes in the banking industry and operating environment.

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

Regions' risk management framework outlines the Company's approach for managing risk that includes the following four components:

- *Culture* - A strong, collaborative risk culture ensures focus on risk in all activities and encourages the necessary mindset and behavior to enable effective risk management and promote sound risk-taking within the bounds of the Company's risk appetite. Our risk culture requires that risks be promptly identified, escalated, and challenged; thereby, benefiting the overall performance of the Company.
- *Appetite* - The Company's risk appetite statements define the types and levels of risk the Company is willing to take to achieve its objectives.
- *Process* - Effective risk management requires sustainable processes and tools to effectively identify, measure, mitigate, monitor, and report risk.
- *Governance* - Governance serves as the foundation for comprehensive management of risks facing the Company. It outlines clear responsibility and accountability for managing, monitoring, escalating, and reporting both existing and emerging risks.

Clearly defined roles and responsibilities are critical to the effective management of risk and are central to the four components of the Company's approach to risk management. Regions utilizes the Three Lines of Defense concept to clearly designate risk management activities within the Company.

- 1st Line of Defense activities provide for the identification, acceptance and ownership of risks.
- 2nd Line of Defense activities provide for objective oversight of the Company's risk-taking activities and assessment of the Company's aggregate risk levels.

- 3rd Line of Defense activities provide for independent reviews and assessments of risk management practices across the Company.

The Board 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 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 Risk Committee annually approves an Enterprise 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 stockholders, 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:

- Interpreting 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, parameters, 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, measuring 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 Enterprise 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. This includes uncertainty with respect to absolute interest rate levels as well as relative interest rate levels, which are 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 and other financing income in various interest rate scenarios compared to a base case scenario. Net interest income and other financing income sensitivity to market rate movements 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 and other financing 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 reasonable and stable net interest income and other financing 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. While not presented, up-rate scenarios of greater magnitude are also analyzed. Regions prepares a minus 50 basis points scenario, as minus 100 and 200 basis points scenarios are of limited use in the current rate environment. In addition to parallel curve shifts, multiple curve steepening and flattening scenarios are contemplated. Regions includes simulations of gradual interest rate movements phased in over a six-month period that may more realistically mimic the speed of potential interest rate movements.

Exposure to Interest Rate Movements—As of December 31, 2016, 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 2017. 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 interest rates. The decline in short-term interest rates (such as the Fed 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. Recent Federal Funds increases have not resulted in higher deposit costs for Regions. Therefore, it is expected that declines in deposit costs will only partially offset the decline in asset yields. A reduction in long-term interest rates (such as intermediate to longer-term U.S. Treasuries, swap and mortgage rates) will drive yields lower on certain fixed rate, newly originated or renewed loans, reduce prospective yields on certain investment portfolio purchases, and increase amortization of premium expense on existing securities in the investment portfolio.

With respect to sensitivity to long-term interest 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 and other financing income over a 12 month horizon would respond favorably by approximately \$96 million if longer-term interest rates were to immediately and on a sustained basis exceed the base scenario by 100 basis points. Conversely, if longer-term interest rates were to immediately and on a sustained basis underperform the base case by 50 basis points, then net interest income and other financing income, as compared to the base case, would decline by approximately \$54 million. Higher long-term rates experienced during the fourth quarter reduced the interest income sensitivity afforded by potential further extension of investment securities and the resulting impact on premium amortization. While the benefit of lower premium amortization will persist, incremental improvements will be smaller than observed through the recent market rate increase. Estimates may vary to the extent that long-term yield curve basis relationships change. 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 24—Interest Rate Sensitivity

| | Estimated Annual Change in Net Interest Income and Other Financing Income December 31, 2016 |
|--|--|
| | (In millions) |
| <u>Gradual Change in Interest Rates</u> | |
| + 200 basis points | \$ 219 |
| + 100 basis points | 127 |
| - 50 basis points | (66) |
| <u>Instantaneous Change in Interest Rates</u> | |
| + 200 basis points | \$ 222 |
| + 100 basis points | 152 |
| - 50 basis points | (107) |

As discussed above, the interest rate sensitivity analysis presented in Table 24 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 and other financing income, those pertaining to deposit pricing, deposit mix and overall balance sheet composition are particularly impactful. Given the uncertainties associated with interest rate increases following a prolonged period of low interest rates, management evaluates the impact to its sensitivity analysis of these key assumptions. Sensitivity calculations are hypothetical and should not be considered to be predictive of future results.

The Company’s baseline balance sheet growth assumptions include continued moderate loan and deposit growth reflecting management's best estimate. 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 24, 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. Fed 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 and other financing income in the gradual +200 basis points scenario by approximately \$74

million. While the estimates should be used as a guide, differences may result driven by the pace of rate changes, and other market and competitive factors.

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 24. 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 and other financing income in the gradual +200 basis points scenario by approximately \$25 million.

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. 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. Derivatives are also used to offset the risks associated with customer derivatives, which include interest rate, credit and foreign exchange risks. 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.

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 by customers 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 in balance sheet hedging strategies to effectively convert a portion of its fixed-rate funding position and available for sale securities portfolios to a variable-rate position and to effectively convert a portion of its variable-rate loan portfolios to fixed-rate. Regions also uses derivatives to economically 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 swaps used by Regions to manage interest rate risk:

Table 25—Hedging Derivatives by Interest Rate Risk Management Strategy

| | December 31, 2016 | | | | | |
|--|-------------------|----------------------|---------------|------------------|--------------|-------------|
| | 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 | \$ 1,850 | \$ 1 | \$ 26 | 3.1 | 1.2% | 0.9% |
| Receive variable/pay fixed | 407 | 6 | 14 | 10.4 | 0.8 | 2.5 |
| Derivatives in cash flow hedging relationships: | | | | | | |
| Receive fixed/pay variable | 9,000 | 19 | 269 | 4.9 | 1.3 | 0.7 |
| Total derivatives designated as hedging instruments | \$ 11,257 | \$ 26 | \$ 309 | 4.8 | 1.3% | 0.8% |

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 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 other financing 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 21 “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 MSR at fair market value with any changes to fair value being recorded within mortgage income. Regions enters into derivative and balance sheet transactions to economically mitigate the impact of market value fluctuations related to residential MSR. 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 and other financing 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 MSR, 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 the residential MSR. Regions actively monitors prepayment exposure as part of its overall net interest income and other financing income forecasting and interest rate risk management.

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. In 2014, the Federal Reserve Board, the OCC and the FDIC released the final version of the liquidity coverage ratio rule, which 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 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 24 “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, 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. Having and using various sources of liquidity to satisfy the Company’s funding requirements is important.

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 on a

quarterly basis. Regions also has minimum liquidity requirements for the Bank and subsidiaries. The Bank's funding and contingency planning does not include any reliance on short-term unsecured sources. Risk limits are established within the Company's Liquidity Risk Oversight Committee and ALCO, which regularly reviews compliance with the established limits.

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-backed securities 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. Regions' liquidity is further enhanced by its relatively stable customer deposit base. 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.

The balance with the FRB is the primary component of the balance sheet line item, "interest-bearing deposits in other banks." At December 31, 2016, Regions had approximately \$3.6 billion in cash on deposit with the Federal Reserve, down approximately 9 percent from 2015. The average balance held with the Federal Reserve was approximately \$2.6 billion during both 2016 and 2015.

Regions' borrowing availability with the FRB as of December 31, 2016, based on assets pledged as collateral on that date, was \$15.6 billion.

Regions' financing arrangement with the FHLB adds additional flexibility in managing the Company's liquidity position. As of December 31, 2016, Regions' outstanding balance of FHLB borrowings was \$4.3 billion and its total borrowing capacity from the FHLB totaled approximately \$16.4 billion. FHLB borrowing capacity is contingent on the amount of collateral pledged to the FHLB. Regions Bank pledged certain securities, commercial real estate mortgage loans, residential first mortgage loans on one-to-four family dwellings and home equity lines of credit as collateral for the FHLB advances outstanding. Additionally, investment in FHLB stock is required in relation to the level of outstanding borrowings. Refer to Note 8 "Other Earning Assets" to the consolidated financial statements for additional information. 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 may also issue bank notes from time to time, either as part of a bank note program or as stand-alone issuances. Refer to Note 13 "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 26—Contractual Obligations

Regions' contractual obligations and expected payment dates are presented in the following table:

| | Payments Due By Period ⁽¹⁾ | | | | | Total |
|--|---------------------------------------|-----------------|-----------------|-------------------|-------------------------|-------------------|
| | Less than 1 Year | 1-3 Years | 4-5 Years | More than 5 Years | Indeterminable Maturity | |
| | (In millions) | | | | | |
| Deposits ⁽²⁾ | \$ 3,189 | \$ 2,207 | \$ 1,828 | \$ 187 | \$ 91,624 | \$ 99,035 |
| Long-term borrowings | 4,252 | 1,353 | 1,106 | 1,202 | — | 7,913 |
| Lease obligations | 136 | 218 | 144 | 263 | — | 761 |
| Purchase obligations | 22 | 54 | 26 | 36 | — | 138 |
| Benefit obligations ⁽³⁾ | 44 | 24 | 38 | 68 | — | 174 |
| Commitments to fund low income housing partnerships ⁽⁴⁾ | 653 | — | — | — | — | 653 |
| Unrecognized tax benefits ⁽⁵⁾ | — | — | — | — | 35 | 35 |
| Indemnification obligation ⁽⁶⁾ | 28 | — | — | — | — | 28 |
| | <u>\$ 8,324</u> | <u>\$ 3,856</u> | <u>\$ 3,142</u> | <u>\$ 1,756</u> | <u>\$ 91,659</u> | <u>\$ 108,737</u> |

(1) See Note 24 "Commitments, Contingencies and Guarantees" to the consolidated financial statements for the Company's commercial commitments at December 31, 2016.

(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 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 \$31 million and tax-related interest and penalties of \$4 million. See Note 20 "Income Taxes" to the consolidated financial statements.
- (6) See Note 24 "Commitments, Contingencies and Guarantees" to the consolidated financial statements for a 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 various processes to manage credit risk as described below. In order to assess the risk profile of the loan portfolio, Regions considers risk factors within the loan portfolio segments and classes, the current U.S. economic environment and that of its primary banking markets, as well as counterparty risk. See the "Portfolio Characteristics" section found earlier in this report for further information regarding the loan portfolio. See further discussion of the current U.S. economic environment and counterparty risk below.

Management Process

Credit risk is managed by maintaining a sound credit risk culture, throughout all lines of defense, which ensures that the levels and types of risk taken are aligned with Regions' credit risk appetite. The credit quality of borrowers and counterparties has a significant impact on Regions' earnings; however, the nature of the risk differs by each of the defined businesses which engage in multiple forms of commercial, investor real estate and consumer lending. Regions categorizes the credit risks it faces by asset quality, counterparty exposure, and diversification levels which provides a structure to assess credit risk and guides credit decision-making. Credit policies, another key component of Regions' culture, are designed and adjusted, as needed, to promote sound credit risk management. These policies guide lending activities in a manner consistent with our strategy and provide a framework for achieving asset quality and earnings objectives.

Effective credit risk management requires coordinated identification, measurement, mitigation, monitoring and reporting of credit risk exposure, credit quality, and emerging risk trends. Accordingly, Regions has implemented a credit risk governance structure that provides oversight from the Board to the organizational units in order to maintain open channels of communication.

Occasionally, borrowers and counterparties do not fulfill their obligations and Regions must take steps to mitigate and manage losses. Teams are in place to appropriately identify and manage nonperforming loans, collections, loan modifications, and loss mitigation efforts. Regions maintains an allowance that management considers adequate to absorb losses inherent in the portfolio.

For a discussion of the process and methodology used to calculate the allowance for credit losses refer to the "Critical Accounting Estimates and Related Policies" section found earlier in this report, and Note 1 "Summary of Significant Accounting Policies" and Note 6 "Allowance for Credit Losses" to 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.

Responsibility and accountability for effectively managing all risks, including credit risk, in the various business units lies with the first line of defense. Credit Risk Management, in the second line of defense, oversees, assesses and effectively challenges the risk-taking activities of the first line of defense. Finally, Credit Risk Review provides ongoing oversight, as a third line of defense function, of the credit portfolios to ensure Regions' activities, and controls, are appropriate for the size, complexity and risk profile of the Company.

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. Preliminary data shows the U.S. economy grew at a rate of just 1.5 percent in 2016, down from 2.6 percent in 2015 and below the average 2.1 percent annual growth realized since the end of the 2007 to 2009 recession. Growth over the first half of 2016 was notably slow, due to weakness in business investment and residential fixed investment and the continuation of a persistent inventory correction. Growth picked up considerably in the third quarter of 2016, with real GDP growth of 3.5 percent, and fourth quarter growth was approximately 2.0 percent (annualized rates). Consumer spending was again the key driver of overall economic growth in 2016. According to preliminary data, private domestic demand grew at a rate of 2.3 percent in 2016, after adjusting for inflation.

Business investment spending was a persistent drag on top-line growth in 2016, as was also the case in 2015. One key difference, however, is that while in 2015 weakness in business investment spending was mainly a function of sharp cutbacks in energy-related investments, the weakness was more broad-based in 2016. In an environment of persistently slow top-line growth and an already considerable degree of idle industrial capacity, companies had little incentive to undertake capital investment in

2016. Weak business investment spending in turn contributed to generally weak conditions in manufacturing in 2016, with the exception of automotive and automotive parts manufacturers. Additionally, domestic manufacturing was also impacted by a soft global growth environment that resulted in U.S. exports of goods being basically unchanged from 2015.

In contrast, another year of steadily improving labor market conditions led to solid growth in inflation adjusted personal income that, in turn, supported growth in consumer spending. In addition to improved labor market conditions, U.S. consumers also benefitted from low interest rates, low inflation, and rising household net worth. Consumers responded by not only increasing discretionary spending, but also by building up savings and paying down debt. Household balance sheets ended 2016 in better condition than has been the case for several years.

Over the course of 2016 there was considerable volatility in financial markets, both in the U.S. and abroad. Early in 2016, fears that growth in the Chinese economy would slow sharply and perhaps touch off broad based deflation led to a decline in long-term U.S. interest rates. In the aftermath of the Brexit vote in late June, long-term U.S. interest rates fell even more sharply, with yields on 10-year U.S. Treasury notes falling below 1.4 percent. Following the November elections, however, long-term interest rates jumped dramatically and closed the year at just under 2.5 percent with short-term rates rising by a lesser extent. Expectations that both growth and inflation would be faster than has been the case in recent years pushed market interest rates and the exchange value of the U.S. dollar sharply higher.

The FOMC raised the mid-point of the Fed funds rate target range by 25 basis points in December, making 2016 the second consecutive year in which the FOMC raised the target range mid-point only once. Given the uncertainty around the path of the U.S. economy, a soft global growth environment, and inflation remaining below their 2.0 percent target rate, the FOMC had the latitude to remain patient on removing monetary accommodation. Currently, however, the FOMC has less latitude to remain patient and the “dot plot” released in conjunction with their December 2016 meeting implied three 25-basis point hikes in the Fed funds rate target range mid-point in 2017, one more than had been implied in the prior edition of the dot plot released in conjunction with the September 2016 FOMC meeting.

Differentials in rates of economic growth and central bank policy paths could be a source of persistent upward pressure on the exchange value of the U.S. dollar in 2017. Further dollar appreciation would act as a drag on growth in U.S. exports and on U.S. corporate profits, and would put further downward pressure on prices of imported goods, thereby making it harder for the FOMC to hit their inflation target. These differentials could also be a source of persistent volatility in global financial markets in 2017 that could result in sharp swings in asset prices, market interest rates, and exchange rates around a fairly stable mean. As such, while Regions looks for moderate increases in long-term U.S. interest rates in 2017, a considerable degree of volatility and sharp swings, in either direction, that ultimately will not be sustained is expected.

The FOMC is currently trying to assess what significant changes to fiscal, regulatory, and trade policy will alter the course of the U.S. economy, and to a lesser extent the global economy, in 2017. With no specific policy proposals yet on the table, it is not possible to quantify the effects on economic growth and Regions’ baseline forecast for 2017 continues to call for real GDP growth of 2.1 percent. Consumer spending and housing, single family housing in particular, are expected to be the primary drivers for growth in 2017. Based on the likely contours of changes to policy in 2017, however, potential upside risks to a baseline outlook from fiscal and regulatory policy and potential downside risks from trade policy exist. Business investment spending and government spending are two areas that may have the most upside potential, while exports, and by extension manufacturing, may have the most downside potential. It should be noted that the outlook for housing would be less favorable should we see continued increases in mortgage interest rates occur following the increases already seen after the November elections. On the whole, Regions believes the potential upside risks to growth outweigh the potential downside risks to growth.

That said, Regions thinks many analysts are discounting the likelihood that the policy changes that ultimately emerge from the legislative process will be less impactful than what was discussed during the course of the Presidential campaign, and also believes the legislative process may take longer than many analysts seem to be expecting. As such, Regions does not expect meaningful impacts on economic growth until the fourth quarter of 2017, meaning growth for the year is not likely to stray far from its baseline forecast. Regions does, however, see more upside potential for growth in 2018.

Within the Regions footprint, rates of job, income, and overall economic growth have been and are expected to remain broadly consistent with those seen nationally. There are, however, differences in rates of growth among the individual states and metropolitan areas across the footprint. Markets with exposure to energy and trade underperformed in 2016, as was the case in 2015, though by year-end some firming in crude oil prices brought some relief to those markets with heavy energy exposure. Should the U.S. economy and the global economy evolve as expected in 2017, energy prices should remain fairly stable. However, should trade policy evolve along the lines discussed during the Presidential campaign, those markets with heavy exposure to trade could suffer from lower export and import volumes, and in turn diminished shipping volumes would take a toll on domestic transportation operations. Those markets which are larger and more economically diverse and boast demographic trends have been and are expected to remain among the better performing markets within Regions' footprint. Housing market activity appears to be picking up at a steady pace within 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 2017, it is expected single family construction will take on a larger role while multi-family construction will begin to recede from cyclical peaks as there is a considerable degree of supply in the pipeline. Further increases in mortgage interest rates could alter both the outlook for overall residential construction and the

mix between single family and multi-family construction. As has been the case nationally, house price appreciation in Regions' larger metro area markets picked up notably over the course of 2016, but a slower pace of price appreciation in 2017 is expected.

In summation, real GDP growth is expected to be in the 2.0 percent to 2.5 percent range for 2017 and 2018 but at present upside risks to a baseline outlook depending on the evolution of economic and regulatory policy exist in the coming months. The global growth outlook remains uneven and uncertain and this could be a source of volatility in global financial markets in 2017 even if there is limited economic impact in the U.S. The FOMC will face a new set of challenges in 2017, given the potential shifts in fiscal, regulatory, and trade policy, and as such greater scope for not only more aggressive action on the part of the FOMC than has been the case in recent years, but also for policy decisions that could add to volatility in global financial markets may be seen.

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. Counterparty Risk Management, 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

Regions faces a variety of operational risks, including information security risks. Information security risks such as evolving and adaptive cyber-attacks, regularly conducted against Regions and other large financial institutions to compromise or disable information systems, have generally increased in recent years. This trend is expected to continue for a number of reasons, including the proliferation of new technologies, the use of mobile devices, more financial transactions conducted online, and the increased sophistication and activities of organized crime, hackers, terrorists, nation-states, activists and other external parties or fraud on the part of employees.

Regions spends significant resources to identify and mitigate threats to the confidentiality, availability and integrity of its information systems. Regions regularly assesses the threats and vulnerabilities to its environment so it can update and maintain its systems and controls to effectively mitigate these risks. Layered security controls are designed to complement each other to protect customer information and transactions. Regions will continue to commit the resources necessary to mitigate these growing cyber risks, as well as continue to develop and enhance controls, processes and technology to protect its systems from attacks or unauthorized access. In addition, Regions maintains a strong commitment to a comprehensive risk management program that includes oversight of third-party relationships involving vendors. The Board, through its various committees, is briefed at least quarterly on information security matters.

Regions participates in information sharing organizations such as FS-ISAC, to gather and share information amongst peer banks and other financial institutions to better prepare and protect its information systems from attack. FS-ISAC is a nonprofit organization whose objective 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 made available for the greater 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 has contracts with vendors to provide denial of service mitigation. These vendors have also continued to commit the necessary resources to support Regions in the event of an attack. Even though Regions devotes significant resources to combat cyber security risks, there is no guarantee that these measures will provide absolute security. As an additional security measure, Regions has placed a computer forensics firm and an industry-leading consulting firm on retainer in case of a breach event.

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. The fraud losses, as well as the costs of investigations and re-issuing new customer cards impact Regions' financial results. In addition, Regions also relies on some vendors to provide certain components of its business infrastructure, which may also increase information security risk.

REGULATORY RISK

In 2014, the Federal Reserve Bank of Atlanta began a regularly scheduled CRA examination of Regions Bank covering 2012 and 2013 performance. This review included, among other things, a review of Regions Bank's previously disclosed public consent orders. As a result of the examination, the results of which were communicated during the fourth quarter of 2015, Regions Bank received "High Satisfactory" ratings on its CRA components, but its overall CRA rating was downgraded from "Satisfactory" to "Needs to Improve." The downgrade was attributed to the matters underlying Regions Bank's April 2015 public consent order with the CFPB related to overdrafts and Regulation E. Regions Bank had self-reported these matters and provided remuneration to affected customers during 2011 and 2012. This downgrade imposed restrictions on the Company's ability to undertake certain activities, including mergers and acquisitions of insured depository institutions and applications to open branches or certain other facilities until such time as the rating was improved. On December 19, 2016, the Federal Reserve Bank of Atlanta informed Regions that the Company's overall CRA rating had been reinstated from "Needs to Improve" to "Satisfactory" and this regulatory issue is resolved. Further, Regions continued to receive a "High Satisfactory" rating on the lending, investment and service portions of the Company's most recent CRA review.

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 GAAP. 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 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 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 CEO and 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, and treasury 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, treasury, and the business groups. The SEC Filings Review Committee provides a forum in which senior executives disclose to the CEO and CFO any known significant deficiencies or material weaknesses in Regions' internal controls over financial reporting, and provide reasonable assurance that the financial statements and other contents of the Company's Form 10-K and 10-Q filings are accurate, complete and timely. As part of this process, certifications of internal control effectiveness are obtained from Regions' associates who are responsible for maintaining and monitoring effective internal controls over financial reporting. 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 Sections 302 and 906 of the Sarbanes-Oxley Act of 2002, the CEO and the CFO review and make 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 2015 WITH 2014—CONTINUING OPERATIONS

Regions reported net income available to common shareholders of \$1.1 billion, or \$0.76 per diluted common share, in 2015 compared to \$0.79 per diluted share in 2014. Regions reported income from continuing operations available to common shareholders of \$1.0 billion, or \$0.76 per diluted common share, in 2015 compared to \$1.1 billion, or \$0.78 per diluted share, in 2014.

Net interest income and other financing income from continuing operations was \$3.3 billion in both 2015 and 2014. The net interest margin from continuing operations (taxable-equivalent basis) was 3.13 percent in 2015, compared to 3.21 percent during 2014. The margin decline was driven primarily by decreases in yields on earning assets exceeding the decline in funding costs.

Non-interest income from continuing operations increased \$168 million to \$2.1 billion in 2015 compared to 2014. The year-over-year increase was due to an increase in insurance proceeds, capital markets fee income and other and card and ATM fees. See Table 5 "Non-Interest Income from Continuing Operations" for additional information.

In 2015, insurance proceeds increased \$91 million compared to 2014. The increase was primarily driven by the settlement of the previously disclosed and accrued 2010 class action lawsuit.

Capital markets fee income and other increased \$31 million in 2015 compared to 2014. The increase was primarily related to increased securities underwriting and placement fees and loan syndication fees. Mergers and acquisitions advisory fees, which were derived from the purchase of BlackArch Partners, also contributed to the increase.

Card and ATM fees increased \$30 million in 2015 compared to 2014. The increase was a result of increased checking accounts, as well as increased transactions in part by the continued migration of transactions from cash and checks to cards. Additionally, the increase in active credit cards generated greater purchase activity resulting in higher interchange income.

Non-interest expense from continuing operations increased \$175 million in 2015 compared to 2014. Increases in non-interest expense in 2015 included increases in branch consolidation, property and equipment charges and FDIC insurance assessments, as well as losses on early extinguishment of debt. These increases were offset by decreases in professional, legal and regulatory expenses, net occupancy expense, salaries and employee benefits and a 2014 gain on the sale of TDRs held for sale that did not repeat. See Table 6 “Non-Interest Expense from Continuing Operations” for additional information.

Branch consolidation, property and equipment charges increased \$40 million in 2015 as compared to 2014. The increase was due to additional charges related to the transfer of land previously held for branch expansion, to held for sale based on changes in management’s intent, as management identified certain parcels of land that were no longer intended to be developed. This increase also included write-offs and depreciation for closed branches.

FDIC insurance assessments increased \$30 million in 2015 as compared to 2014. The increase is primarily due to a \$23 million adjustment to prior assessments recorded during the third quarter of 2015 that exceeded the benefit of refunds of previously incurred fees recognized in prior quarters.

During 2015, the Company incurred \$43 million in early extinguishment charges, related to the redemption of certain subordinated debt.

Professional, legal, and regulatory expenses decreased \$98 million in 2015 as compared to 2014. The Company recorded \$50 million and \$100 million of contingent legal expenses in 2015 and 2014, respectively, related to previously disclosed matters. The 2014 accruals were settled in 2015 for \$2 million less than originally estimated, and a corresponding recovery was recorded. Excluding these items, professional, legal, and regulatory expenses decreased \$46 million during 2015 compared to 2014 primarily due to lower consulting fees and lower legal fees resulting from a declining case load as well as legal fee recoveries.

Net occupancy expense decreased 2 percent to \$361 million in 2015 as compared to 2014.

Total salaries and employee benefits increased \$73 million, or 4 percent, in 2015. The increase is primarily due to increases in base salaries, as well as expenses from liabilities held for employee benefit purposes. Higher pension, health insurance, severance expenses and higher incentives. Headcount increased from 23,723 at December 31, 2014 to 23,916 at December 31, 2015.

During the fourth quarter of 2013, Regions transferred certain residential first mortgage loans classified as TDRs to loans held for sale. These loans were sold during the first quarter of 2014, resulting in a \$35 million net gain.

Outside services increased \$18 million in 2015 as compared to 2014, primarily due to increases in certain fees paid in connection with revenue growth as well as increased servicing costs related to continued purchases of indirect loans from third parties.

The Company’s income tax expense for 2015 was \$455 million compared to \$548 million in 2014, resulting in an effective tax rate of 29.7 percent and 32.6 percent, respectively. The decrease in the effective tax rate was driven primarily by audit settlements reached with the IRS and certain state taxing authorities, tax benefits related to state deferred taxes and lower pre-tax income.

At December 31, 2015, the allowance for loan losses totaled \$1.1 billion or 1.36 percent of total loans, net of unearned income compared to \$1.1 billion or 1.43 percent at December 31, 2014. Net charge-offs totaled \$238 million, or 0.30 percent of average loans in 2015 compared to \$307 million, or 0.40 percent of average loans in 2014. Net charge-offs were lower across most major categories when comparing 2015 to 2014 primarily due to fundamental improvement in credit performance. During 2015, the provision for loan losses was \$241 million as compared to \$69 million in 2014. Non-performing assets decreased from \$991 million at December 31, 2014, to \$920 million at December 31, 2015, which reflected management’s continuing efforts to work through problem assets and reduce the riskiest exposures.

Table 27—Quarterly Results of Operations

| | 2016 | | | | 2015 | | | |
|--|----------------|---------------|----------------|---------------|----------------|---------------|----------------|---------------|
| | 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, including other financing income | \$ 957 | \$ 942 | \$ 952 | \$ 963 | \$ 933 | \$ 901 | \$ 883 | \$ 886 |
| Total interest expense and depreciation expense on operating lease assets | 104 | 107 | 104 | 101 | 97 | 65 | 63 | 71 |
| Net interest income and other financing income | 853 | 835 | 848 | 862 | 836 | 836 | 820 | 815 |
| Provision for loan losses | 48 | 29 | 72 | 113 | 69 | 60 | 63 | 49 |
| Net interest income and other financing income after provision for loan losses | 805 | 806 | 776 | 749 | 767 | 776 | 757 | 766 |
| Total non-interest income, excluding securities gains (losses), net | 517 | 599 | 520 | 511 | 503 | 490 | 584 | 465 |
| Securities gains (losses), net | 5 | — | 6 | (5) | 11 | 7 | 6 | 5 |
| Total non-interest expense | 899 | 934 | 915 | 869 | 873 | 895 | 934 | 905 |
| Income from continuing operations before income taxes | 428 | 471 | 387 | 386 | 408 | 378 | 413 | 331 |
| Income tax expense | 134 | 152 | 115 | 113 | 120 | 116 | 124 | 95 |
| Income from continuing operations | 294 | 319 | 272 | 273 | 288 | 262 | 289 | 236 |
| Discontinued operations: | | | | | | | | |
| Income (loss) from discontinued operations before income taxes | 1 | 2 | 5 | — | (6) | (6) | (6) | (4) |
| Income tax expense (benefit) | — | 1 | 2 | — | (3) | (2) | (2) | (2) |
| Income (loss) from discontinued operations, net of tax | 1 | 1 | 3 | — | (3) | (4) | (4) | (2) |
| Net income | \$ 295 | \$ 320 | \$ 275 | \$ 273 | \$ 285 | \$ 258 | \$ 285 | \$ 234 |
| Income from continuing operations available to common shareholders | \$ 278 | \$ 303 | \$ 256 | \$ 257 | \$ 272 | \$ 246 | \$ 273 | \$ 220 |
| Net income available to common shareholders | \$ 279 | \$ 304 | \$ 259 | \$ 257 | \$ 269 | \$ 242 | \$ 269 | \$ 218 |
| Earnings per common share from continuing operations: ⁽¹⁾ | | | | | | | | |
| Basic | \$ 0.23 | \$ 0.24 | \$ 0.20 | \$ 0.20 | \$ 0.21 | \$ 0.19 | \$ 0.20 | \$ 0.16 |
| Diluted | 0.23 | 0.24 | 0.20 | 0.20 | 0.21 | 0.19 | 0.20 | 0.16 |
| Earnings per common share: ⁽¹⁾ | | | | | | | | |
| Basic | \$ 0.23 | \$ 0.24 | \$ 0.20 | \$ 0.20 | \$ 0.21 | \$ 0.18 | \$ 0.20 | \$ 0.16 |
| Diluted | 0.23 | 0.24 | 0.20 | 0.20 | 0.21 | 0.18 | 0.20 | 0.16 |
| Cash dividends declared per common share | 0.065 | 0.065 | 0.065 | 0.06 | 0.06 | 0.06 | 0.06 | 0.05 |
| Market price: ⁽²⁾ | | | | | | | | |
| High | \$ 14.73 | \$ 10.08 | \$ 10.00 | \$ 9.51 | \$ 10.28 | \$ 10.87 | \$ 10.82 | \$ 10.68 |
| Low | 9.78 | 7.80 | 7.53 | 7.00 | 8.54 | 8.74 | 9.28 | 8.59 |

(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.

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, 2016, 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, 2016, 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, 2016 and 2015, 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, 2016 of Regions Financial Corporation and subsidiaries and our report dated February 24, 2017, expressed an unqualified opinion thereon.

Ernst & Young LLP

Birmingham, Alabama

February 24, 2017

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, 2016 and 2015, 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, 2016. 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, 2016 and 2015, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2016, 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, 2016, 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 24, 2017, expressed an unqualified opinion thereon.

Ernst + Young LLP

Birmingham, Alabama

February 24, 2017

REGIONS FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

| | December 31 | |
|--|----------------------------------|------------|
| | 2016 | 2015 |
| | (In millions, except share data) | |
| Assets | | |
| Cash and due from banks | \$ 1,853 | \$ 1,382 |
| Interest-bearing deposits in other banks | 3,583 | 3,932 |
| Federal funds sold and securities purchased under agreements to resell | 15 | — |
| Trading account securities | 124 | 143 |
| Securities held to maturity (estimated fair value of \$1,369 and \$1,969, respectively) | 1,362 | 1,946 |
| Securities available for sale | 23,781 | 22,710 |
| Loans held for sale (includes \$447 and \$353 measured at fair value, respectively) | 718 | 448 |
| Loans, net of unearned income | 80,095 | 81,162 |
| Allowance for loan losses | (1,091) | (1,106) |
| Net loans | 79,004 | 80,056 |
| Other earning assets | 1,644 | 1,652 |
| Premises and equipment, net | 2,096 | 2,152 |
| Interest receivable | 319 | 319 |
| Goodwill | 4,904 | 4,878 |
| Residential mortgage servicing rights at fair value | 324 | 252 |
| Other identifiable intangible assets | 221 | 259 |
| Other assets | 6,020 | 5,921 |
| Total assets | \$ 125,968 | \$ 126,050 |
| Liabilities and Stockholders' Equity | | |
| Deposits: | | |
| Non-interest-bearing | \$ 36,046 | \$ 34,862 |
| Interest-bearing | 62,989 | 63,568 |
| Total deposits | 99,035 | 98,430 |
| Borrowed funds: | | |
| Short-term borrowings: | | |
| Other short-term borrowings | — | 10 |
| Total short-term borrowings | — | 10 |
| Long-term borrowings | 7,763 | 8,349 |
| Total borrowed funds | 7,763 | 8,359 |
| Other liabilities | 2,506 | 2,417 |
| Total liabilities | 109,304 | 109,206 |
| 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 shares | 820 | 820 |
| Common stock, authorized 3 billion shares, par value \$.01 per share: | | |
| Issued including treasury stock—1,255,839,866 and 1,338,591,703 shares, respectively | 13 | 13 |
| Additional paid-in capital | 17,092 | 17,883 |
| Retained earnings (deficit) | 666 | (115) |
| Treasury stock, at cost—41,259,319 and 41,261,018 shares, respectively | (1,377) | (1,377) |
| Accumulated other comprehensive income (loss), net | (550) | (380) |
| Total stockholders' equity | 16,664 | 16,844 |
| Total liabilities and stockholders' equity | \$ 125,968 | \$ 126,050 |

See notes to consolidated financial statements.

REGIONS FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME

| | Year Ended December 31 | | |
|--|--------------------------------------|----------|----------|
| | 2016 | 2015 | 2014 |
| | (In millions, except per share data) | | |
| Interest income, including other financing income on: | | | |
| Loans, including fees | \$ 3,066 | \$ 2,942 | \$ 2,941 |
| Securities - taxable | 566 | 564 | 584 |
| Loans held for sale | 16 | 16 | 22 |
| Trading account securities | 5 | 5 | 3 |
| Other earning assets | 36 | 43 | 39 |
| Operating lease assets | 125 | 33 | — |
| Total interest income, including other financing income | 3,814 | 3,603 | 3,589 |
| Interest expense on: | | | |
| Deposits | 117 | 109 | 105 |
| Short-term borrowings | — | 1 | 2 |
| Long-term borrowings | 196 | 158 | 202 |
| Total interest expense | 313 | 268 | 309 |
| Depreciation expense on operating lease assets | 103 | 28 | — |
| Total interest expense and depreciation expense on operating lease assets | 416 | 296 | 309 |
| Net interest income and other financing income | 3,398 | 3,307 | 3,280 |
| Provision for loan losses | 262 | 241 | 69 |
| Net interest income and other financing income after provision for loan losses | 3,136 | 3,066 | 3,211 |
| Non-interest income: | | | |
| Service charges on deposit accounts | 664 | 662 | 695 |
| Card and ATM fees | 402 | 364 | 334 |
| Investment management and trust fee income | 213 | 202 | 193 |
| Mortgage income | 173 | 162 | 149 |
| Securities gains (losses), net | 6 | 29 | 27 |
| Other | 695 | 652 | 505 |
| Total non-interest income | 2,153 | 2,071 | 1,903 |
| Non-interest expense: | | | |
| Salaries and employee benefits | 1,913 | 1,883 | 1,810 |
| Net occupancy expense | 348 | 361 | 368 |
| Furniture and equipment expense | 317 | 303 | 287 |
| Other | 1,039 | 1,060 | 967 |
| Total non-interest expense | 3,617 | 3,607 | 3,432 |
| Income from continuing operations before income taxes | 1,672 | 1,530 | 1,682 |
| Income tax expense | 514 | 455 | 548 |
| Income from continuing operations | 1,158 | 1,075 | 1,134 |
| Discontinued operations: | | | |
| Income (loss) from discontinued operations before income taxes | 8 | (22) | 21 |
| Income tax expense (benefit) | 3 | (9) | 8 |
| Income (loss) from discontinued operations, net of tax | 5 | (13) | 13 |
| Net income | \$ 1,163 | \$ 1,062 | \$ 1,147 |
| Net income from continuing operations available to common shareholders | \$ 1,094 | \$ 1,011 | \$ 1,082 |
| Net income available to common shareholders | \$ 1,099 | \$ 998 | \$ 1,095 |
| Weighted-average number of shares outstanding: | | | |
| Basic | 1,255 | 1,325 | 1,375 |
| Diluted | 1,261 | 1,334 | 1,387 |
| Earnings per common share from continuing operations: | | | |
| Basic | \$ 0.87 | \$ 0.76 | \$ 0.79 |
| Diluted | 0.87 | 0.76 | 0.78 |
| Earnings per common share: | | | |
| Basic | \$ 0.87 | \$ 0.75 | \$ 0.80 |
| Diluted | 0.87 | 0.75 | 0.79 |
| Cash dividends declared per common share | 0.255 | 0.23 | 0.18 |

See notes to consolidated financial statements.

REGIONS FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

| | Year Ended December 31 | | |
|---|------------------------|---------------|-----------------|
| | 2016 | 2015 | 2014 |
| | (In millions) | | |
| Net income | \$ 1,163 | \$ 1,062 | \$ 1,147 |
| 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, zero and zero tax effect, respectively) | — | — | — |
| Less: reclassification adjustments for amortization of unrealized losses on securities transferred to held to maturity (net of (\$8), (\$6) and (\$5) tax effect, respectively) | (14) | (8) | (9) |
| Net change in unrealized losses on securities transferred to held to maturity, net of tax | 14 | 8 | 9 |
| Unrealized gains (losses) on securities available for sale: | | | |
| Unrealized holding gains (losses) arising during the period (net of (\$57), (\$103) and \$131 tax effect, respectively) | (92) | (166) | 214 |
| Less: reclassification adjustments for securities gains (losses) realized in net income (net of \$2, \$10 and \$10 tax effect, respectively) | 4 | 19 | 17 |
| Net change in unrealized gains (losses) on securities available for sale, net of tax | (96) | (185) | 197 |
| Unrealized gains (losses) on derivative instruments designated as cash flow hedges: | | | |
| Unrealized holding gains (losses) on derivatives arising during the period (net of \$15, \$82 and \$60 tax effect, respectively) | 25 | 137 | 96 |
| Less: reclassification adjustments for gains (losses) on derivative instruments realized in net income (net of \$54, \$58 and \$48 tax effect, respectively) | 89 | 95 | 78 |
| Net change in unrealized gains (losses) on derivative instruments, net of tax | (64) | 42 | 18 |
| Defined benefit pension plans and other post employment benefits: | | | |
| Net actuarial gains (losses) arising during the period (net of (\$27), (\$21) and (\$97) tax effect, respectively) | (46) | (38) | (159) |
| Less: reclassification adjustments for amortization of actuarial loss and prior service cost realized in net income (net of (\$12), (\$17) and (\$9) tax effect, respectively) | (22) | (31) | (16) |
| Net change from defined benefit pension plans and other post employment benefits, net of tax | (24) | (7) | (143) |
| Other comprehensive income (loss), net of tax | (170) | (142) | 81 |
| Comprehensive income | <u>\$ 993</u> | <u>\$ 920</u> | <u>\$ 1,228</u> |

See notes to consolidated financial statements.

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

| | Preferred Stock | | Common Stock | | Additional Paid-In Capital | Retained Earnings (Deficit) | Treasury Stock, At Cost | Accumulated Other Comprehensive Income (Loss), Net | Total |
|--|-----------------|--------|--------------|--------|----------------------------------|-----------------------------------|-------------------------------|--|----------|
| | Shares | Amount | Shares | Amount | | | | | |
| (In millions, except per share data) | | | | | | | | | |
| BALANCE AT JANUARY 1, 2014 | 1 | \$ 450 | 1,378 | \$ 14 | \$ 19,216 | \$ (2,324) | \$ (1,377) | \$ (319) | \$15,660 |
| Net income | — | — | — | — | — | 1,147 | — | — | 1,147 |
| 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 |
| Net change from employee benefit plans, net of tax | — | — | — | — | — | — | — | (143) | (143) |
| 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 and other | — | — | 2 | — | 54 | — | — | — | 54 |
| BALANCE AT DECEMBER 31, 2014 | 1 | \$ 884 | 1,354 | \$ 14 | \$ 18,767 | \$ (1,177) | \$ (1,377) | \$ (238) | \$16,873 |
| Net income | — | — | — | — | — | 1,062 | — | — | 1,062 |
| Amortization of unrealized losses on securities transferred to held to maturity, net of tax | — | — | — | — | — | — | — | 8 | 8 |
| Net change in unrealized gains and losses on securities available for sale, net of tax and reclassification adjustment | — | — | — | — | — | — | — | (185) | (185) |
| Net change in unrealized gains and losses on derivative instruments, net of tax and reclassification adjustment | — | — | — | — | — | — | — | 42 | 42 |
| Net change from employee benefit plans, net of tax | — | — | — | — | — | — | — | (7) | (7) |
| Cash dividends declared—\$0.23 per share | — | — | — | — | (304) | — | — | — | (304) |
| Preferred stock dividends | — | (64) | — | — | — | — | — | — | (64) |
| Common stock transactions: | | | | | | | | | |
| Impact of share repurchase | — | — | (63) | (1) | (622) | — | — | — | (623) |
| Impact of stock transactions under compensation plans, net and other | — | — | 6 | — | 42 | — | — | — | 42 |
| BALANCE AT DECEMBER 31, 2015 | 1 | \$ 820 | 1,297 | \$ 13 | \$ 17,883 | \$ (115) | \$ (1,377) | \$ (380) | \$16,844 |

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

| | Preferred Stock | | Common Stock | | Additional Paid-In Capital | Retained Earnings (Deficit) | Treasury Stock, At Cost | Accumulated Other Comprehensive Income (Loss), Net | Total |
|--|--------------------------------------|---------------|--------------|--------------|----------------------------------|-----------------------------------|-------------------------------|--|-----------------|
| | Shares | Amount | Shares | Amount | | | | | |
| | (In millions, except per share data) | | | | | | | | |
| Net income | — | — | — | — | — | 1,163 | — | — | 1,163 |
| Amortization of unrealized losses on securities transferred to held to maturity, net of tax | — | — | — | — | — | — | — | 14 | 14 |
| Net change in unrealized gains and losses on securities available for sale, net of tax and reclassification adjustment | — | — | — | — | — | — | — | (96) | (96) |
| Net change in unrealized gains and losses on derivative instruments, net of tax and reclassification adjustment | — | — | — | — | — | — | — | (64) | (64) |
| Net change from employee benefit plans, net of tax | — | — | — | — | — | — | — | (24) | (24) |
| Cash dividends declared—\$0.255 per share | — | — | — | — | — | (318) | — | — | (318) |
| Preferred stock dividends | — | — | — | — | — | (64) | — | — | (64) |
| Common stock transactions: | | | | | | | | | |
| Impact of share repurchase | — | — | (89) | — | (839) | — | — | — | (839) |
| Impact of stock transactions under compensation plans, net and other | — | — | 6 | — | 48 | — | — | — | 48 |
| BALANCE AT DECEMBER 31, 2016 | <u>1</u> | <u>\$ 820</u> | <u>1,214</u> | <u>\$ 13</u> | <u>\$ 17,092</u> | <u>\$ 666</u> | <u>\$ (1,377)</u> | <u>\$ (550)</u> | <u>\$16,664</u> |

See notes to consolidated financial statements.

REGIONS FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

| | Year Ended December 31 | | |
|--|------------------------|-----------------|-----------------|
| | 2016 | 2015 | 2014 |
| | (In millions) | | |
| Operating activities: | | | |
| Net income | \$ 1,163 | \$ 1,062 | \$ 1,147 |
| Adjustments to reconcile net income to net cash from operating activities: | | | |
| Provision for loan losses | 262 | 241 | 69 |
| Depreciation, amortization and accretion, net | 574 | 523 | 523 |
| Securities (gains) losses, net | (6) | (29) | (27) |
| Deferred income tax expense | 67 | 201 | 196 |
| Originations and purchases of loans held for sale | (3,756) | (2,560) | (2,506) |
| Proceeds from sales of loans held for sale | 3,700 | 2,755 | 2,589 |
| Gain on TDRs held for sale, net | — | — | (35) |
| (Gain) loss on sale of loans, net | (124) | (87) | (108) |
| (Gain) loss on early extinguishment of debt | 14 | 43 | — |
| Net change in operating assets and liabilities: | | | |
| Trading account securities | 19 | (37) | 5 |
| Other earning assets | (95) | (200) | 29 |
| Interest receivable and other assets | (219) | 12 | (179) |
| Other liabilities | 189 | (449) | 421 |
| Other | 166 | 97 | (17) |
| Net cash from operating activities | <u>1,954</u> | <u>1,572</u> | <u>2,107</u> |
| Investing activities: | | | |
| Proceeds from maturities of securities held to maturity | 591 | 229 | 178 |
| Proceeds from sales of securities available for sale | 1,965 | 3,138 | 1,637 |
| Proceeds from maturities of securities available for sale | 4,420 | 3,890 | 3,207 |
| Purchases of securities available for sale | (7,874) | (7,819) | (5,872) |
| Proceeds from sales of loans | 182 | 76 | 696 |
| Purchases of loans | (985) | (1,127) | (1,077) |
| Purchases of mortgage servicing rights | (64) | (4) | (21) |
| Net change in loans | 1,339 | (4,138) | (2,287) |
| Net purchases of other assets | (205) | (369) | (242) |
| Net cash from investing activities | <u>(631)</u> | <u>(6,124)</u> | <u>(3,781)</u> |
| Financing activities: | | | |
| Net change in deposits | 605 | 4,230 | 1,747 |
| Net change in short-term borrowings | (10) | (2,243) | 71 |
| Proceeds from long-term borrowings | 3,357 | 5,996 | — |
| Payments on long-term borrowings | (3,916) | (1,142) | (1,350) |
| Cash dividends on common stock | (317) | (304) | (247) |
| Cash dividends on preferred stock | (64) | (64) | (52) |
| Net proceeds from issuance of preferred stock | — | — | 486 |
| Repurchase of common stock | (839) | (623) | (256) |
| Other | (2) | 12 | 6 |
| Net cash from financing activities | <u>(1,186)</u> | <u>5,862</u> | <u>405</u> |
| Net change in cash and cash equivalents | 137 | 1,310 | (1,269) |
| Cash and cash equivalents at beginning of year | <u>5,314</u> | <u>4,004</u> | <u>5,273</u> |
| Cash and cash equivalents at end of year | <u>\$ 5,451</u> | <u>\$ 5,314</u> | <u>\$ 4,004</u> |

See notes to consolidated financial statements.

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, and Texas. 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 MSR’s 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, except as otherwise noted. 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 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 activities of the VIE that significantly impact financial performance and has the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE (i.e., Regions is the primary beneficiary). The determination of whether Regions is the primary beneficiary of a VIE is reassessed on an ongoing basis. Investments in companies which are not VIEs but in which Regions has significant influence over the operating and financing decisions, are accounted for using the equity method of accounting. Investments in VIEs, where Regions is not the primary beneficiary of a VIE, are accounted for using either the proportional amortization method or the equity method of accounting. These investments are included in other assets in the consolidated balance sheets. 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 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 24 for further discussion.

CASH EQUIVALENTS AND CASH FLOWS

Cash equivalents represent assets that can be converted into cash immediately. At Regions, these assets 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.

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

| | 2016 | 2015 | 2014 |
|--|---------------|--------|--------|
| | (In millions) | | |
| Cash paid during the period for: | | | |
| Interest on deposits and borrowings | \$ 299 | \$ 268 | \$ 314 |
| Income taxes, net | 314 | 129 | 296 |
| Non-cash transfers: | | | |
| Operating leases transferred from loans | — | 879 | — |
| Loans held for sale and loans transferred to other real estate | 100 | 156 | 125 |
| Loans transferred to loans held for sale | 247 | 69 | 101 |
| Loans held for sale transferred to loans | 5 | 3 | 4 |
| Properties transferred to held for sale | 53 | 38 | 8 |

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, 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 for equity securities. For debt securities, factors include 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). 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.

LOANS HELD FOR SALE

Regions' loans held for sale 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. Certain commercial mortgage loans held for sale where management has elected the fair value option are

recorded at fair value. Gains and losses on commercial mortgage loans held for sale for which the fair value option has been elected are included in capital markets fee income and other. 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 in other non-interest expense. Gains and losses on the sale of non-performing commercial and investor real estate loans are included in other non-interest expense when realized as such amounts are viewed as credit costs. Gains and losses on sales of performing loans are included in non-interest income. 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 using methods that approximate the interest method, 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' constant 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 constant effective, or 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 or will not be fully collectible. 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 FFIEC's Uniform Retail Credit Classification and Account Management Policy which establishes standards for the classification and treatment of consumer loans. The charge-off process drives consumer non-accrual status 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 generally 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 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 commercial and investor real estate non-accrual loans are applied as principal reductions. Interest collections on consumer loans are recorded using the cash basis, due to immateriality.

All loans on non-accrual status may be returned to accrual status and interest accrual resumed if all of the following conditions are met: 1) the loan is brought contractually current as to both principal and interest, 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, and 3) the loan has been performing for at least six months.

ALLOWANCE FOR CREDIT LOSSES

Regions' allowance for credit losses ("allowance") consists of two components: the allowance for loan 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 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 TDRs. Regions considers the current value of collateral, credit quality of any guarantees, guarantor's liquidity and willingness to repay, 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 cash flows, the estimated value of the collateral or, if available, the observable market price. Regions generally uses the estimated 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 PDs and LGDs 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.

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 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 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.

OTHER EARNING ASSETS

Other earning assets consist primarily of investments in FRB stock, FHLB stock, and operating lease assets. See Note 8 for additional information.

INVESTMENTS IN FEDERAL RESERVE BANK AND FEDERAL HOME LOAN BANK STOCK

Stock ownership in the FRB and FHLB is a requirement for all banks seeking membership into and access to the services provided by these banking systems. These shares are accounted for at amortized cost, which approximates fair value.

INVESTMENTS IN OPERATING LEASES

Investments in operating leases represent the assets underlying the related lease contracts and are reported at cost, less accumulated depreciation and net of origination fees and costs. Depreciation on these assets is generally provided on a straight-line basis over the lease term down to an estimated residual value. Regions periodically evaluates its depreciation rate for leased assets based on projected residual values and adjusts depreciation expense over the remaining life of the lease if deemed appropriate. Regions also evaluates the current value of the operating lease assets and tests for impairment when indicators of impairment are present. Income from operating lease assets includes lease origination fees, net of lease origination costs, and is recognized as operating lease revenue on a straight line basis over the scheduled lease term. The accrual of revenue on operating leases is generally

discontinued at the time an account is determined to be uncollectible. Operating lease revenue and the depreciation expense on the related operating lease assets are included as components of net interest income and other financing income on the consolidated statements of income. When a leased asset is returned, its remaining value is reclassified from other earning assets to other assets and recorded at the lower of cost or estimated fair value, less costs to sell, on Regions' consolidated balance sheet. Impairment of the operating lease asset, as well as residual value gains and losses at the end of the lease term are recorded through other non-interest income.

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 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 9 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 primarily 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 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 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, all 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 both the GCM and the GTM as its market approaches. The GCM 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 ratio (for Wealth Management) and an implied control premium to each 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 GTM applies a value multiplier to a financial metric of each 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 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, purchased credit card relationships and other acquired customer 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 or other types of acquired customer 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 10 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 MSR's using the fair value measurement method. Under the fair value measurement method, residential MSR's 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 MSR's 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 valuation adjustments, thus creating potential volatility in the carrying amount of residential MSR's. The valuation method relies on an 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 MSR's 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 MSR's 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 from the loan portfolio, 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, 2016 and 2015, the carrying values of foreclosed properties were immaterial.

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, options including 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. The majority of interest rate derivatives traded by Regions with dealing counterparties are subject to mandatory clearing through a central clearinghouse. The counterparty risk for cleared trades effectively moves from the executing broker to the clearinghouse allowing Regions to benefit from the risk mitigation controls in place at the respective clearinghouse.

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, generally associated with a principal balance at risk. 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.

The Company elects to account for certain derivative financial instruments as accounting hedges which, based on the exposure being hedged, are 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 (i.e. the change in the value of the derivative exceeds the change related to the hedged exposure). 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, 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 or 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 for which the Company has not elected to apply 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 MSR's.

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 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 for which the Company has elected not to apply hedge accounting 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 MSR's, Regions began using various derivative instruments to mitigate the impact of changes in the fair value of residential MSR's 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 21 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 or other liabilities in the consolidated balance sheets, as appropriate. 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.

The Company applies the proportional amortization method in accounting for its qualified affordable housing investments. This method recognizes the amortized cost of the investment as a component of income tax expense.

The deferral method of accounting is used for investments that generate investment tax credits. Under this method, the investment tax credits are recognized as a reduction of the related asset.

Refer to Note 20 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.

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 considered in calculating estimated forfeitures. Estimated forfeitures are adjusted when actual forfeitures differ from estimates, resulting in the recognition of compensation cost only for awards that vest. The effect of a change in estimated forfeitures is recognized through a cumulative catch-up adjustment that is included in compensation cost in the period of the change in estimate. 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, have expired, 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.

See Note 17 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. At 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 percent 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 plans. 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 and mortgage-related fees, including letter of credit fees, servicing fees, and fees related to debit and 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, trust revenues and capital markets fee income 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 16 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:

- 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.

ITEMS MEASURED AT FAIR VALUE ON A RECURRING BASIS

Trading account securities, securities available for sale, certain mortgage loans held for sale, residential MSRs, 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, 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, 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 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 and commercial mortgages held for sale. The residential first mortgage loans held for sale 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. The commercial mortgage loans held for sale are valued based on traded market prices for comparable commercial mortgage-backed securitizations, into which the loans will be placed, adjusted for movements of interest rates and credit spreads, a Level 3 measurement due to the unobservable inputs included in the credit spreads for bonds in commercial mortgage-backed securitizations. Regions has elected to measure certain residential and commercial 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 22).

Residential mortgage servicing rights are valued using an option-adjusted spread valuation approach, a Level 3 measurement. The underlying assumptions and estimated values are corroborated at least quarterly by values received from independent third parties. 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, foreign exchange, and commodity contracts that include forwards, 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 an appropriate index rate. During 2016, Regions began utilizing OIS curves as fair value measurement inputs for the valuation of interest rate and commodity derivatives. 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 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 and risk participations categorized as 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 assets measured at fair value on a non-recurring basis.

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. These non-recurring fair value measurements are typically recorded on the date an updated offered quote, appraisal, or third-party valuation is received.

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.

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 capital 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 scheduled 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 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 earning assets (excluding operating leases): 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 non-binding broker quotes 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 24 for further information regarding the indemnification obligation.

See Note 22 for additional information related to fair value measurements.

RECENT ACCOUNTING PRONOUNCEMENTS AND ACCOUNTING CHANGES

The following table provides a brief description of accounting standards that could have a material impact to Regions' consolidated financial statements upon adoption.

| Standard | Description | Required Date of Adoption | Effect on Regions' financial statements or other significant matters |
|---|---|---|--|
| Standards Adopted (or partially adopted) in 2016 | | | |
| ASU 2015-02, Amendments to Consolidation Analysis | This ASU amends Topic 810, <i>Consolidation</i> , and eliminates the consolidation model created specifically for limited partnerships and creates a single model for evaluating consolidation of legal entities. This ASU may be adopted either retrospectively or on a modified retrospective basis. | January 1, 2016 Early adoption is permitted. | Adopted on a modified-retrospective basis January 1, 2016. No material impact. |
| ASU 2015-03, Simplifying the Presentation of Debt Issuance Costs | This ASU amends Subtopic 835-30, <i>Interest-Imputation of Interest</i> , and requires entities to present debt issuance costs related to a recognized liability as a direct deduction from the carrying amount of the debt liability. This ASU should be adopted retrospectively. | January 1, 2016 Early adoption is permitted. | Adopted January 1, 2016. Because the impact of this guidance was not material to prior periods, retrospective application and the related disclosures were not necessary for Regions. |
| ASU 2015-05, Customer's Accounting for Fees Paid in a Cloud Computing Arrangement | This ASU amends Subtopic 350-40, <i>Intangibles-Goodwill and Other- Internal Use Software</i> , and provides guidance on how customers should evaluate whether such arrangements contain a software license that should be accounted for separately. This ASU may be adopted either retrospectively or prospectively. | January 1, 2016 Early adoption is permitted. | Adopted on a prospective basis January 1, 2016. No material impact. |
| ASU 2015-07, Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent) | This ASU amends Topic 820, <i>Fair Value Measurement</i> , removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient pursuant to previous guidance. This ASU should be adopted retrospectively. | January 1, 2016 Early adoption is permitted. | Adopted January 1, 2016. No material impact. |
| ASU 2015-12, (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, and (Part III) Measurement Date Practical Expedient | This ASU amends Topic 960, <i>Plan Accounting: Defined Benefit Pension Plans</i> , Topic 962, <i>Defined Contribution Pension Plans</i> , and Topic 965, <i>Health and Welfare Benefit Plans</i> . The guidance provides three parts to simplify the process. Part I notes that fully benefit-responsive investment contracts will be measured, presented and disclosed only at contract value, and plans are no longer required to reconcile contract value to fair value. Part II simplifies the disclosure of plan investments. Part III allows a measurement date practical expedient and permits plans to measure investments and investment-related accounts as of a month-end that is closest to the plan's fiscal year-end when the fiscal year-end does not coincide with a month-end. Parts I and II of the ASU should be adopted on a retrospective basis and Part III of the ASU should be adopted prospectively. | January 1, 2016 Early adoption is permitted for any of the three parts individually. | Adopted January 1, 2016. No material impact. |
| ASU 2015-16, Simplifying the Accounting for Measurement-Period Adjustments | This ASU amends Topic 805, <i>Business Combinations</i> , and eliminates the requirement for an acquirer in a business combination to account for measurement-period adjustments retrospectively. Instead acquirers will recognize measurement-period adjustments during the period in which they determine the amounts. This ASU should be adopted prospectively. | January 1, 2016 Early adoption is permitted. | Adopted January 1, 2016. No material impact. |

| Standard | Description | Required Date of Adoption | Effect on Regions' financial statements or other significant matters |
|--|--|--|--|
| Standards Not Yet Adopted | | | |
| <p>ASU 2014-09, Revenue from Contracts with Customers</p> <p>ASU 2015-14, Deferral of the Effective Date</p> <p>ASU 2016-08, Principal versus Agent Considerations</p> <p>ASU 2016-10, Identifying Performance Obligations and Licensing</p> <p>ASU 2016-12, Narrow-Scope Improvements and Practical Expedience</p> <p>ASU 2016-20, Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers</p> | <p>This ASU supersedes the revenue recognition requirements in ASC Topic 605, <i>Revenue Recognition</i>, and most industry-specific guidance throughout the Industry topics of the Codification. The core principle of the ASU is that an entity should 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 or services. The ASU may be adopted either retrospectively or on a modified retrospective basis.</p> | <p>January 1, 2018</p> <p>Early adoption is permitted beginning January 1, 2017.</p> | <p>Regions has established a revenue recognition standard implementation team, led by the Corporate Controller's group with assistance from the various lines of business and finance management to evaluate the potential impact of adopting this guidance. The implementation team has substantially completed the initial scoping and determined that approximately \$1.7 billion of 2016 non-interest income would be within the scope of the new revenue recognition standard, when adopted. Non-interest income streams that are out of scope of the new standard include mortgage income, securities gains (losses), bank-owned life insurance and certain other components within non-interest income. The implementation team has also substantially completed its evaluation of service charges on deposit accounts and has determined that changes in revenue recognition for those contracts are not expected to result in a material impact to Regions upon adoption. The implementation team is currently reviewing contracts related to card and ATM fees, investment management and trust fees, insurance commissions and fees, investment services fees and capital markets fees. The review of the remaining contracts is expected to be completed in early 2017. In addition to potential timing issues for revenue recognition under the new standard, Regions is still evaluating the standard's guidance for assessment of gross versus net reporting of revenues and expenses related to certain arrangements such as card interchange fees. The implementation team is also in process of developing additional quantitative and qualitative disclosures that may be required upon the adoption of the new revenue recognition standard.</p> |
| <p>ASU 2016-01, Recognition and Measurement of Financial Assets and Liabilities</p> | <p>This ASU amends ASC Topic 825, <i>Financial Instruments-Overall</i>, and addresses certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The main provisions require investments in equity securities to be measured at fair value with changes in the fair value recognized through net income (except for those accounted for under the equity method of accounting or those that result in consolidation of the investee) requires public business entities (PBEs) to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes and requires an entity to present separately in other comprehensive income, the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value. Except for disclosure requirements that will be adopted prospectively, the ASU must be adopted on a modified retrospective basis.</p> | <p>January 1, 2018</p> <p>Early adoption permitted beginning January 1, 2016 or 2017 for the amendment related to separate presentation in other comprehensive income.</p> | <p>Regions is evaluating the impact upon adoption; however, the impact is not expected to be material. Regions does not plan to early adopt.</p> |

| Standard | Description | Required Date of Adoption | Effect on Regions' financial statements or other significant matters |
|---|---|---|--|
| Standards Not Yet Adopted (continued) | | | |
| ASU 2016-02, Leases | This ASU creates ASU Topic 842, <i>Leases</i> , and supersedes Topic 840, <i>Leases</i> . The new guidance requires lessees to record a right-of-use asset and a corresponding liability equal to the present value of future rental payments on their balance sheets for all leases with a term greater than one year. There are not significant changes to lessor accounting; however, there were certain improvements made to align lessor accounting with the lessee accounting model and Topic 606, <i>Revenue from Contracts with Customers</i> . This guidance expands both quantitative and qualitative required disclosures. This ASU should be adopted on a modified retrospective basis. | January 1, 2019 Early adoption is permitted. | This ASU supersedes the lease accounting requirements in Topic 840, <i>Leases</i> . Regions has established a leasing standard implementation team comprised of the Corporate Controller's group, Corporate Real Estate and other business and finance management to plan and execute the adoption of the new leasing standard. The implementation team has substantially completed the identification of Regions' leases that will need to be measured and reported as a right-of-use asset and corresponding liability for future rental payments. The implementation team is currently working with a lease administration vendor to set up and test the accounting for the lease contracts on the lease administration system. Based on the December 31, 2016 lease portfolio, Regions has approximately \$761 million of future lease obligations that would be measured and recognized when the new guidance is adopted (refer to Note 24). While this amount represents a large majority of the leases that are within the scope of the new leasing standard, the implementation team will continue reviewing service contracts up through the effective date and may identify additional leases embedded in those arrangements that will be within the scope of the new standard. Between now and January 1, 2019, Regions will likely have changes to the lease portfolio as the Company continues to evaluate and execute branch and occupancy optimization initiatives. In addition to final determination of the lease portfolio at the effective date, the initial measurement of the right-of-use asset and the corresponding liability will be affected by certain key assumptions such as expectations of renewals or extensions and the interest rate to be used to discount the future lease obligations. Up through the date of adoption, the evaluation of the impact of the standard will be adjusted based on new leases that are executed, leases that are terminated prior to the effective date, and any leases with changes to key assumptions or expectations such as renewals and extensions, and discount rates. While there will be some changes to income statement classification, the implementation team does not expect the adoption of the standard to have a material impact to pre-tax income. Regions does not anticipate early adoption of the new standard. |
| ASU 2016-05, Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships | The ASU amends Topic 815, <i>Derivatives and Hedging</i> , and addresses how a change in the counterparty to a derivative contract affects a hedging relationship. The ASU may be adopted either prospectively or on a modified retrospective basis. | January 1, 2017 | Regions believes the adoption of this guidance will not have a material impact. |
| ASU 2016-06, Contingent Put and Call Options in Debt Instruments | The ASU amends Topic 815, <i>Derivatives and Hedging</i> , and clarifies that entities should solely use the four-step decision sequence described in current derivatives accounting guidance. This sequence should be used when assessing whether contingent exercise provisions associated with a put or call option are clearly and closely related to their debt hosts. The ASU should be adopted on a modified retrospective basis. | January 1, 2017 | Regions believes the adoption of this guidance will not have a material impact. |
| ASU 2016-07, Simplifying the Transition to the Equity Method of Accounting | The ASU amends Topic 323, <i>Investments- Equity Method and Joint Ventures</i> , and eliminates the requirement for an investor to retrospectively apply the equity method to investments when its ownership interest (or degree of influence in an investee) increases to a level that triggers the equity method of accounting. This ASU should be adopted prospectively. | January 1, 2017 | Regions believes the adoption of this guidance will not have a material impact. |
| ASU 2016-09, Improvements to Employee Share-Based Payment Accounting | This ASU amends Topic 718, <i>Stock Compensation</i> , and intends to improve and simplify accounting for employee shared-based payments. The amendments update the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statement of cash flows. The transition method of accounting application (i.e. prospective, retrospective or modified retrospective application) differs by amendment and is defined in the guidance. | January 1, 2017 | Regions believes the adoption of this guidance will not have a material impact. |

| Standard | Description | Required Date of Adoption | Effect on Regions' financial statements or other significant matters |
|--|---|---|---|
| Standards Not Yet Adopted (continued) | | | |
| ASU 2016-13, Measurement of Credit Losses on Financial Instruments | <p>This ASU amends Topic 326, <i>Financial Instruments-Credit Losses</i> to replace the current incurred loss accounting model with a current expected credit loss approach (CECL) for financial instruments measured at amortized cost and other commitments to extend credit. The amendments require entities to consider all available relevant information when estimating current expected credit losses, including details about past events, current conditions, and reasonable and supportable forecasts. The resulting allowance for credit losses is to reflect the portion of the amortized cost basis that the entity does not expect to collect. The amendments also eliminate the current accounting model for purchased credit impaired loans and debt securities. Additional quantitative and qualitative disclosures are required upon adoption.</p> <p>While the CECL model does not apply to AFS debt securities, the ASU does require entities to now record an allowance when recognizing credit losses for AFS securities, rather than reduce the amortized cost of the securities by direct write-offs.</p> <p>The ASU should be adopted on a modified retrospective basis. Entities that have loans accounted for under ASC 310-30 at the time of adoption should prospectively apply the guidance in this amendment for purchase credit deteriorated assets.</p> | January 1, 2020 Early adoption permitted beginning January 1, 2019 | Regions has formed a cross-functional implementation team co-led by Finance and Risk Management. The implementation team has developed a high-level project plan and is staying informed about the broader industry's perspective and insights, delivering educational and awareness sessions across the Company, identifying and researching key decision points, and evaluating the financial and operational implications of adoption. |
| ASU 2016-15, Classification of Certain Cash Receipts and Cash Payments | This ASU amends Topic 230, <i>Statement of Cash Flows</i> , and provides clarification with respect to classification within the statement on cash flows where current guidance is unclear or silent. The ASU should be adopted retrospectively. | January 1, 2018 Early adoption is permitted. | Regions is evaluating the impact upon adoption; however, the impact is not expected to be material. Regions does not plan to early adopt. |
| ASU 2016-17, Interest Held through Related Parties That Are Under Common Control | This ASU amends Topic 810, <i>Consolidation</i> , and prescribes that when determining whether a single decision maker is the primary beneficiary of a variable interest entity (VIE), a single decision maker will no longer be required to consider indirect interests held through related parties that are under common control with the single decision maker to be the equivalent of direct interests in their entirety. Entities that have not adopted ASU 2015-02 are required to adopt the amendments in this ASU at the same time they adopt ASC 2015-02 and should apply the same transition method elected for the application of ASU 2015-02. Entities that have already adopted ASU 2015-02 should apply the amendments in this ASU retrospectively to the same periods ASU 2015-02 were initially applied. | January 1, 2017 Early adoption is permitted. | Regions is evaluating the impact upon adoption; however, the impact is not expected to be material. Regions does not plan to early adopt. |
| ASU 2017-01, Clarifying the Definition of a Business | This ASU amends Topic 805, <i>Business Combinations</i> , and provides additional accounting guidance to better determine when a set of assets and activities is a business. The ASU should be adopted prospectively. | January 1, 2018 Early adoption is permitted for certain transactions as described in guidance. | Regions is evaluating the impact upon adoption; however, the impact is not expected to be material. |
| ASU 2017-04, Simplifying the Test for Goodwill Impairment | This ASU amends Topic 350, <i>Intangibles-Goodwill and Other</i> , and eliminates Step 2 from the goodwill impairment test. | January 1, 2020 Early adoption is permitted. | Regions believes the adoption of this guidance will not have a material impact. Regions does not plan to early adopt. |

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. Regions uses the proportional amortization method for these investments. 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. See Note 1 for additional details.

Regions reports its equity share of affordable housing 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.

The Company recognized \$117 million and \$103 million in amortization expense and \$130 million and \$118 million of tax credits related to investments in qualified affordable housing projects utilizing the proportional amortization method during 2016 and 2015, respectively. The Company also recognized \$37 million and \$32 million of other tax benefits related to these investments during 2016 and 2015, respectively.

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

| | 2016 | | 2015 |
|---|---------------|-------|--------|
| | (In millions) | | |
| Proportional amortization method investments included in other assets | \$ | 1,013 | \$ 891 |
| Equity method investments included in other assets | | 21 | 26 |
| Unfunded commitments included in other liabilities | | 301 | 285 |
| Short-term construction loans and letters of credit commitments | | 249 | 266 |
| Funded portion of short-term loans and letters of credit | | 103 | 139 |

During 2016, Regions became a syndicator of affordable housing investments. In these syndication transactions, Regions creates affordable housing funds in which a subsidiary is the general partner or managing member and sells limited partnership interests to third parties. Regions' general partner or managing member interest represents an insignificant interest in the affordable housing fund. Regions generates revenue from the syndication of these funds and also asset management revenue by managing the funds. The affordable housing funds meet the definition of a VIE. The primary benefits are the rights to receive tax credits and other tax benefits, which are transferred to the third party investors. As Regions is not the primary beneficiary and does not have a significant interest, these investments are not consolidated. At December 31, 2016, the value of Regions' general partnership interest in affordable housing investments is immaterial. Affordable housing investments that the Company intends to syndicate but have not yet syndicated as of December 31, 2016 are not VIEs and are accounted for within other assets at the lower of cost or fair value totaling approximately \$8 million.

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. 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 24 for related disclosure.

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

| | Year Ended December 31 | | |
|---|------------------------|-----------|---------|
| | 2016 | 2015 | 2014 |
| (In millions, except per share data) | | | |
| Non-interest income: | | | |
| Insurance proceeds | \$ — | \$ — | \$ 19 |
| Total non-interest income | — | — | 19 |
| Non-interest expense: | | | |
| Professional and legal expenses | (9) | 21 | (3) |
| Other | 1 | 1 | 1 |
| Total non-interest expense | (8) | 22 | (2) |
| Income (loss) from discontinued operations before income taxes | 8 | (22) | 21 |
| Income tax expense (benefit) | 3 | (9) | 8 |
| Income (loss) from discontinued operations, net of tax | \$ 5 | \$ (13) | \$ 13 |
| Earnings (loss) per common share from discontinued operations: | | | |
| Basic | \$ 0.00 | \$ (0.01) | \$ 0.01 |
| Diluted | \$ 0.00 | \$ (0.01) | \$ 0.01 |

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, 2016 | | | | | | |
|--|-------------------|----------------------------------|-------------------------------|-------------------|------------------------------|-------------------------------|----------------------------|
| | Amortized Cost | Recognized in OCI ⁽¹⁾ | | Carrying Value | Not recognized in OCI | | Estimated Fair Value |
| | | Gross Unrealized Gains | Gross Unrealized Losses | | Gross Unrealized Gains | Gross Unrealized Losses | |
| (In millions) | | | | | | | |
| Securities held to maturity: | | | | | | | |
| Mortgage-backed securities: | | | | | | | |
| Residential agency | \$ 1,249 | \$ — | \$ (49) | \$ 1,200 | \$ 12 | \$ (3) | \$ 1,209 |
| Commercial agency | 167 | — | (5) | 162 | — | (2) | 160 |
| | <u>\$ 1,416</u> | <u>\$ —</u> | <u>\$ (54)</u> | <u>\$ 1,362</u> | <u>\$ 12</u> | <u>\$ (5)</u> | <u>\$ 1,369</u> |
| Securities available for sale: | | | | | | | |
| U.S. Treasury securities | \$ 303 | \$ 1 | \$ (1) | \$ 303 | | | \$ 303 |
| Federal agency securities | 35 | — | — | 35 | | | 35 |
| Obligations of states and political subdivisions | 1 | — | — | 1 | | | 1 |
| Mortgage-backed securities: | | | | | | | |
| Residential agency | 17,531 | 95 | (255) | 17,371 | | | 17,371 |
| Residential non-agency | 4 | — | — | 4 | | | 4 |
| Commercial agency | 3,486 | 9 | (32) | 3,463 | | | 3,463 |
| Commercial non-agency | 1,124 | 8 | (3) | 1,129 | | | 1,129 |
| Corporate and other debt securities | 1,272 | 19 | (17) | 1,274 | | | 1,274 |
| Equity securities | 194 | 7 | — | 201 | | | 201 |
| | <u>\$ 23,950</u> | <u>\$ 139</u> | <u>\$ (308)</u> | <u>\$ 23,781</u> | | | <u>\$ 23,781</u> |

December 31, 2015

| | Recognized in OCI ⁽¹⁾ | | | Not recognized in OCI | | Estimated Fair Value |
|--|----------------------------------|------------------------|-------------------------|-----------------------|------------------------|----------------------|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Carrying Value | Gross Unrealized Gains | |
| (In millions) | | | | | | |
| Securities held to maturity: | | | | | | |
| U.S. Treasury securities | \$ 1 | \$ — | \$ — | \$ 1 | \$ — | \$ — |
| Federal agency securities | 350 | — | (10) | 340 | 9 | — |
| Mortgage-backed securities: | | | | | | |
| Residential agency | 1,490 | — | (61) | 1,429 | 18 | (2) |
| Commercial agency | 181 | — | (5) | 176 | — | (2) |
| | <u>\$ 2,022</u> | <u>\$ —</u> | <u>\$ (76)</u> | <u>\$ 1,946</u> | <u>\$ 27</u> | <u>\$ (4)</u> |
| Securities available for sale: | | | | | | |
| U.S. Treasury securities | \$ 228 | \$ 1 | \$ (1) | \$ 228 | | \$ 228 |
| Federal agency securities | 219 | — | (1) | 218 | | 218 |
| Obligations of states and political subdivisions | 1 | — | — | 1 | | 1 |
| Mortgage-backed securities: | | | | | | |
| Residential agency | 16,003 | 149 | (90) | 16,062 | | 16,062 |
| Residential non-agency | 5 | — | — | 5 | | 5 |
| Commercial agency | 3,033 | 10 | (25) | 3,018 | | 3,018 |
| Commercial non-agency | 1,245 | 3 | (17) | 1,231 | | 1,231 |
| Corporate and other debt securities | 1,718 | 12 | (63) | 1,667 | | 1,667 |
| Equity securities | 272 | 10 | (2) | 280 | | 280 |
| | <u>\$ 22,724</u> | <u>\$ 185</u> | <u>\$ (199)</u> | <u>\$ 22,710</u> | | <u>\$ 22,710</u> |

(1) The gross unrealized losses recognized in 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.

Securities with carrying values of \$11.6 billion and \$11.9 billion at December 31, 2016 and 2015, respectively, were pledged to secure public funds trading positions, trust deposits and certain borrowing arrangements. Included within total pledged securities is approximately \$50 million of encumbered U.S. Treasury securities at both December 31, 2016 and 2015.

The amortized cost and estimated fair value of securities held to maturity and securities available for sale at December 31, 2016, 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 | Estimated Fair Value |
|--|-------------------|-------------------------|
| (In millions) | | |
| Securities held to maturity: | | |
| Mortgage-backed securities: | | |
| Residential agency | \$ 1,249 | \$ 1,209 |
| Commercial agency | 167 | 160 |
| | <u>\$ 1,416</u> | <u>\$ 1,369</u> |
| Securities available for sale: | | |
| Due in one year or less | \$ 74 | \$ 74 |
| Due after one year through five years | 581 | 586 |
| Due after five years through ten years | 719 | 720 |
| Due after ten years | 237 | 233 |
| Mortgage-backed securities: | | |
| Residential agency | 17,531 | 17,371 |
| Residential non-agency | 4 | 4 |
| Commercial agency | 3,486 | 3,463 |
| Commercial non-agency | 1,124 | 1,129 |
| Equity securities | 194 | 201 |
| | <u>\$ 23,950</u> | <u>\$ 23,781</u> |

The following tables present gross unrealized losses and the related estimated fair value of securities held to maturity and securities available for sale at December 31, 2016 and 2015. 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 for twelve months or more.

| | December 31, 2016 | | | | | |
|---------------------------------------|----------------------------|-------------------------------|----------------------------|-------------------------------|----------------------------|-------------------------------|
| | 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: | | | | | | |
| Mortgage-backed securities: | | | | | | |
| Residential agency | \$ 850 | \$ (26) | \$ 359 | \$ (14) | \$ 1,209 | \$ (40) |
| Commercial agency | — | — | 160 | (7) | 160 | (7) |
| | <u>\$ 850</u> | <u>\$ (26)</u> | <u>\$ 519</u> | <u>\$ (21)</u> | <u>\$ 1,369</u> | <u>\$ (47)</u> |
| Securities available for sale: | | | | | | |
| U.S. Treasury securities | \$ 112 | \$ (1) | \$ 18 | \$ — | \$ 130 | \$ (1) |
| Mortgage-backed securities: | | | | | | |
| Residential agency | 12,071 | (245) | 570 | (10) | 12,641 | (255) |
| Commercial agency | 2,199 | (31) | 45 | (1) | 2,244 | (32) |
| Commercial non-agency | 402 | (2) | 176 | (1) | 578 | (3) |
| All other securities | 382 | (6) | 218 | (11) | 600 | (17) |
| | <u>\$ 15,166</u> | <u>\$ (285)</u> | <u>\$ 1,027</u> | <u>\$ (23)</u> | <u>\$ 16,193</u> | <u>\$ (308)</u> |

December 31, 2015

| | 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 | \$ 198 | \$ (1) | \$ — | \$ — | \$ 198 | \$ (1) |
| Mortgage-backed securities: | | | | | | |
| Residential agency | 322 | (7) | 1,121 | (38) | 1,443 | (45) |
| Commercial agency | — | — | 174 | (7) | 174 | (7) |
| | <u>\$ 520</u> | <u>\$ (8)</u> | <u>\$ 1,295</u> | <u>\$ (45)</u> | <u>\$ 1,815</u> | <u>\$ (53)</u> |
| Securities available for sale: | | | | | | |
| U.S. Treasury securities | \$ 59 | \$ (1) | \$ 8 | \$ — | \$ 67 | \$ (1) |
| Federal agency securities | 74 | — | 7 | — | 81 | — |
| Mortgage-backed securities: | | | | | | |
| Residential agency | 8,037 | (73) | 791 | (17) | 8,828 | (90) |
| Residential non-agency | 3 | — | — | — | 3 | — |
| Commercial agency | 1,695 | (20) | 273 | (5) | 1,968 | (25) |
| Commercial non-agency | 684 | (12) | 264 | (6) | 948 | (18) |
| All other securities | 805 | (36) | 307 | (29) | 1,112 | (65) |
| | <u>\$ 11,357</u> | <u>\$ (142)</u> | <u>\$ 1,650</u> | <u>\$ (57)</u> | <u>\$ 13,007</u> | <u>\$ (199)</u> |

The number of individual securities in an unrealized loss position in the tables above increased from 1,081 at December 31, 2015 to 1,613 at December 31, 2016. The increase in the number of securities and the total amount of unrealized losses was primarily due to changes in market interest rates. In instances where an unrealized loss existed, there was no indication of an adverse change in credit on the underlying positions in the tables above. As it relates to these positions, management believes no individual unrealized loss, other than those discussed below, 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 positions before the recovery of their amortized cost basis, which may be at maturity.

As part of the Company's normal process for evaluating other-than-temporary impairments, management did identify a limited number of positions where an other-than-temporary impairment was believed to exist during 2016. Such impairments were related to available-for-sale securities with current market values below the highest traded price in the last six months, and debt securities for which the decision to sell was made. Total impairments in 2016 were \$2 million, and have been reflected as a reduction of net securities gains on the consolidated statements of income.

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.

| | 2016 | 2015 | 2014 |
|-----------------------|---------------|--------------|--------------|
| | (In millions) | | |
| Gross realized gains | \$ 36 | \$ 44 | \$ 38 |
| Gross realized losses | (28) | (8) | (8) |
| OTTI | (2) | (7) | (3) |
| Securities gains, net | <u>\$ 6</u> | <u>\$ 29</u> | <u>\$ 27</u> |

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:

| | 2016 | 2015 |
|--|---------------|-----------|
| | (In millions) | |
| Commercial and industrial | \$ 35,012 | \$ 35,821 |
| Commercial real estate mortgage—owner-occupied | 6,867 | 7,538 |
| Commercial real estate construction—owner-occupied | 334 | 423 |
| Total commercial | 42,213 | 43,782 |
| Commercial investor real estate mortgage | 4,087 | 4,255 |
| Commercial investor real estate construction | 2,387 | 2,692 |
| Total investor real estate | 6,474 | 6,947 |
| Residential first mortgage | 13,440 | 12,811 |
| Home equity | 10,687 | 10,978 |
| Indirect—vehicles | 4,040 | 3,984 |
| Indirect—other consumer | 920 | 545 |
| Consumer credit card | 1,196 | 1,075 |
| Other consumer | 1,125 | 1,040 |
| Total consumer | 31,408 | 30,433 |
| Total loans, net of unearned income ⁽¹⁾ | \$ 80,095 | \$ 81,162 |

(1) Loans are presented net of unearned income, unamortized discounts and premiums and net deferred loan costs of \$141 million and \$317 million at December 31, 2016 and 2015, respectively.

During 2016 and 2015, Regions purchased approximately \$985 million and \$1.1 billion, respectively, in indirect-vehicles and indirect-other consumer 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:

| | 2016 | 2015 |
|---|---------------|--------|
| | (In millions) | |
| Rentals receivable | \$ 303 | \$ 326 |
| Estimated residuals on leveraged leases | 203 | 240 |
| Unearned income on leveraged leases | 184 | 248 |

| | 2016 | 2015 | 2014 |
|--|---------------|-------|-------|
| | (In millions) | | |
| Pre-tax income from leveraged leases | \$ 28 | \$ 34 | \$ 38 |
| Income tax expense on income from leveraged leases | 31 | 33 | 33 |

The income above does not include leveraged lease termination gains of \$8 million, \$8 million and \$10 million with related income tax expense of \$11 million, less than \$1 million and \$10 million for the years ended December 31, 2016, 2015 and 2014, respectively.

At December 31, 2016, \$19.8 billion in securities and net eligible loans held by Regions were pledged to secure current and potential borrowings from the FHLB. At December 31, 2016, an additional \$22.3 billion in net eligible loans held by Regions were pledged to the Federal Reserve Bank for potential borrowings.

NOTE 6. ALLOWANCE FOR CREDIT LOSSES

Regions determines the appropriate level of the allowance on 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 by portfolio segment for the years ended December 31, 2016, 2015 and 2014. 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 commercial and investor real estate loans and all 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.

| | 2016 | | | |
|--|----------------------|-----------------------------|------------------|------------------|
| | Commercial | Investor Real Estate | Consumer | Total |
| | (In millions) | | | |
| Allowance for loan losses, January 1, 2016 | \$ 758 | \$ 97 | \$ 251 | \$ 1,106 |
| Provision (credit) for loan losses | 95 | (23) | 190 | 262 |
| Loan losses: | | | | |
| Charge-offs | (143) | (2) | (253) | (398) |
| Recoveries | 43 | 13 | 65 | 121 |
| Net loan losses | (100) | 11 | (188) | (277) |
| Allowance for loan losses, December 31, 2016 | 753 | 85 | 253 | 1,091 |
| Reserve for unfunded credit commitments, January 1, 2016 | 47 | 5 | — | 52 |
| Provision (credit) for unfunded credit losses | 17 | — | — | 17 |
| Reserve for unfunded credit commitments, December 31, 2016 | 64 | 5 | — | 69 |
| Allowance for credit losses, December 31, 2016 | <u>\$ 817</u> | <u>\$ 90</u> | <u>\$ 253</u> | <u>\$ 1,160</u> |
| Portion of ending allowance for loan losses: | | | | |
| Individually evaluated for impairment | \$ 231 | \$ 13 | \$ 60 | \$ 304 |
| Collectively evaluated for impairment | 522 | 72 | 193 | 787 |
| Total allowance for loan losses | <u>\$ 753</u> | <u>\$ 85</u> | <u>\$ 253</u> | <u>\$ 1,091</u> |
| Portion of loan portfolio ending balance: | | | | |
| Individually evaluated for impairment | \$ 1,069 | \$ 107 | \$ 770 | \$ 1,946 |
| Collectively evaluated for impairment | 41,144 | 6,367 | 30,638 | 78,149 |
| Total loans evaluated for impairment | <u>\$ 42,213</u> | <u>\$ 6,474</u> | <u>\$ 31,408</u> | <u>\$ 80,095</u> |

| 2015 | | | | |
|--|------------|----------------------|-----------|-----------|
| | Commercial | Investor Real Estate | Consumer | Total |
| (In millions) | | | | |
| Allowance for loan losses, January 1, 2015 | \$ 654 | \$ 150 | \$ 299 | \$ 1,103 |
| Provision (credit) for loan losses | 191 | (65) | 115 | 241 |
| Loan losses: | | | | |
| Charge-offs | (154) | (15) | (234) | (403) |
| Recoveries | 67 | 27 | 71 | 165 |
| Net loan losses | (87) | 12 | (163) | (238) |
| Allowance for loan losses, December 31, 2015 | 758 | 97 | 251 | 1,106 |
| Reserve for unfunded credit commitments, January 1, 2015 | 57 | 8 | — | 65 |
| Provision (credit) for unfunded credit losses | (10) | (3) | — | (13) |
| Reserve for unfunded credit commitments, December 31, 2015 | 47 | 5 | — | 52 |
| Allowance for credit losses, December 31, 2015 | \$ 805 | \$ 102 | \$ 251 | \$ 1,158 |
| Portion of ending allowance for loan losses: | | | | |
| Individually evaluated for impairment | \$ 189 | \$ 26 | \$ 68 | \$ 283 |
| Collectively evaluated for impairment | 569 | 71 | 183 | 823 |
| Total allowance for loan losses | \$ 758 | \$ 97 | \$ 251 | \$ 1,106 |
| Portion of loan portfolio ending balance: | | | | |
| Individually evaluated for impairment | \$ 743 | \$ 191 | \$ 835 | \$ 1,769 |
| Collectively evaluated for impairment | 43,039 | 6,756 | 29,598 | 79,393 |
| Total loans evaluated for impairment | \$ 43,782 | \$ 6,947 | \$ 30,433 | \$ 81,162 |

| 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 |

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 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. 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, and the sensitivity to market fluctuations in commodity prices.

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 consists 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 the valuation of real estate.

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

CREDIT QUALITY INDICATORS

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.

- *Pass*—includes obligations where the probability of default is considered low;
- *Special Mention*—includes obligations that have potential weakness that 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 that may, in the future, have an adverse effect on debt service ability;
- *Substandard Accrual*—includes obligations that exhibit a well-defined weakness that 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;
- *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.

The following tables present credit quality indicators for the loan portfolio segments and classes, excluding loans held for sale, as of December 31, 2016 and 2015.

| | 2016 | | | | |
|--|---------------|-----------------|------------------------|-------------|-----------|
| | Pass | Special Mention | Substandard Accrual | Non-accrual | Total |
| | (In millions) | | | | |
| Commercial and industrial | \$ 32,619 | \$ 658 | \$ 1,112 | \$ 623 | \$ 35,012 |
| Commercial real estate mortgage—owner-occupied | 6,190 | 221 | 246 | 210 | 6,867 |
| Commercial real estate construction—owner-occupied | 308 | 8 | 15 | 3 | 334 |
| Total commercial | \$ 39,117 | \$ 887 | \$ 1,373 | \$ 836 | \$ 42,213 |
| Commercial investor real estate mortgage | \$ 3,766 | \$ 190 | \$ 114 | \$ 17 | \$ 4,087 |
| Commercial investor real estate construction | 2,192 | 129 | 66 | — | 2,387 |
| Total investor real estate | \$ 5,958 | \$ 319 | \$ 180 | \$ 17 | \$ 6,474 |
| | | | Accrual | Non-accrual | Total |
| | | | (In millions) | | |
| Residential first mortgage | | | \$ 13,390 | \$ 50 | \$ 13,440 |
| Home equity | | | 10,595 | 92 | 10,687 |
| Indirect—vehicles | | | 4,040 | — | 4,040 |
| Indirect—other consumer | | | 920 | — | 920 |
| Consumer credit card | | | 1,196 | — | 1,196 |
| Other consumer | | | 1,125 | — | 1,125 |
| Total consumer | | | \$ 31,266 | \$ 142 | \$ 31,408 |
| | | | | | \$ 80,095 |

| | 2015 | | | | |
|--|---------------|-----------------|------------------------|-------------|-----------|
| | Pass | Special Mention | Substandard Accrual | Non-accrual | Total |
| | (In millions) | | | | |
| Commercial and industrial | \$ 33,639 | \$ 963 | \$ 894 | \$ 325 | \$ 35,821 |
| Commercial real estate mortgage—owner-occupied | 6,750 | 306 | 214 | 268 | 7,538 |
| Commercial real estate construction—owner-occupied | 385 | 21 | 15 | 2 | 423 |
| Total commercial | \$ 40,774 | \$ 1,290 | \$ 1,123 | \$ 595 | \$ 43,782 |
| Commercial investor real estate mortgage | \$ 3,926 | \$ 140 | \$ 158 | \$ 31 | \$ 4,255 |
| Commercial investor real estate construction | 2,658 | 4 | 30 | — | 2,692 |
| Total investor real estate | \$ 6,584 | \$ 144 | \$ 188 | \$ 31 | \$ 6,947 |
| | | | Accrual | Non-accrual | Total |
| | | | (In millions) | | |
| Residential first mortgage | | | \$ 12,748 | \$ 63 | \$ 12,811 |
| Home equity | | | 10,885 | 93 | 10,978 |
| Indirect—vehicles | | | 3,984 | — | 3,984 |
| Indirect—other consumer | | | 545 | — | 545 |
| Consumer credit card | | | 1,075 | — | 1,075 |
| Other consumer | | | 1,040 | — | 1,040 |
| Total consumer | | | \$ 30,277 | \$ 156 | \$ 30,433 |
| | | | | | \$ 81,162 |

AGING ANALYSIS

The following tables include an aging analysis of DPD for each portfolio segment and class as of December 31, 2016 and 2015:

| | 2016 | | | | | | | |
|--|---------------|---------------|---------------|---------------|------------------|------------------|------------------|-------|
| | Accrual Loans | | | | Total 30+ DPD | Total Accrual | Non-accrual | Total |
| | 30-59 DPD | 60-89 DPD | 90+ DPD | | | | | |
| | (In millions) | | | | | | | |
| Commercial and industrial | \$ 59 | \$ 11 | \$ 6 | \$ 76 | \$ 34,389 | \$ 623 | \$ 35,012 | |
| Commercial real estate mortgage—owner-occupied | 29 | 7 | 2 | 38 | 6,657 | 210 | 6,867 | |
| Commercial real estate construction—owner-occupied | 1 | — | — | 1 | 331 | 3 | 334 | |
| Total commercial | 89 | 18 | 8 | 115 | 41,377 | 836 | 42,213 | |
| Commercial investor real estate mortgage | 6 | 8 | — | 14 | 4,070 | 17 | 4,087 | |
| Commercial investor real estate construction | — | — | — | — | 2,387 | — | 2,387 | |
| Total investor real estate | 6 | 8 | — | 14 | 6,457 | 17 | 6,474 | |
| Residential first mortgage | 99 | 63 | 212 | 374 | 13,390 | 50 | 13,440 | |
| Home equity | 60 | 22 | 33 | 115 | 10,595 | 92 | 10,687 | |
| Indirect—vehicles | 56 | 14 | 10 | 80 | 4,040 | — | 4,040 | |
| Indirect—other consumer | 5 | 3 | — | 8 | 920 | — | 920 | |
| Consumer credit card | 9 | 7 | 15 | 31 | 1,196 | — | 1,196 | |
| Other consumer | 13 | 5 | 5 | 23 | 1,125 | — | 1,125 | |
| Total consumer | 242 | 114 | 275 | 631 | 31,266 | 142 | 31,408 | |
| | <u>\$ 337</u> | <u>\$ 140</u> | <u>\$ 283</u> | <u>\$ 760</u> | <u>\$ 79,100</u> | <u>\$ 995</u> | <u>\$ 80,095</u> | |

| | 2015 | | | | | | | |
|--|---------------|---------------|---------------|---------------|------------------|------------------|------------------|-------|
| | Accrual Loans | | | | Total 30+ DPD | Total Accrual | Non-accrual | Total |
| | 30-59 DPD | 60-89 DPD | 90+ DPD | | | | | |
| | (In millions) | | | | | | | |
| Commercial and industrial | \$ 11 | \$ 6 | \$ 9 | \$ 26 | \$ 35,496 | \$ 325 | \$ 35,821 | |
| Commercial real estate mortgage—owner-occupied | 24 | 7 | 3 | 34 | 7,270 | 268 | 7,538 | |
| Commercial real estate construction—owner-occupied | — | 1 | — | 1 | 421 | 2 | 423 | |
| Total commercial | 35 | 14 | 12 | 61 | 43,187 | 595 | 43,782 | |
| Commercial investor real estate mortgage | 14 | 13 | 4 | 31 | 4,224 | 31 | 4,255 | |
| Commercial investor real estate construction | 2 | — | — | 2 | 2,692 | — | 2,692 | |
| Total investor real estate | 16 | 13 | 4 | 33 | 6,916 | 31 | 6,947 | |
| Residential first mortgage | 88 | 60 | 220 | 368 | 12,748 | 63 | 12,811 | |
| Home equity | 58 | 26 | 59 | 143 | 10,885 | 93 | 10,978 | |
| Indirect—vehicles | 49 | 14 | 9 | 72 | 3,984 | — | 3,984 | |
| Indirect—other consumer | 2 | 1 | — | 3 | 545 | — | 545 | |
| Consumer credit card | 7 | 5 | 12 | 24 | 1,075 | — | 1,075 | |
| Other consumer | 11 | 4 | 4 | 19 | 1,040 | — | 1,040 | |
| Total consumer | 215 | 110 | 304 | 629 | 30,277 | 156 | 30,433 | |
| | <u>\$ 266</u> | <u>\$ 137</u> | <u>\$ 320</u> | <u>\$ 723</u> | <u>\$ 80,380</u> | <u>\$ 782</u> | <u>\$ 81,162</u> | |

IMPAIRED LOANS

The following tables present details related to the Company's impaired loans as of December 31, 2016 and 2015. 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 2016 | | | | | | | |
|--|---|---|--|--|---|-----------------------------------|---------------------------|
| | Unpaid Principal Balance ⁽¹⁾ | Charge-offs and Payments Applied ⁽²⁾ | Book Value ⁽³⁾ | | | Related Allowance for Loan Losses | Coverage % ⁽⁴⁾ |
| | | | Total Impaired Loans on Non-accrual Status | Impaired Loans on Non-accrual Status with No Related Allowance | Impaired Loans on Non-accrual Status with Related Allowance | | |
| (Dollars in millions) | | | | | | | |
| Commercial and industrial | \$ 685 | \$ 72 | \$ 613 | \$ 126 | \$ 487 | \$ 138 | 30.7% |
| Commercial real estate mortgage—owner-occupied | 231 | 21 | 210 | 39 | 171 | 53 | 32.0 |
| Commercial real estate construction—owner-occupied | 4 | 1 | 3 | — | 3 | 2 | 75.0 |
| Total commercial | 920 | 94 | 826 | 165 | 661 | 193 | 31.2 |
| Commercial investor real estate mortgage | 18 | 1 | 17 | 5 | 12 | 5 | 33.3 |
| Total investor real estate | 18 | 1 | 17 | 5 | 12 | 5 | 33.3 |
| Residential first mortgage | 41 | 12 | 29 | — | 29 | 4 | 39.0 |
| Home equity | 12 | 1 | 11 | — | 11 | — | 8.3 |
| Total consumer | 53 | 13 | 40 | — | 40 | 4 | 32.1 |
| | <u>\$ 991</u> | <u>\$ 108</u> | <u>\$ 883</u> | <u>\$ 170</u> | <u>\$ 713</u> | <u>\$ 202</u> | <u>31.3%</u> |

| Accruing Impaired Loans 2016 | | | | | |
|--|---|---|---------------------------|-----------------------------------|---------------------------|
| | Unpaid Principal Balance ⁽¹⁾ | Charge-offs and Payments Applied ⁽²⁾ | Book Value ⁽³⁾ | | Coverage % ⁽⁴⁾ |
| | | | Book Value ⁽³⁾ | Related Allowance for Loan Losses | |
| (Dollars in millions) | | | | | |
| Commercial and industrial | \$ 187 | \$ 1 | \$ 186 | \$ 33 | 18.2% |
| Commercial real estate mortgage—owner-occupied | 60 | 4 | 56 | 5 | 15.0 |
| Commercial real estate construction—owner-occupied | 1 | — | 1 | — | — |
| Total commercial | 248 | 5 | 243 | 38 | 17.3 |
| Commercial investor real estate mortgage | 82 | 8 | 74 | 7 | 18.3 |
| Commercial investor real estate construction | 16 | — | 16 | 1 | 6.3 |
| Total investor real estate | 98 | 8 | 90 | 8 | 16.3 |
| Residential first mortgage | 435 | 10 | 425 | 51 | 14.0 |
| Home equity | 292 | — | 292 | 5 | 1.7 |
| Indirect—vehicles | 1 | — | 1 | — | — |
| Consumer credit card | 2 | — | 2 | — | — |
| Other consumer | 10 | — | 10 | — | — |
| Total consumer | 740 | 10 | 730 | 56 | 8.9 |
| | <u>\$ 1,086</u> | <u>\$ 23</u> | <u>\$ 1,063</u> | <u>\$ 102</u> | <u>11.5%</u> |

Total Impaired Loans 2016

| | Unpaid Principal Balance ⁽¹⁾ | Charge-offs and Payments Applied ⁽²⁾ | Book Value ⁽³⁾ | | | Related Allowance for Loan Losses | Coverage % ⁽⁴⁾ |
|--|---|---|---------------------------|--|---------------------------------------|-----------------------------------|---------------------------|
| | | | Total Impaired Loans | Impaired Loans with No Related Allowance | Impaired Loans with Related Allowance | | |
| (Dollars in millions) | | | | | | | |
| Commercial and industrial | \$ 872 | \$ 73 | \$ 799 | \$ 126 | \$ 673 | \$ 171 | 28.0% |
| Commercial real estate mortgage—owner-occupied | 291 | 25 | 266 | 39 | 227 | 58 | 28.5 |
| Commercial real estate construction—owner-occupied | 5 | 1 | 4 | — | 4 | 2 | 60.0 |
| Total commercial | 1,168 | 99 | 1,069 | 165 | 904 | 231 | 28.3 |
| Commercial investor real estate mortgage | 100 | 9 | 91 | 5 | 86 | 12 | 21.0 |
| Commercial investor real estate construction | 16 | — | 16 | — | 16 | 1 | 6.3 |
| Total investor real estate | 116 | 9 | 107 | 5 | 102 | 13 | 19.0 |
| Residential first mortgage | 476 | 22 | 454 | — | 454 | 55 | 16.2 |
| Home equity | 304 | 1 | 303 | — | 303 | 5 | 2.0 |
| Indirect—vehicles | 1 | — | 1 | — | 1 | — | — |
| Consumer credit card | 2 | — | 2 | — | 2 | — | — |
| Other consumer | 10 | — | 10 | — | 10 | — | — |
| Total consumer | 793 | 23 | 770 | — | 770 | 60 | 10.5 |
| | \$ 2,077 | \$ 131 | \$ 1,946 | \$ 170 | \$ 1,776 | \$ 304 | 20.9% |

Non-accrual Impaired Loans 2015

| | Unpaid Principal Balance ⁽¹⁾ | Charge-offs and Payments Applied ⁽²⁾ | Book Value ⁽³⁾ | | | Related Allowance for Loan Losses | Coverage % ⁽⁴⁾ |
|--|---|---|--|--|---|-----------------------------------|---------------------------|
| | | | Total Impaired Loans on Non-accrual Status | Impaired Loans on Non-accrual Status with No Related Allowance | Impaired Loans on Non-accrual Status with Related Allowance | | |
| (Dollars in millions) | | | | | | | |
| Commercial and industrial | \$ 363 | \$ 41 | \$ 322 | \$ 26 | \$ 296 | \$ 98 | 38.3% |
| Commercial real estate mortgage—owner-occupied | 286 | 18 | 268 | 36 | 232 | 69 | 30.4 |
| Commercial real estate construction—owner-occupied | 2 | — | 2 | — | 2 | 1 | 50.0 |
| Total commercial | 651 | 59 | 592 | 62 | 530 | 168 | 34.9 |
| Commercial investor real estate mortgage | 36 | 5 | 31 | 13 | 18 | 8 | 36.1 |
| Total investor real estate | 36 | 5 | 31 | 13 | 18 | 8 | 36.1 |
| Residential first mortgage | 51 | 16 | 35 | — | 35 | 4 | 39.2 |
| Home equity | 14 | 1 | 13 | — | 13 | — | 7.1 |
| Total consumer | 65 | 17 | 48 | — | 48 | 4 | 32.3 |
| | \$ 752 | \$ 81 | \$ 671 | \$ 75 | \$ 596 | \$ 180 | 34.7% |

Accruing Impaired Loans 2015

| | Unpaid Principal Balance ⁽¹⁾ | Charge-offs and Payments Applied ⁽²⁾ | Book Value ⁽³⁾ | | Related Allowance for Loan Losses | Coverage % ⁽⁴⁾ |
|--|---|---|---------------------------|--------|-----------------------------------|---------------------------|
| | | | | | | |
| (Dollars in millions) | | | | | | |
| Commercial and industrial | \$ 68 | \$ 1 | \$ 67 | \$ 13 | | 20.6% |
| Commercial real estate mortgage—owner-occupied | 89 | 6 | 83 | 8 | | 15.7 |
| Commercial real estate construction—owner-occupied | 1 | — | 1 | — | | — |
| Total commercial | 158 | 7 | 151 | 21 | | 17.7 |
| Commercial investor real estate mortgage | 141 | 8 | 133 | 13 | | 14.9 |
| Commercial investor real estate construction | 27 | — | 27 | 5 | | 18.5 |
| Total investor real estate | 168 | 8 | 160 | 18 | | 15.5 |
| Residential first mortgage | 457 | 13 | 444 | 57 | | 15.3 |
| Home equity | 328 | — | 328 | 7 | | 2.1 |
| Indirect—vehicles | 1 | — | 1 | — | | — |
| Consumer credit card | 2 | — | 2 | — | | — |
| Other consumer | 12 | — | 12 | — | | — |
| Total consumer | 800 | 13 | 787 | 64 | | 9.6 |
| | \$ 1,126 | \$ 28 | \$ 1,098 | \$ 103 | | 11.6% |

Total Impaired Loans 2015

| | Unpaid Principal Balance ⁽¹⁾ | Charge-offs and Payments Applied ⁽²⁾ | Book Value ⁽³⁾ | | | Related Allowance for Loan Losses | Coverage % ⁽⁴⁾ |
|--|---|---|---------------------------|--|---------------------------------------|-----------------------------------|---------------------------|
| | | | Total Impaired Loans | Impaired Loans with No Related Allowance | Impaired Loans with Related Allowance | | |
| (Dollars in millions) | | | | | | | |
| Commercial and industrial | \$ 431 | \$ 42 | \$ 389 | \$ 26 | \$ 363 | \$ 111 | 35.5% |
| Commercial real estate mortgage—owner-occupied | 375 | 24 | 351 | 36 | 315 | 77 | 26.9 |
| Commercial real estate construction—owner-occupied | 3 | — | 3 | — | 3 | 1 | 33.3 |
| Total commercial | 809 | 66 | 743 | 62 | 681 | 189 | 31.5 |
| Commercial investor real estate mortgage | 177 | 13 | 164 | 13 | 151 | 21 | 19.2 |
| Commercial investor real estate construction | 27 | — | 27 | — | 27 | 5 | 18.5 |
| Total investor real estate | 204 | 13 | 191 | 13 | 178 | 26 | 19.1 |
| Residential first mortgage | 508 | 29 | 479 | — | 479 | 61 | 17.7 |
| Home equity | 342 | 1 | 341 | — | 341 | 7 | 2.3 |
| Indirect—vehicles | 1 | — | 1 | — | 1 | — | — |
| Consumer credit card | 2 | — | 2 | — | 2 | — | — |
| Other consumer | 12 | — | 12 | — | 12 | — | — |
| Total consumer | 865 | 30 | 835 | — | 835 | 68 | 11.3 |
| | \$ 1,878 | \$ 109 | \$ 1,769 | \$ 75 | \$ 1,694 | \$ 283 | 20.9% |

- (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, 2016, 2015 and 2014. Interest income recognized represents interest on accruing loans modified in a TDR.

| | 2016 | | 2015 | | 2014 | |
|--|-----------------|----------------------------|-----------------|----------------------------|-----------------|----------------------------|
| | Average Balance | Interest Income Recognized | Average Balance | Interest Income Recognized | Average Balance | Interest Income Recognized |
| | (In millions) | | | | | |
| Commercial and industrial | \$ 714 | \$ 6 | \$ 386 | \$ 4 | \$ 365 | \$ 9 |
| Commercial real estate mortgage—owner-occupied | 304 | 5 | 345 | 9 | 473 | 12 |
| Commercial real estate construction—owner-occupied | 3 | — | 3 | — | 32 | 1 |
| Total commercial | 1,021 | 11 | 734 | 13 | 870 | 22 |
| Commercial investor real estate mortgage | 120 | 8 | 242 | 11 | 498 | 21 |
| Commercial investor real estate construction | 30 | 1 | 24 | 1 | 61 | 3 |
| Total investor real estate | 150 | 9 | 266 | 12 | 559 | 24 |
| Residential first mortgage | 469 | 15 | 477 | 15 | 457 | 14 |
| Home equity | 322 | 16 | 354 | 18 | 380 | 20 |
| Indirect—vehicles | 1 | — | 1 | — | 1 | — |
| Consumer credit card | 2 | — | 2 | — | 2 | — |
| Other consumer | 11 | 1 | 14 | 1 | 20 | 1 |
| Total consumer | 805 | 32 | 848 | 34 | 860 | 35 |
| Total impaired loans | \$ 1,976 | \$ 52 | \$ 1,848 | \$ 59 | \$ 2,289 | \$ 81 |

TROUBLED DEBT RESTRUCTURINGS

Regions regularly modifies commercial and investor real estate loans in order to facilitate a workout strategy. Typical modifications include accommodations, such as renewals and forbearances. The majority of Regions' commercial and investor real estate TDRs are the result of renewals of classified loans at an interest rate that is not considered to be a market interest rate. For smaller dollar commercial loans, Regions may periodically grant interest rate and other term concessions, similar to those under the consumer program described below.

Regions works to meet the individual needs of consumer borrowers to stem foreclosure through CAP. Regions designed the program to allow for customer-tailored modifications with the goal of keeping customers in their homes and avoiding foreclosure where possible. Modification may be offered to any borrower experiencing financial hardship regardless of the borrower's payment status. Consumer TDRs primarily involve an interest rate concession, however under the CAP, Regions may also offer a short-term deferral, a term extension, a new loan product, or a combination of these options. For loans restructured under the CAP, Regions expects to collect the original contractually due principal. The gross original contractual interest may be collectible, depending on the terms modified. All CAP modifications are considered TDRs regardless of the term because they are concessionary in nature and because the customer documents a hardship in order to participate.

As noted above, the majority of Regions' TDRs are results of interest rate concessions and not a forgiveness of principal. Accordingly, the financial impact of the modifications is best illustrated by the impact to the allowance calculation at the loan or pool level, as a result of the loans being considered impaired due to their TDR status. Regions most often does not record a charge-off at the modification date.

None of the modified consumer loans listed in the following TDR disclosures were collateral-dependent at the time of modification. At December 31, 2016, approximately \$37 million in residential first mortgage TDRs were in excess of 180 days past due and were considered collateral-dependent. At December 31, 2016, approximately \$4 million in home equity first lien TDRs were in excess of 180 days past due and \$4 million in home equity second lien TDRs were in excess of 120 days past due, both categories of which were considered collateral-dependent.

The following tables present the end of period balance for loans modified in a TDR during the periods presented by portfolio segment and class, and the financial impact of those modifications. The tables include modifications made to new TDRs, as well as renewals of existing TDRs. Loans first reported as TDRs for the years ended December 31, 2016 and 2015 totaled approximately \$542 million and \$323 million, respectively.

2016

| | Number of Obligors | Recorded Investment | | Financial Impact of Modifications Considered TDRs |
|--|-----------------------|-----------------------|-----|---|
| | | (Dollars in millions) | | Increase in Allowance at Modification |
| Commercial and industrial | 184 | \$ | 509 | \$ 12 |
| Commercial real estate mortgage—owner-occupied | 117 | | 98 | 2 |
| Commercial real estate construction—owner-occupied | 1 | | 1 | — |
| Total commercial | 302 | | 608 | 14 |
| Commercial investor real estate mortgage | 80 | | 96 | 2 |
| Commercial investor real estate construction | 9 | | 43 | 1 |
| Total investor real estate | 89 | | 139 | 3 |
| Residential first mortgage | 231 | | 46 | 6 |
| Home equity | 300 | | 15 | — |
| Consumer credit card | 88 | | 1 | — |
| Indirect—vehicles and other consumer | 190 | | 2 | — |
| Total consumer | 809 | | 64 | 6 |
| | 1,200 | \$ | 811 | \$ 23 |

2015

| | Number of Obligors | Recorded Investment | | Financial Impact of Modifications Considered TDRs |
|--|-----------------------|-----------------------|-----|---|
| | | (Dollars in millions) | | Increase in Allowance at Modification |
| Commercial and industrial | 185 | \$ | 207 | \$ 4 |
| Commercial real estate mortgage—owner-occupied | 175 | | 127 | 4 |
| Total commercial | 360 | | 334 | 8 |
| Commercial investor real estate mortgage | 122 | | 131 | 3 |
| Commercial investor real estate construction | 18 | | 34 | 1 |
| Total investor real estate | 140 | | 165 | 4 |
| Residential first mortgage | 400 | | 101 | 13 |
| Home equity | 582 | | 30 | — |
| Consumer credit card | 147 | | 1 | — |
| Indirect—vehicles and other consumer | 345 | | 4 | — |
| Total consumer | 1,474 | | 136 | 13 |
| | 1,974 | \$ | 635 | \$ 25 |

Defaulted TDRs

The following table presents, by portfolio segment and class, TDRs that defaulted during the years ended December 31, 2016 and 2015, and that were modified in the previous twelve months (i.e., the twelve months prior to the default). For purposes of this disclosure, default is defined as placement on non-accrual status for the commercial and investor real estate portfolio segments, and 90 days past due and still accruing for the consumer portfolio segment. Consideration of defaults in the calculation of the allowance for loan losses is described in detail in Note 1 to the consolidated financial statements.

| | 2016 | 2015 |
|--|---------------|--------------|
| | (In millions) | |
| Defaulted During the Period, Where Modified in a TDR Twelve Months Prior to Default | | |
| Commercial and industrial | \$ 28 | \$ 10 |
| Commercial real estate mortgage—owner-occupied | 3 | 6 |
| Total commercial | 31 | 16 |
| Commercial investor real estate mortgage | 3 | 1 |
| Commercial investor real estate construction | 1 | — |
| Total investor real estate | 4 | 1 |
| Residential first mortgage | 21 | 21 |
| Home equity | 2 | 2 |
| Total consumer | 23 | 23 |
| | <u>\$ 58</u> | <u>\$ 40</u> |

Commercial and investor real estate loans that were on non-accrual status at the time of the latest modification are not included in the default table above, as they are already considered to be in default at the time of the restructuring. At December 31, 2016, approximately \$134 million of commercial and investor real estate loans modified in a TDR during the year ended December 31, 2016 were on non-accrual status. None of this amount was 90 days or more past due.

At December 31, 2016, Regions had restructured binding unfunded commitments totaling \$48 million where a concession was granted and the borrower was in financial difficulty.

NOTE 7. SERVICING OF FINANCIAL ASSETS

RESIDENTIAL MORTGAGE BANKING ACTIVITIES

The fair value of residential MSR's 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 mortgages in the servicing portfolio could result in significant changes in the valuation adjustments, thus creating potential volatility in the carrying amount of residential MSR's. The Company compares fair value estimates and assumptions to observable market data where available, and also considers recent market activity and actual portfolio experience.

The table below presents an analysis of residential MSR's under the fair value measurement method for the years ended December 31:

| | 2016 | 2015 | 2014 |
|---|---------------|---------------|---------------|
| | (In millions) | | |
| Carrying value, beginning of year | \$ 252 | \$ 257 | \$ 297 |
| Additions | 108 | 36 | 40 |
| Increase (decrease) in fair value ⁽¹⁾ : | | | |
| Due to change in valuation inputs or assumptions | 4 | (2) | (47) |
| Economic amortization associated with borrower repayments | (40) | (39) | (33) |
| Carrying value, end of year | <u>\$ 324</u> | <u>\$ 252</u> | <u>\$ 257</u> |

(1) "Economic amortization associated with borrower repayments" includes both total loan payoffs as well as partial paydowns.

On February 29, 2016, the Company purchased the rights to service approximately \$2.6 billion in residential mortgage loans for approximately \$24 million.

On September 1, 2016, the Company purchased the rights to service approximately \$2.8 billion in residential mortgage loans for approximately \$22 million.

On November 30, 2016, the Company purchased the rights to service approximately \$2.2 billion in residential mortgage loans for approximately \$23 million. However, the Company paid \$18 million as of December 31, 2016, and the balance of \$5 million will be paid in 2017.

Data and assumptions used in the fair value calculation, as well as the valuation's sensitivity to rate fluctuations, related to residential MSR's (excluding related derivative instruments) as of December 31 are as follows:

| | 2016 | 2015 |
|--|-----------------------|-----------|
| | (Dollars in millions) | |
| Unpaid principal balance | \$ 31,335 | \$ 25,840 |
| Weighted-average CPR (%) | 7.6% | 10.9% |
| Estimated impact on fair value of a 10% increase | \$ (19) | \$ (13) |
| Estimated impact on fair value of a 20% increase | \$ (34) | \$ (25) |
| Option-adjusted spread (basis points) | 1,054 | 997 |
| Estimated impact on fair value of a 10% increase | \$ (13) | \$ (10) |
| Estimated impact on fair value of a 20% increase | \$ (27) | \$ (19) |
| Weighted-average coupon interest rate | 4.2% | 4.4% |
| Weighted-average remaining maturity (months) | 281 | 279 |
| Weighted-average servicing fee (basis points) | 27.5 | 27.9 |

The sensitivity calculations above are hypothetical and should not be considered to be predictive of future performance. Changes in 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 the fair value of the residential MSR's 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. The derivative instruments utilized by Regions would serve to reduce the estimated impacts to fair value included in the table above.

The following table presents servicing related fees, which includes contractually specified servicing fees, late fees and other ancillary income resulting from the servicing of residential mortgage loans for the years ended December 31:

| | 2016 | 2015 | 2014 |
|---|---------------|-------|-------|
| | (In millions) | | |
| Servicing related fees and other ancillary income | \$ 86 | \$ 82 | \$ 86 |

Residential mortgage loans are sold in the secondary market with standard representations and warranties regarding certain characteristics such as the quality of the loan, the absence of fraud, the eligibility of the loan for sale and the future servicing associated with the loan. Regions may be required to repurchase these loans at par, or make-whole or indemnify the purchasers for losses incurred when representations and warranties are breached.

Regions maintains an immaterial repurchase liability related to residential mortgage loans sold with representations and warranty provisions. This repurchase liability is reported in other liabilities on the consolidated balance sheets and reflects management's estimate of losses based on historical repurchase and loss trends, as well as other factors that may result in anticipated losses different from historical loss trends. Adjustments to this reserve are recorded in other non-interest expense on the consolidated statements of income.

COMMERCIAL MORTGAGE BANKING ACTIVITIES

On July 18, 2014, Regions was approved as a Fannie Mae DUS lender and acquired a DUS servicing portfolio totaling approximately \$1.0 billion. The Fannie Mae DUS program provides liquidity to the multi-family housing market. As part of the transaction, Regions recorded \$12 million in commercial MSR's and \$15 million in intangible assets associated with the DUS license purchased. Regions also assumed a loss share guarantee associated with the purchased portfolio and any future originations. Regions estimated the fair value of the loss share guarantee to be approximately \$4 million. See Note 1 for additional information. Also see Note 24 for additional information related to the guarantee.

As of December 31, 2016 and 2015, the DUS servicing portfolio was approximately \$1.8 billion and \$1.2 billion, respectively. The related commercial MSR's were approximately \$30 million and \$16 million at December 31, 2016 and 2015, respectively. The estimated fair value of the loss share guarantee was approximately \$4 million and \$3 million at December 31, 2016 and 2015, respectively.

NOTE 8. OTHER EARNING ASSETS

Other earning assets consist primarily of investments in FRB stock, FHLB stock, and operating lease assets.

The following table presents the amount of Regions' investments in FRB and FHLB stock as of December 31:

| | 2016 | 2015 |
|------------------------|---------------|--------|
| | (In millions) | |
| Federal Reserve Bank | \$ 494 | \$ 484 |
| Federal Home Loan Bank | 196 | 239 |

The Company's investments in operating leases represent assets such as equipment, vehicles and aircraft. The following table presents investments in operating leases at December 31:

| | 2016 | 2015 |
|--------------------------------------|---------------|---------------|
| | (In millions) | |
| Lease assets | \$ 818 | \$ 862 |
| Accumulated depreciation | (130) | (28) |
| Investments in operating leases, net | <u>\$ 688</u> | <u>\$ 834</u> |

The following table presents the minimum future rental payments due from customers for operating leases as of December 31:

| | Future rental payments (In millions) |
|------------|---|
| 2017 | \$ 105 |
| 2018 | 88 |
| 2019 | 69 |
| 2020 | 54 |
| 2021 | 37 |
| Thereafter | 47 |
| | <u>\$ 400</u> |

NOTE 9. PREMISES AND EQUIPMENT

A summary of premises and equipment at December 31 is as follows:

| | 2016 | 2015 |
|---|-----------------|-----------------|
| | (In millions) | |
| Land | \$ 490 | \$ 488 |
| Premises and improvements | 1,730 | 1,762 |
| Furniture and equipment | 1,025 | 990 |
| Software | 597 | 506 |
| Leasehold improvements | 387 | 404 |
| Construction in progress | 214 | 222 |
| | <u>4,443</u> | <u>4,372</u> |
| Accumulated depreciation and amortization | (2,347) | (2,220) |
| | <u>\$ 2,096</u> | <u>\$ 2,152</u> |

NOTE 10. INTANGIBLE ASSETS

GOODWILL

Goodwill allocated to each reportable segment at December 31 is presented as follows:

| | 2016 | 2015 |
|-------------------|-----------------|-----------------|
| | (In millions) | |
| Corporate Bank | \$ 2,474 | \$ 2,305 |
| Consumer Bank | 1,978 | 2,095 |
| Wealth Management | 452 | 478 |
| | <u>\$ 4,904</u> | <u>\$ 4,878</u> |

Refer to Note 23 for discussion of Regions' reorganization of its management reporting structure during the first quarter of 2016 and, accordingly, its segment reporting structure and goodwill reporting units. Goodwill is allocated to each of Regions' reportable segments (each a reporting unit: Corporate Bank, Consumer Bank, and Wealth Management). In connection with the reorganization, management reallocated goodwill to the new reporting units using a relative fair value approach. As stated in Note 1, Regions evaluates each reporting unit's goodwill for impairment on an annual basis in the fourth quarter, or more often if events or circumstances indicate that there may be impairment.

In addition to the reallocation, there were increases of approximately \$22 million to the Corporate Bank reportable segment and approximately \$4 million to the Wealth Management reportable segment during 2016. There were increases of approximately \$47 million to the Corporate Bank reportable segment and \$15 million to the Wealth Management reportable segment during 2015. There were no impairment losses during 2016, 2015 or 2014.

During the fourth quarter of 2016, Regions assessed the indicators of goodwill impairment for all three reporting units as part of its annual impairment test, as of October 1, 2016, and through the date of the filing of this Annual Report. The results of the annual test indicated that the estimated fair value of each reporting unit exceeded its carrying amount as of the test date; therefore, the goodwill of each reporting unit is considered not impaired as of the testing date.

Listed in the tables below are assumptions used in estimating the fair value of each reporting unit for the applicable annual period. The table includes the discount rates used in the income approach, the market multipliers used in the market approaches, and the public company method control premium applied to each reporting unit. These valuation approaches are described further in Note 1.

| As of Fourth Quarter 2016 | Corporate Bank | Consumer Bank | Wealth Management |
|--|----------------|---------------|-------------------|
| Discount rate used in income approach | 10.00% | 10.25% | 11.50% |
| Public company method market multiplier ⁽¹⁾ | 1.5x | 1.9x | 14.6x |
| Transaction method market multiplier ⁽²⁾ | 1.9x | 1.9x | 23.5x |

- (1) For the Corporate Bank and Consumer Bank reporting units, these multipliers are applied to tangible book value. For the Wealth Management reporting unit, this multiplier is applied to earnings. In addition to the multipliers, a 10 percent control premium was assumed for the Corporate Bank reporting unit, a 25 percent control premium was assumed for the Consumer Bank reporting unit and a 25 percent control premium was assumed for the Wealth Management reporting unit based on current market factors. Because the control premium considers potential revenue synergies and cost savings for similar financial services transactions, reporting units operating in businesses that have greater barriers to entry tend to have greater control premiums.
- (2) For the Corporate Bank and Consumer Bank reporting units, these multipliers are applied to tangible book value. For the Wealth Management reporting unit, this multiplier is applied to earnings.

| As of Fourth Quarter 2015 | Corporate Bank | Consumer Bank | Wealth Management |
|--|----------------|---------------|-------------------|
| Discount rate used in income approach | 11.00% | 11.00% | 12.00% |
| Public company method market multiplier ⁽¹⁾ | 1.9x | 1.5x | 18.5x |
| Transaction method market multiplier ⁽²⁾ | 1.9x | 1.9x | 23.5x |

- (1) For the Corporate Bank and Consumer Bank reporting units, these multipliers are applied to tangible book value. For the Wealth Management reporting unit, this multiplier is applied to earnings. In addition to the multipliers, a 10 percent control premium was assumed for the Corporate Bank reporting unit, a 30 percent control premium was assumed for the Consumer Bank reporting unit and a 15 percent control premium was assumed for the Wealth Management reporting unit based on current market factors. Because the control premium considers potential revenue synergies and cost savings for similar financial services transactions, reporting units operating in businesses that have greater barriers to entry tend to have greater control premiums.
- (2) For the Corporate Bank and Consumer Bank reporting units, these multipliers are applied to tangible book value. For the Wealth Management reporting unit, this multiplier is applied to earnings.

OTHER INTANGIBLES

Other intangibles consist primarily of core deposit intangibles, purchased credit card relationship assets, customer relationship and employment agreement assets and the Fannie Mae DUS license.

The following table shows the other intangibles and related accumulated amortization as of December 31:

| | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 |
|---|-----------------------|-----------------|--------------------------|-----------------|---------------------|---------------|
| | Gross Carrying Amount | | Accumulated Amortization | | Net Carrying Amount | |
| | (In millions) | | | | | |
| Core deposit intangibles | \$ 1,011 | \$ 1,011 | \$ 932 | \$ 912 | \$ 79 | \$ 99 |
| Purchased credit card relationship assets | 175 | 175 | 102 | 86 | 73 | 89 |
| Customer relationship and employment agreement assets | 75 | 72 | 33 | 25 | 42 | 47 |
| Other—amortizing ⁽¹⁾ | 19 | 16 | 10 | 9 | 9 | 7 |
| Fannie Mae DUS license ⁽²⁾ | | | | | 15 | 15 |
| Other—non-amortizing ⁽³⁾ | | | | | 3 | 3 |
| | <u>\$ 1,280</u> | <u>\$ 1,274</u> | <u>\$ 1,077</u> | <u>\$ 1,032</u> | <u>\$ 221</u> | <u>\$ 260</u> |

(1) Includes intangible assets related to acquired trust services, trade names and intellectual property.

(2) The Fannie Mae DUS license is a non-amortizing intangible asset.

(3) Includes non-amortizing intangible assets related to other acquired trust services.

Changes in the gross carrying amount in the table above reflect additions from recent acquisitions or the removal of fully amortized intangible assets. Purchased credit card relationships and customer relationships and employment agreements are being amortized in other non-interest expense primarily on an accelerated basis over a period ranging from 2 to 15 years. Core deposit intangible assets are being amortized in other non-interest expense on an accelerated basis over their expected useful lives.

Regions purchased a Fannie Mae DUS license in 2014. The intangible asset associated with the DUS license is a non-amortizing intangible asset. Refer to Note 7 for additional information related to this license.

The aggregate amount of amortization expense for core deposit intangibles, purchased credit card relationship assets, and other intangible assets is estimated as follows:

| | Year Ended December 31 |
|------|------------------------|
| | (In millions) |
| 2017 | \$ 44 |
| 2018 | 39 |
| 2019 | 32 |
| 2020 | 26 |
| 2021 | 21 |

Identifiable intangible assets other than goodwill are reviewed at least annually, usually in the fourth quarter, for events or circumstances that could impact the recoverability of the intangible asset. Regions concluded that no impairment for any other identifiable intangible assets occurred during 2016, 2015 or 2014.

NOTE 11. DEPOSITS

The following schedule presents a detail of interest-bearing deposits at December 31:

| | 2016 | 2015 |
|------------------------------------|------------------|------------------|
| | (In millions) | |
| Savings | \$ 7,840 | \$ 7,287 |
| Interest-bearing transaction | 20,259 | 21,902 |
| Money market—domestic | 27,293 | 26,468 |
| Money market—foreign | 186 | 243 |
| Time deposits | 7,183 | 7,468 |
| Interest-bearing customer deposits | 62,761 | 63,368 |
| Corporate treasury time deposits | 228 | 200 |
| | <u>\$ 62,989</u> | <u>\$ 63,568</u> |

The aggregate amount of time deposits of \$250,000 or more, including certificates of deposit of \$250,000 or more, was \$1.2 billion and \$1.1 billion at December 31, 2016 and 2015, respectively.

At December 31, 2016, the aggregate amounts of maturities of all time deposits (deposits with stated maturities, consisting primarily of certificates of deposit and IRAs) were as follows:

| | December 31, 2016 |
|------------|--------------------------|
| | (In millions) |
| 2017 | \$ 3,189 |
| 2018 | 1,674 |
| 2019 | 533 |
| 2020 | 1,208 |
| 2021 | 620 |
| Thereafter | 187 |
| | <u>\$ 7,411</u> |

NOTE 12. SHORT-TERM BORROWINGS

Following is a summary of short-term borrowings at December 31:

| | 2016 | 2015 |
|-------------------------------------|----------------------|--------------|
| | (In millions) | |
| Customer-related borrowings: | | |
| Customer collateral | \$ — | \$ 10 |
| | <u>\$ —</u> | <u>\$ 10</u> |

Customer collateral includes cash collateral posted by customers related to derivative transactions.

NOTE 13. LONG-TERM BORROWINGS

Long-term borrowings at December 31 consist of the following:

| | 2016 | 2015 |
|---|----------------------|-----------------|
| | (In millions) | |
| Regions Financial Corporation (Parent): | | |
| 2.00% senior notes due May 2018 | \$ 100 | \$ 749 |
| 3.20% senior notes due February 2021 | 1,102 | — |
| 7.75% subordinated notes due September 2024 | 100 | 100 |
| 6.75% subordinated debentures due November 2025 | 159 | 159 |
| 7.375% subordinated notes due December 2037 | 297 | 300 |
| Valuation adjustments on hedged long-term debt | (30) | (7) |
| | <u>1,728</u> | <u>1,301</u> |
| Regions Bank: | | |
| Federal Home Loan Bank advances | 4,254 | 5,255 |
| 2.25% senior notes due September 2018 | 748 | 749 |
| 7.50% subordinated notes due May 2018 | 499 | 500 |
| 6.45% subordinated notes due June 2037 | 495 | 497 |
| 3.80% affiliate subordinated notes due February 2025 | 150 | 150 |
| Other long-term debt | 40 | 48 |
| Valuation adjustments on hedged long-term debt | (1) | (1) |
| | <u>6,185</u> | <u>7,198</u> |
| Elimination of 3.80% affiliate subordinated notes due February 2025 | (150) | (150) |
| Total consolidated | <u>\$ 7,763</u> | <u>\$ 8,349</u> |

Effective January 1, 2016, the Company adopted new FASB guidance related to the accounting for debt issuance costs. All existing debt issuance costs were reclassified from other assets to long-term borrowings as direct deductions of the related debt instruments. The impact of the adoption of this guidance was not material to prior periods and therefore was not applied retrospectively.

As of December 31, 2016, Regions had six issuances of subordinated notes totaling \$1.7 billion, with stated interest rates ranging from 3.80% to 7.75%. One of the issuances is intercompany and is eliminated in consolidation as noted in the table above. All issuances of these notes are, by definition, subordinated and subject in right of payment of both principal and interest to the prior payment in full of all senior indebtedness of the Company, which is generally defined as all indebtedness and other obligations of the Company to its creditors, except subordinated indebtedness. Payment of the principal of the notes may be accelerated only in the case of certain events involving bankruptcy, insolvency proceedings or reorganization of the Company. The subordinated notes described above qualify as Tier 2 capital under Federal Reserve guidelines, subject to diminishing credit as the respective maturity dates approach and subject to certain transition provisions. None of the subordinated notes are redeemable prior to maturity, unless there is an occurrence of a qualifying capital event.

During 2016 through a tender offer, Regions repurchased approximately \$649 million of the outstanding 2.00% senior notes due May 2018. Pre-tax losses on the repurchase related to the execution of this tender offer were approximately \$14 million. Additionally, Regions issued \$1.1 billion of 3.20% senior notes during 2016. Regions issued \$500 million of 3.20% senior notes in the first quarter of 2016 and an additional \$600 million of 3.20% senior notes during the second quarter of 2016.

FHLB advances at December 31, 2016, 2015 and 2014 had a weighted-average interest rate of 0.8 percent, 0.7 percent, and 1.7 percent, respectively, with remaining maturities ranging from less than one year to fourteen years and a weighted-average of 0.7 years. FHLB borrowing capacity is contingent upon the amount of collateral pledged to the FHLB. Regions has pledged certain loans as collateral for the FHLB advances outstanding. See Note 5 for loans pledged to the FHLB at December 31, 2016 and 2015. Additionally, membership in the FHLB requires an institution to hold FHLB stock. See Note 8 for the amount of FHLB stock held at December 31, 2016 and 2015. Regions' total borrowing capacity with the FHLB (including outstanding advances) as of December 31, 2016, based on assets available for collateral at that date, was approximately \$16.4 billion.

Regions uses derivative instruments, primarily interest rate swaps, to manage interest rate risk by converting a portion of its fixed-rate debt to a variable-rate. The effective rate adjustments related to these hedges are included in interest expense on long-term borrowings. The weighted-average interest rate on total long-term debt, including the effect of derivative instruments, was 2.4 percent, 3.1 percent, and 5.0 percent for the years ended December 31, 2016, 2015 and 2014, respectively. Further discussion of derivative instruments is included in Note 21.

The aggregate amount of contractual maturities of all long-term debt in each of the next five years and thereafter is as follows:

| | Year Ended December 31 | |
|------------|---|-----------------|
| | Regions Financial Corporation (Parent) | Regions Bank |
| | (In millions) | |
| 2017 | \$ — | \$ 4,252 |
| 2018 | 100 | 1,249 |
| 2019 | — | 4 |
| 2020 | — | 32 |
| 2021 | 1,072 | 2 |
| Thereafter | 556 | 646 |
| | \$ 1,728 | \$ 6,185 |

In February 2016, Regions filed a shelf registration statement with the U.S. Securities and Exchange Commission. This shelf registration does not have a capacity limit and can be utilized by Regions to issue various debt and/or equity securities. The registration statement will expire in February 2019.

Regions Bank may issue bank notes from time to time, either as part of a bank note program or as stand-alone issuances. Notes issued by Regions Bank may be senior or subordinated notes. Notes issued by Regions Bank are not deposits and are not insured or guaranteed by the FDIC.

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

NOTE 14. REGULATORY CAPITAL REQUIREMENTS AND RESTRICTIONS

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. Banking regulations identify five capital categories: well-capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized. At December 31, 2016 and 2015, Regions and Regions Bank exceeded all current regulatory requirements, and were classified as "well-capitalized." Management believes that no events or changes have occurred subsequent to December 31, 2016 that would change this designation.

Quantitative measures established by regulation to ensure capital adequacy require institutions to maintain minimum ratios of common equity Tier 1, Tier 1, and Total capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier 1 capital to average tangible assets (the "Leverage" ratio).

The following tables summarize the applicable holding company and bank regulatory capital requirements:

| | December 31, 2016 ⁽¹⁾ | | Minimum Requirement | To Be Well Capitalized |
|---|----------------------------------|--------|---------------------|------------------------|
| | Amount | Ratio | | |
| Transitional Basis Basel III Regulatory Capital Rules ⁽²⁾ | | | | |
| (Dollars in millions) | | | | |
| Basel III common equity Tier 1 capital: | | | | |
| Regions Financial Corporation | \$ 11,481 | 11.21% | 4.50% | N/A |
| Regions Bank | 12,404 | 12.14 | 4.50 | 6.50% |
| Tier 1 capital: | | | | |
| Regions Financial Corporation | \$ 12,277 | 11.98% | 6.00% | 6.00% |
| Regions Bank | 12,404 | 12.14 | 6.00 | 8.00 |
| Total capital: | | | | |
| Regions Financial Corporation | \$ 14,501 | 14.15% | 8.00% | 10.00% |
| Regions Bank | 14,311 | 14.00 | 8.00 | 10.00 |
| Leverage capital: | | | | |
| Regions Financial Corporation | \$ 12,277 | 10.20% | 4.00% | N/A |
| Regions Bank | 12,404 | 10.34 | 4.00 | 5.00% |

| | December 31, 2015 | | Minimum Requirement | To Be Well Capitalized |
|---|-------------------|--------|---------------------|------------------------|
| | Amount | Ratio | | |
| Transitional Basis Basel III Regulatory Capital Rules ⁽²⁾ | | | | |
| (Dollars in millions) | | | | |
| Basel III common equity Tier 1 capital: | | | | |
| Regions Financial Corporation | \$ 11,543 | 10.93% | 4.50% | N/A |
| Regions Bank | 12,302 | 11.68 | 4.50 | 6.50% |
| Tier 1 capital: | | | | |
| Regions Financial Corporation | \$ 12,306 | 11.65% | 6.00% | 6.00% |
| Regions Bank | 12,302 | 11.68 | 6.00 | 8.00 |
| Total capital: | | | | |
| Regions Financial Corporation | \$ 14,662 | 13.88% | 8.00% | 10.00% |
| Regions Bank | 14,311 | 13.59 | 8.00 | 10.00 |
| Leverage capital: | | | | |
| Regions Financial Corporation | \$ 12,306 | 10.25% | 4.00% | N/A |
| Regions Bank | 12,302 | 10.28 | 4.00 | 5.00% |

(1) The 2016 Basel III CET1 capital, Tier 1 capital, Total capital, and Leverage capital ratios are estimated.

(2) The 2016 and 2015 capital ratios were calculated at different points of the phase-in period under the Basel III Rules and therefore are not directly comparable.

Substantially all net assets are owned by subsidiaries. The primary source of operating cash available to Regions is provided by dividends from subsidiaries. Statutory limits are placed on the amount of dividends the subsidiary bank can pay without prior regulatory approval. In addition, regulatory authorities require the maintenance of minimum capital-to-asset ratios at banking

subsidiaries. Under the Federal Reserve’s Regulation H, Regions Bank may not, without approval of the Federal Reserve, declare or pay a dividend to Regions if the total of all dividends declared in a calendar year exceeds the total of (a) Regions Bank’s net income for that year and (b) its retained net income for the preceding two calendar years, less any required transfers to additional paid-in capital or to a fund for the retirement of preferred stock. Under Alabama law, Regions Bank may not pay a dividend to Regions in excess of 90 percent of its net earnings until the bank’s surplus is equal to at least 20 percent of capital. Regions Bank is also required by Alabama law to seek the approval of the Alabama Superintendent of Banking prior to paying a dividend to Regions if the total of all dividends declared by Regions Bank in any calendar year will exceed the total of (a) Regions Bank’s net earnings for that year, plus (b) its retained net earnings for the preceding two years, less any required transfers to surplus. The statute defines net earnings as “the remainder of all earnings from current operations plus actual recoveries on loans and investments and other assets, after deducting from the total thereof all current operating expenses, actual losses, accrued dividends on preferred stock, if any, and all federal, state and local taxes.” In addition to dividend restrictions, Federal statutes also prohibit unsecured loans from banking subsidiaries to the parent company.

In addition, Regions must adhere to various HUD regulatory guidelines including required minimum capital to maintain their FHA approved status. Failure to comply with the HUD guidelines could result in withdrawal of this certification. As of December 31, 2016, Regions was in compliance with HUD guidelines. Regions is also subject to various capital requirements by secondary market investors.

NOTE 15. STOCKHOLDERS’ EQUITY AND ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)
PREFERRED STOCK

The following table presents a summary of the non-cumulative perpetual preferred stock as of December 31:

| | Issuance Date | Earliest Redemption Date | Dividend Rate | Liquidation Amount | 2016 | 2015 |
|-----------------------|---------------|--------------------------|-----------------------|--------------------|-----------------|-----------------|
| | | | | | Carrying Amount | Carrying Amount |
| (Dollars in millions) | | | | | | |
| Series A | 11/1/2012 | 12/15/2017 | 6.375% | \$ 500 | \$ 387 | \$ 387 |
| Series B | 4/29/2014 | 9/15/2024 | 6.375% ⁽¹⁾ | 500 | 433 | 433 |
| | | | | <u>\$ 1,000</u> | <u>\$ 820</u> | <u>\$ 820</u> |

(1) Dividends, if declared, will be paid quarterly at an annual rate equal to (i) for each period beginning prior to September 15, 2024, 6.375%, and (ii) for each period beginning on or after September 15, 2024, three-month LIBOR plus 3.536%.

For each preferred stock issuance listed above, Regions issued depository shares, each representing a 1/40th ownership interest in a share of the Company's preferred stock, with a liquidation preference of \$1,000.00 per share of preferred stock (equivalent to \$25.00 per depository share). Dividends on the preferred stock, if declared, accrue and are payable quarterly in arrears. The preferred stock has no stated maturity and redemption is solely at Regions' option, subject to regulatory approval, in whole, or in part, after the earliest redemption date or in whole, but not in part, within 90 days following a regulatory capital treatment event for the Series A preferred stock or at any time following a regulatory capital treatment event for the Series B preferred stock.

The Board declared \$32 million in cash dividends on both Series A and Series B Preferred Stock, during both 2016 and 2015. Prior to the first quarter of 2016, the Company was in a retained deficit position and preferred dividends were recorded as a reduction of preferred stock, including related surplus. During the first quarter of 2016, the Company achieved positive retained earnings and preferred dividends were recorded as a reduction of retained earnings.

In the event Series A and Series B preferred shares are redeemed at the liquidation amounts, \$113 million and \$67 million excess of the redemption amount over the carrying amount will be recognized, respectively. Approximately \$100 million of Series A preferred dividends that were recorded as a reduction of preferred stock, including related surplus, will be recorded as a reduction to retained earnings, and approximately \$13 million of related issuance costs that were recorded as a reduction of preferred stock, including related surplus, will be recorded as a reduction to net income available to common shareholders. Approximately \$52 million of Series B preferred dividends that were recorded as a reduction of preferred stock, including related surplus, will be recorded as a reduction to retained earnings, and approximately \$15 million of related issuance costs that were recorded as a reduction of preferred stock, including related surplus, will be recorded as a reduction to net income available to common shareholders.

COMMON STOCK

On June 29, 2016, Regions received no objection from the Federal Reserve to its 2016 capital plan that was submitted as part of the CCAR process. In addition to continuing the \$0.065 quarterly common stock dividend, actions that Regions may undertake as outlined in its capital plan include the repurchase of up to \$640 million in common shares. The capital plan also provides the potential for a dividend increase beginning in the second quarter of 2017, which is expected to be considered by the Board in early 2017.

On July 14, 2016, Regions' Board authorized a new \$640 million common stock repurchase plan, permitting repurchases from the beginning of the third quarter of 2016 through the second quarter of 2017. On October 12, 2016, Regions' Board authorized an additional \$120 million repurchase, which increases the total amount authorized under the plan to \$760 million. As of December 31, 2016, Regions had repurchased approximately 46.5 million shares of common stock at a total cost of approximately \$485 million under this plan. The Company continued to repurchase shares under this plan in the first quarter of 2017, and as of February 23, 2017, Regions had additional repurchases of approximately 10.2 million shares of common stock at a total cost of approximately \$149.8 million. All of these shares were immediately retired upon repurchase and therefore will not be included in treasury stock.

On April 23, 2015, Regions' Board approved an increase of its quarterly common stock dividend to \$0.06 per share effective with the quarterly dividend paid in July 2015. The Board also authorized a new \$875 million common stock repurchase plan, permitting repurchases from the beginning of the second quarter of 2015 through the end of the second quarter of 2016. Through December 31, 2015, Regions repurchased approximately 52 million shares of common stock at a total cost of approximately \$520 million under this plan. During the first and second quarters of 2016, Regions concluded the plan with the repurchase of approximately 42.4 million shares of common stock at a total cost of approximately \$354 million. All common shares repurchased under this plan were immediately retired upon repurchase and therefore are not included in treasury stock.

On April 24, 2014, Regions' Board authorized a \$350 million common stock repurchase plan, permitting repurchases from the beginning of the second quarter of 2014 through the end of the first quarter of 2015. As of December 31, 2014, Regions had repurchased approximately 25 million shares of common stock at a total cost of approximately \$248 million. During the first quarter of 2015, Regions concluded the plan with the repurchase of approximately 11 million shares of common stock at a total cost of approximately \$102 million. All common shares repurchased under this plan were immediately retired upon repurchase and therefore are not included in treasury stock.

During the first quarter of 2014, Regions repurchased approximately 1 million shares of common stock at a total cost of approximately \$8 million under a \$350 million common stock repurchase plan that expired on April 1, 2014. All common shares repurchased under this plan were immediately retired upon repurchase and therefore are not included in treasury stock.

The Board declared \$0.255 per share in cash dividends for 2016, \$0.23 for 2015, and \$0.18 for 2014. Prior to the first quarter of 2016, the Company was in a retained deficit position and common stock dividends were recorded as a reduction of additional paid-in capital. During the first quarter of 2016, the Company achieved positive retained earnings and common stock dividends were recorded as a reduction of retained earnings.

ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

Activity within the balances in accumulated other comprehensive income (loss) is shown in the following tables for the years ended December 31:

| | 2016 | | | | |
|-------------------|--|--|--|--|---|
| | Unrealized losses on securities transferred to held to maturity | Unrealized gains (losses) on securities available for sale | Unrealized gains (losses) on derivative instruments designated as cash flow hedges | Defined benefit pension plans and other post employment benefits | Accumulated other comprehensive income (loss), net of tax |
| | (In millions) | | | | |
| Beginning of year | \$ (47) | \$ (10) | \$ 75 | \$ (398) | \$ (380) |
| Net change | 14 | (96) | (64) | (24) | (170) |
| End of year | <u>\$ (33)</u> | <u>\$ (106)</u> | <u>\$ 11</u> | <u>\$ (422)</u> | <u>\$ (550)</u> |

| | 2015 | | | | |
|-------------------|--|--|--|--|---|
| | Unrealized losses on securities transferred to held to maturity | Unrealized gains (losses) on securities available for sale | Unrealized gains (losses) on derivative instruments designated as cash flow hedges | Defined benefit pension plans and other post employment benefits | Accumulated other comprehensive income (loss), net of tax |
| | (In millions) | | | | |
| Beginning of year | \$ (55) | \$ 175 | \$ 33 | \$ (391) | \$ (238) |
| Net change | 8 | (185) | 42 | (7) | (142) |
| End of year | <u>\$ (47)</u> | <u>\$ (10)</u> | <u>\$ 75</u> | <u>\$ (398)</u> | <u>\$ (380)</u> |

| | 2014 | | | | |
|-------------------|--|--|--|--|---|
| | Unrealized losses on securities transferred to held to maturity | Unrealized gains (losses) on securities available for sale | Unrealized gains (losses) on derivative instruments designated as cash flow hedges | Defined benefit pension plans and other post employment benefits | Accumulated other comprehensive income (loss), net of tax |
| | (In millions) | | | | |
| Beginning of year | \$ (64) | \$ (22) | \$ 15 | \$ (248) | \$ (319) |
| Net change | 9 | 197 | 18 | (143) | 81 |
| End of year | <u>\$ (55)</u> | <u>\$ 175</u> | <u>\$ 33</u> | <u>\$ (391)</u> | <u>\$ (238)</u> |

The following table presents amounts reclassified out of accumulated other comprehensive income (loss) for the years ended December 31:

| Details about Accumulated Other Comprehensive Income (Loss) Components | 2016 | 2015 | 2014 | Affected Line Item in the Consolidated Statements of Income |
|---|---|---|---|---|
| | Amount Reclassified from Accumulated Other Comprehensive Income (Loss) ⁽¹⁾ | Amount Reclassified from Accumulated Other Comprehensive Income (Loss) ⁽¹⁾ | Amount Reclassified from Accumulated Other Comprehensive Income (Loss) ⁽¹⁾ | |
| (In millions) | | | | |
| Unrealized losses on securities transferred to held to maturity: | | | | |
| | \$ (22) | \$ (14) | \$ (14) | Net interest income and other financing income |
| | 8 | 6 | 5 | Tax (expense) or benefit |
| | <u>\$ (14)</u> | <u>\$ (8)</u> | <u>\$ (9)</u> | Net of tax |
| Unrealized gains and (losses) on available for sale securities: | | | | |
| | \$ 6 | \$ 29 | \$ 27 | Securities gains, net |
| | (2) | (10) | (10) | Tax (expense) or benefit |
| | <u>\$ 4</u> | <u>\$ 19</u> | <u>\$ 17</u> | Net of tax |
| Gains (losses) on cash flow hedges: | | | | |
| Interest rate contracts | \$ 143 | \$ 153 | \$ 126 | Net interest income and other financing income |
| | (54) | (58) | (48) | Tax (expense) or benefit |
| | <u>\$ 89</u> | <u>\$ 95</u> | <u>\$ 78</u> | Net of tax |
| Amortization of defined benefit pension plans and other post employment benefits: | | | | |
| Prior service cost | \$ — | \$ (1) | \$ (1) ⁽²⁾ | |
| Actuarial gains (losses) | (34) | (47) | (24) ⁽²⁾ | |
| | (34) | (48) | (25) | Total before tax |
| | 12 | 17 | 9 | Tax (expense) or benefit |
| | <u>\$ (22)</u> | <u>\$ (31)</u> | <u>\$ (16)</u> | Net of tax |
| Total reclassifications for the period | <u>\$ 57</u> | <u>\$ 75</u> | <u>\$ 70</u> | Net of tax |

(1) Amounts in parentheses indicate reductions to net income.

(2) These accumulated other comprehensive income (loss) components are included in the computation of net periodic pension cost and are included in salaries and employee benefits on the consolidated statements of income (see Note 18 for additional details).

NOTE 16. EARNINGS (LOSS) PER COMMON SHARE

The following table sets forth the computation of basic earnings (loss) per common share and diluted earnings (loss) per common share for the years ended December 31:

| | 2016 | 2015 | 2014 |
|---|--------------------------------------|---------------|-----------------|
| | (In millions, except per share data) | | |
| Numerator: | | | |
| Income from continuing operations | \$ 1,158 | \$ 1,075 | \$ 1,134 |
| Preferred stock dividends | (64) | (64) | (52) |
| Income from continuing operations available to common shareholders | 1,094 | 1,011 | 1,082 |
| Income (loss) from discontinued operations, net of tax | 5 | (13) | 13 |
| Net income available to common shareholders | <u>\$ 1,099</u> | <u>\$ 998</u> | <u>\$ 1,095</u> |
| Denominator: | | | |
| Weighted-average common shares outstanding—basic | 1,255 | 1,325 | 1,375 |
| Potential common shares | 6 | 9 | 12 |
| Weighted-average common shares outstanding—diluted | <u>1,261</u> | <u>1,334</u> | <u>1,387</u> |
| Earnings per common share from continuing operations available to common shareholders⁽¹⁾: | | | |
| Basic | \$ 0.87 | \$ 0.76 | \$ 0.79 |
| Diluted | 0.87 | 0.76 | 0.78 |
| Earnings (loss) per common share from discontinued operations⁽¹⁾: | | | |
| Basic | \$ 0.00 | \$ (0.01) | \$ 0.01 |
| Diluted | 0.00 | (0.01) | 0.01 |
| Earnings per common share⁽¹⁾: | | | |
| Basic | \$ 0.87 | \$ 0.75 | \$ 0.80 |
| Diluted | 0.87 | 0.75 | 0.79 |

(1) Certain per share amounts may not appear to reconcile due to rounding.

For earnings per common share from discontinued operations, basic and diluted weighted-average common shares are the same for 2015 due to the Company experiencing net losses from discontinued operations.

The effect from the assumed exercise of 27 million, 29 million and 24 million in stock options, restricted stock units and awards and performance stock units for the years ended December 31, 2016, 2015 and 2014, respectively, was not included in the above computations of diluted earnings per common share because such amounts would have had an antidilutive effect on earnings per common share.

NOTE 17. SHARE-BASED PAYMENTS

Regions administers long-term incentive compensation plans that permit the granting of incentive awards in the form of stock options, restricted stock awards, performance awards and stock appreciation rights. While Regions has the ability to issue stock appreciation rights, none have been issued to date. The terms of all awards issued under these plans are determined by the Compensation Committee of the Board; however, no awards may be granted after the tenth anniversary from the date the plans were initially approved by stockholders. Incentive awards usually vest based on employee service, generally within three years from the date of the grant. The contractual lives of options granted under these plans are typically ten years from the date of the grant.

On April 23, 2015, the stockholders of the Company approved the Regions Financial Corporation 2015 LTIP, which permits the Company to grant to employees and directors various forms of incentive compensation. These forms of incentive compensation are similar to the types of compensation approved in prior plans. The 2015 LTIP authorizes 60 million common share equivalents available for grant, where grants of options and grants of full value awards (e.g., shares of restricted stock, restricted stock units and performance stock units) count as one share equivalent. Unless otherwise determined by the Compensation Committee of the Board, grants of restricted stock, restricted stock units, and performance stock units accrue dividends, or their notional equivalent, as they are declared by the Board, and are paid upon vesting of the award. Upon adoption of the 2015 LTIP, Regions closed the prior long-term incentive plan to new grants, and, accordingly, prospective grants must be made under the 2015 LTIP or a successor plan. All existing grants under prior long-term incentive plans are unaffected by adoption of the 2015 LTIP. The number of remaining share equivalents available for future issuance under the 2015 LTIP was approximately 48 million at December 31, 2016.

Grants of performance-based restricted stock typically have a three-year performance period, and shares vest within three years after the grant date. Restricted stock units typically have a vesting period of three years. Grantees of restricted stock awards or units must either remain employed with the Company for certain periods from the date of grant in order for shares to be released or issued or retire after meeting the standards of a retiree, at which time shares would be issued and released. The terms of these plans generally stipulate that the exercise price of options may not be less than the fair market value of Regions common stock at the date the options are granted; however, under prior stock option plans, non-qualified options could be granted with a lower exercise price than the fair market value of Regions' common stock on the date of grant. The contractual life of options granted under these plans is typically ten years from the date of grant. Regions issues new shares from authorized reserves upon exercise.

The following table summarizes the elements of compensation cost recognized in the consolidated statements of income for the years ended December 31:

| | 2016 | 2015 | 2014 |
|--|---------------|--------------|--------------|
| | (In millions) | | |
| Compensation cost of share-based compensation awards: | | | |
| Restricted stock awards | \$ 52 | \$ 50 | \$ 47 |
| Stock options | — | — | 1 |
| Tax benefits related to compensation cost | (20) | (19) | (18) |
| Compensation cost of share-based compensation awards, net of tax | <u>\$ 32</u> | <u>\$ 31</u> | <u>\$ 30</u> |

STOCK OPTIONS

The following table summarizes the activity for 2016, 2015 and 2014 related to stock options:

| | Number of Options | Weighted- Average Exercise Price | Aggregate Intrinsic Value (In millions) | Weighted- Average Remaining Contractual Term |
|----------------------------------|----------------------|---|---|--|
| Outstanding at December 31, 2013 | 32,127,235 | \$ 22.81 | \$ 35 | 3.46 yrs. |
| Granted | — | — | | |
| Exercised | (2,249,932) | 4.61 | | |
| Forfeited or expired | (4,560,627) | 30.32 | | |
| Outstanding at December 31, 2014 | 25,316,676 | \$ 23.07 | \$ 28 | 2.83 yrs. |
| Granted | — | — | | |
| Exercised | (546,455) | 6.93 | | |
| Forfeited or expired | (5,420,064) | 31.88 | | |
| Outstanding at December 31, 2015 | 19,350,157 | \$ 21.06 | \$ 20 | 2.45 yrs. |
| Granted | — | — | | |
| Exercised | (1,954,064) | 5.80 | | |
| Forfeited or expired | (3,941,046) | 34.39 | | |
| Outstanding at December 31, 2016 | <u>13,455,047</u> | <u>\$ 19.37</u> | <u>\$ 34</u> | <u>1.83 yrs.</u> |
| Exercisable at December 31, 2016 | <u>13,455,047</u> | <u>\$ 19.37</u> | <u>\$ 34</u> | <u>1.83 yrs.</u> |

The aggregate intrinsic value of exercised options was \$17 million for 2016, \$5 million for 2015, and \$13 million for 2014. Cash received from options exercised was \$11 million, \$4 million, and \$10 million in 2016, 2015, and 2014, respectively. The actual tax benefit realized for the tax deductions from options exercised totaled \$4 million for 2016, \$1 million for 2015, and \$5 million for 2014.

RESTRICTED STOCK AWARDS AND PERFORMANCE STOCK AWARDS

During 2016, 2015 and 2014 Regions made restricted stock grants that vest upon satisfaction of service conditions and restricted stock award and performance stock award grants that vest based upon service conditions and performance conditions. Dividend payments during the vesting period are deferred to the end of the vesting term. The fair value of these restricted shares, restricted stock units and performance stock units was estimated based upon the fair value of the underlying shares on the date of the grant. The valuation was not adjusted for the deferral of dividends.

Activity related to restricted stock awards and performance stock awards for 2016, 2015 and 2014 is summarized as follows:

| | Number of Shares/Units | Weighted-Average Grant Date Fair Value |
|---------------------------------|---------------------------|--|
| Non-vested at December 31, 2013 | 16,212,198 | \$ 6.83 |
| Granted | 5,368,113 | 11.22 |
| Vested | (2,626,683) | 6.82 |
| Forfeited | (526,219) | 8.09 |
| Non-vested at December 31, 2014 | 18,427,409 | \$ 8.07 |
| Granted | 6,670,905 | 9.22 |
| Vested | (8,222,576) | 6.09 |
| Forfeited | (501,496) | 8.81 |
| Non-vested at December 31, 2015 | 16,374,242 | \$ 9.51 |
| Granted | 6,867,672 | 7.93 |
| Vested | (5,829,974) | 8.28 |
| Forfeited | (852,998) | 9.07 |
| Non-vested at December 31, 2016 | 16,558,942 | \$ 9.31 |

As of December 31, 2016, the pre-tax amount of non-vested stock options, restricted stock, restricted stock units and performance stock units not yet recognized was \$48 million, which will be recognized over a weighted-average period of 1.72 years. The total fair value of shares vested during the years ended December 31, 2016, 2015, and 2014, was \$47 million, \$82 million, and \$27 million, respectively. No share-based compensation costs were capitalized during the years ended December 31, 2016, 2015 and 2014.

NOTE 18. EMPLOYEE BENEFIT PLANS

PENSION AND OTHER POSTRETIREMENT BENEFITS

Effective January 1, 2016, Regions separated its defined benefit pension plan qualified under the Internal Revenue Code into two plans. The new plan was created primarily for participants who were actively employed on January 1, 2016 and all other participants were retained in the existing plan. Regions' defined benefit pension plans cover only certain employees as the pension plans are closed to new entrants. Benefits under the pension plans are based on years of service and the employee's highest five consecutive years of compensation during the last ten years of employment. Regions' funding policy is to contribute annually at least the amount required by IRS minimum funding standards. Contributions are intended to provide not only for benefits attributed to service to date, but also for those expected to be earned in the future.

The Company also sponsors a SERP, which is a non-qualified pension plan that provides certain senior executive officers defined benefits in relation to their compensation. Actuarially determined pension expense is charged to current operations using the projected unit credit method. All defined benefit plans are referred to as "the plans" throughout the remainder of this footnote.

The following table sets forth the plans' change in benefit obligation, plan assets and funded status, using a December 31 measurement date, and amounts recognized in the consolidated balance sheets at December 31:

| | Qualified Plans | | Non-qualified Plans | | Total | |
|---|-----------------|-----------------|---------------------|-----------------|-----------------|-----------------|
| | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 |
| (In millions) | | | | | | |
| Change in benefit obligation | | | | | | |
| Projected benefit obligation, beginning of year | \$ 1,895 | \$ 2,044 | \$ 167 | \$ 172 | \$ 2,062 | \$ 2,216 |
| Service cost | 35 | 40 | 4 | 4 | 39 | 44 |
| Interest cost | 73 | 84 | 5 | 6 | 78 | 90 |
| Actuarial (gains) losses | 67 | (107) | 13 | 1 | 80 | (106) |
| Benefit payments | (88) | (163) | (10) | (7) | (98) | (170) |
| Administrative expenses | (3) | (3) | — | — | (3) | (3) |
| Plan settlements | — | — | — | (9) | — | (9) |
| Plan amendments | — | — | 1 | — | 1 | — |
| Projected benefit obligation, end of year | <u>\$ 1,979</u> | <u>\$ 1,895</u> | <u>\$ 180</u> | <u>\$ 167</u> | <u>\$ 2,159</u> | <u>\$ 2,062</u> |
| Change in plan assets | | | | | | |
| Fair value of plan assets, beginning of year | \$ 1,930 | \$ 1,859 | \$ — | \$ — | \$ 1,930 | \$ 1,859 |
| Actual return on plan assets | 151 | (13) | — | — | 151 | (13) |
| Company contributions | — | 250 | 10 | 16 | 10 | 266 |
| Benefit payments | (88) | (163) | (10) | (7) | (98) | (170) |
| Administrative expenses | (3) | (3) | — | — | (3) | (3) |
| Plan settlements | — | — | — | (9) | — | (9) |
| Fair value of plan assets, end of year | <u>\$ 1,990</u> | <u>\$ 1,930</u> | <u>\$ —</u> | <u>\$ —</u> | <u>\$ 1,990</u> | <u>\$ 1,930</u> |
| Funded status and accrued benefit cost at measurement date | <u>\$ 11</u> | <u>\$ 35</u> | <u>\$ (180)</u> | <u>\$ (167)</u> | <u>\$ (169)</u> | <u>\$ (132)</u> |
| Amount recognized in the Consolidated Balance Sheets: | | | | | | |
| Noncurrent assets | \$ 37 | \$ 35 | \$ — | \$ — | \$ 37 | \$ 35 |
| Current liabilities | — | — | (42) | (11) | (42) | (11) |
| Noncurrent liabilities | (26) | — | (138) | (156) | (164) | (156) |
| Other assets (liabilities) | <u>\$ 11</u> | <u>\$ 35</u> | <u>\$ (180)</u> | <u>\$ (167)</u> | <u>\$ (169)</u> | <u>\$ (132)</u> |
| Pre-tax amounts recognized in Accumulated Other Comprehensive (Income) Loss: | | | | | | |
| Net actuarial loss (gain) | \$ 637 | \$ 607 | \$ 52 | \$ 42 | \$ 689 | \$ 649 |
| Prior service cost (credit) | — | — | 1 | — | 1 | — |
| | <u>\$ 637</u> | <u>\$ 607</u> | <u>\$ 53</u> | <u>\$ 42</u> | <u>\$ 690</u> | <u>\$ 649</u> |

The accumulated benefit obligation for the qualified plans was \$1.8 billion as of both December 31, 2016 and 2015. Total plan assets exceeded the corresponding accumulated benefit obligation for the qualified plans as of both December 31, 2016 and 2015. The accumulated benefit obligation for the non-qualified plans was \$166 million and \$162 million as of December 31, 2016 and 2015, respectively, which exceeded all corresponding plan assets for each period. Net periodic pension cost, which is recorded in salaries and employee benefits on the consolidated statements of income, included the following components for the years ended December 31:

| | Qualified Plans | | | Non-qualified Plans | | | Total | | |
|-------------------------------------|-----------------|-------|-------|---------------------|-------|-------|-------|-------|-------|
| | 2016 | 2015 | 2014 | 2016 | 2015 | 2014 | 2016 | 2015 | 2014 |
| | (In millions) | | | | | | | | |
| Service cost | \$ 35 | \$ 40 | \$ 34 | \$ 4 | \$ 4 | \$ 4 | \$ 39 | \$ 44 | \$ 38 |
| Interest cost | 73 | 84 | 87 | 5 | 6 | 7 | 78 | 90 | 94 |
| Expected return on plan assets | (145) | (152) | (138) | — | — | — | (145) | (152) | (138) |
| Amortization of actuarial loss | 31 | 43 | 21 | 3 | 4 | 3 | 34 | 47 | 24 |
| Amortization of prior service cost | — | — | — | — | 1 | 1 | — | 1 | 1 |
| Settlement charge | — | — | — | — | 2 | 3 | — | 2 | 3 |
| Net periodic pension (benefit) cost | \$ (6) | \$ 15 | \$ 4 | \$ 12 | \$ 17 | \$ 18 | \$ 6 | \$ 32 | \$ 22 |

The settlement charge relates to the settlement of liabilities under the SERP for certain executive officers during the fourth quarter of 2015 and the second quarter of 2014.

The estimated amounts that will be amortized from accumulated other comprehensive income (loss) into net periodic benefit cost in 2017 are as follows:

| | Qualified Plans | | Non-qualified Plans | |
|--------------------|-----------------|----|---------------------|---|
| | (In millions) | | | |
| Actuarial loss | \$ | 32 | \$ | 4 |
| Prior service cost | | — | | 1 |
| | \$ | 32 | \$ | 5 |

The assumptions used to determine benefit obligations at December 31 are as follows:

| | Qualified Plans | | Non-qualified Plans | |
|--------------------------------------|-----------------|-------|---------------------|-------|
| | 2016 | 2015 | 2016 | 2015 |
| Discount rate | 4.32% | 4.60% | 3.93% | 4.20% |
| Rate of annual compensation increase | 3.75% | 3.75% | 3.75% | 3.75% |

The weighted-average assumptions used to determine net periodic benefit cost for the years ended December 31 are as follows:

| | Qualified Plans | | | Non-qualified Plans | | |
|--|-----------------|-------|-------|---------------------|-------|-------|
| | 2016 | 2015 | 2014 | 2016 | 2015 | 2014 |
| Discount rate | 4.56% | 4.20% | 5.00% | 4.19% | 3.75% | 4.50% |
| Expected long-term rate of return on plan assets | 7.75% | 7.75% | 7.75% | N/A | N/A | N/A |
| Rate of annual compensation increase | 3.75% | 3.75% | 3.75% | 3.75% | 3.75% | 3.75% |

Regions utilizes a disaggregated approach in the estimation of the service and interest components of net periodic pension costs by applying the specific spot rates along the yield curve used in the determination of the benefit obligation to the relevant projected cash flows. This provides a more precise measurement of service and interest costs by improving the correlation between projected benefit cash flows and the corresponding spot yield curve rates.

The expected long-term rate of return on the qualified plans' assets is based on an estimated reasonable range of probable returns. The assumption is established by considering historical and anticipated return of the asset classes invested in by the qualified plans and the allocation strategy currently in place among those classes. Management chose a point within the range based on the probability of achievement combined with incremental returns attributable to active management. For 2017, the expected long-term rate of return on plan assets is 7.25%.

The qualified pension plans' investment strategy is continuing to shift from focusing on maximizing asset returns to minimizing funding ratio volatility, with a planned increase in the allocation to bonds. The combined target asset allocation is 51 percent equities, 32 percent fixed income securities and 17 percent in all other types of investments. Equity securities include investments in large and small/mid cap companies primarily located in the U.S., international equities, and private equities. Fixed income securities include investments in corporate and government bonds, asset-backed securities and any other fixed income investments as allowed by respective prospectuses and other offering documents. Other types of investments may include hedge funds and real estate funds that follow several different strategies. The plans' assets are highly diversified with respect to asset class, security

and manager. Investment risk is controlled with the plans' assets rebalancing to target allocations on a periodic basis and continual monitoring of investment managers' performance relative to the investment guidelines established with each investment manager.

Regions' qualified pension plans have a portion of their investments in Regions' common stock. At December 31, 2016, the plans held 2,855,618 shares, which represents a total market value of approximately \$41 million, or approximately 2.06 percent of the plans' assets.

The following table presents the fair value of Regions' qualified pension plans' financial assets as of December 31:

| | 2016 | | | | 2015 | | | |
|---|---------------|---------|---------|------------|---------|---------|---------|------------|
| | Level 1 | Level 2 | Level 3 | Fair Value | Level 1 | Level 2 | Level 3 | Fair Value |
| | (In millions) | | | | | | | |
| Cash and cash equivalents | \$ 52 | \$ — | \$ — | \$ 52 | \$ 27 | \$ — | \$ — | \$ 27 |
| Fixed income securities: | | | | | | | | |
| U.S. Treasury and federal agency securities | — | 144 | — | 144 | — | 141 | — | 141 |
| Corporate bonds | — | 170 | — | 170 | — | 156 | — | 156 |
| Total fixed income securities | \$ — | \$ 314 | \$ — | \$ 314 | \$ — | \$ 297 | \$ — | \$ 297 |
| Equity securities: | | | | | | | | |
| Domestic | 303 | — | — | 303 | 267 | — | — | 267 |
| International | 21 | — | — | 21 | 18 | — | — | 18 |
| Total equity securities | \$ 324 | \$ — | \$ — | \$ 324 | \$ 285 | \$ — | \$ — | \$ 285 |
| International mutual funds | \$ 192 | \$ — | \$ — | \$ 192 | \$ 155 | \$ — | \$ — | \$ 155 |
| Total assets in the fair value hierarchy | \$ 568 | \$ 314 | \$ — | \$ 882 | \$ 467 | \$ 297 | \$ — | \$ 764 |
| Collective trust funds: | | | | | | | | |
| Fixed income fund ⁽¹⁾ | | | | \$ 320 | | | | \$ 315 |
| Common stock fund ⁽¹⁾ | | | | 244 | | | | 251 |
| International fund ⁽¹⁾ | | | | 182 | | | | 177 |
| Total collective trust funds | | | | \$ 746 | | | | \$ 743 |
| Hedge funds measured at NAV ⁽¹⁾ | | | | \$ 16 | | | | \$ 93 |
| Real estate funds measured at NAV ⁽¹⁾ | | | | \$ 239 | | | | \$ 236 |
| Private equity funds measured at NAV ⁽¹⁾ | | | | \$ 107 | | | | \$ 93 |
| Other assets measured at NAV ⁽¹⁾ | | | | \$ — | | | | \$ 1 |
| | | | | \$ 1,990 | | | | \$ 1,930 |

(1) In accordance with accounting guidance, which was adopted by Regions in 2016 and applied retrospectively, investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient are no longer required to be classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of amounts reported in the fair value hierarchy to amounts reported on the balance sheet. See Note 1 for further discussion.

For all investments, the plans attempt to use quoted market prices of identical assets on active exchanges, or Level 1 measurements. Where such quoted market prices are not available, the plans typically employ quoted market prices of similar instruments (including matrix pricing) and/or discounted cash flows to estimate a value of these securities, or Level 2 measurements. Level 2 discounted cash flow analyses are typically based on market interest rates, prepayment speeds and/or option adjusted spreads.

Investments held in the plans consist of cash and cash equivalents, fixed income securities (U.S. Treasury, federal agency securities, mortgage-backed securities, collateralized mortgage obligations, obligations of states and political subdivisions and corporate bonds), equity securities (primarily common stock and mutual funds), collective trust funds, hedge funds, real estate funds, private equity and other assets and are recorded at fair value on a recurring basis. See Note 1 for a description of valuation methodologies related to U.S. Treasuries, federal agency securities, mortgage-backed securities, obligations of states and political subdivisions and equity securities. The methodology described in Note 1 for other debt securities is applicable to corporate bonds.

Mutual funds are valued based on quoted market prices of identical assets on active exchanges; these valuations are Level 1 measurements. Collective trust funds, hedge funds, real estate funds, private equity funds and other assets are valued based on net asset value or the valuation of the limited partner's portion of the equity of the fund. Third party fund managers provide these valuations based primarily on estimated valuations of underlying investments.

Information about the expected cash flows for the qualified and non-qualified plans is as follows:

| | Qualified | Non-qualified | |
|---|---------------|---------------|-------|
| | (In millions) | | |
| Expected Employer Contributions: | | | |
| 2017 | \$ | — | \$ 42 |
| Expected Benefit Payments: | | | |
| 2017 | \$ | 92 | \$ 42 |
| 2018 | | 94 | 10 |
| 2019 | | 97 | 11 |
| 2020 | | 100 | 11 |
| 2021 | | 104 | 23 |
| Next five years | | 573 | 61 |

OTHER PLANS

Regions has a defined-contribution 401(k) plan that includes a Company match of eligible employee contributions. Eligible employees include those who have been employed for one year and have worked a minimum of 1,000 hours. Prior to 2015, the Company match was initially invested in Regions common stock. Effective January 1, 2015, the Company match is invested based on the employees' allocation elections. In 2016, 2015 and 2014, Regions provided an automatic 2 percent cash 401(k) contribution to eligible employees regardless of whether or not they were contributing to the 401(k) plan. To receive this contribution, employees must be employed at the end of the year and not actively accruing a benefit in the Regions' pension plan. Regions' cash contribution was approximately \$17 million, \$15 million and \$14 million for 2016, 2015 and 2014, respectively. Eligible employees who are already contributing to the 401(k) plan will continue to receive up to a 4 percent Company match plus the automatic 2 percent cash contribution. Regions' match to the 401(k) plan on behalf of employees totaled \$45 million, \$40 million and \$37 million in 2016, 2015 and 2014, respectively. Regions' 401(k) plan held 29 million shares and 34 million shares of Regions common stock at December 31, 2016 and 2015, respectively. The 401(k) plan received approximately \$9 million, \$8 million and \$6 million in dividends on Regions common stock for the years ended December 31, 2016, 2015 and 2014, respectively.

Regions also sponsors defined benefit postretirement health care plans that cover certain retired employees. For these certain employees retiring before normal retirement age, the Company currently pays a portion of the costs of certain health care benefits until the retired employee becomes eligible for Medicare. Certain retirees, participating in plans of acquired entities, are offered a Medicare supplemental benefit. The plan is contributory and contains other cost-sharing features such as deductibles and co-payments. Retiree health care benefits, as well as similar benefits for active employees, are provided through a self-insured program in which Company and retiree costs are based on the amount of benefits paid. The Company's policy is to fund the Company's share of the cost of health care benefits in amounts determined at the discretion of management. Postretirement life insurance is also provided to a grandfathered group of employees and retirees. The assumed health care cost trend rate for postretirement medical benefits was 6.4 percent for 2016 and is assumed to decrease gradually to 4.5 percent by 2027 and remain at that level thereafter. A one-percentage point change in assumed health care cost trend rates would have an immaterial effect on total service cost and interest cost components as well as the related postretirement obligations. There was no material impact from other postretirement benefits on the consolidated statements of income for the years ended December 31, 2016, 2015 and 2014. The projected benefit obligation for these plans was \$20 million and \$23 million as of December 31, 2016 and 2015, respectively.

NOTE 19. OTHER NON-INTEREST INCOME AND EXPENSE

The following is a detail of other non-interest income from continuing operations for the years ended December 31:

| | <u>2016</u> | <u>2015</u> | <u>2014</u> |
|---|---------------|---------------|---------------|
| | (In millions) | | |
| Capital markets fee income and other | \$ 152 | \$ 104 | \$ 73 |
| Insurance commissions and fees | 148 | 140 | 124 |
| Bank-owned life insurance | 95 | 74 | 85 |
| Commercial credit fee income | 73 | 76 | 61 |
| Investment services fee income | 58 | 55 | 43 |
| Insurance proceeds | 50 | 91 | — |
| Net revenue from affordable housing | 17 | 24 | 16 |
| Market value adjustments on employee benefit assets | 3 | (3) | 4 |
| Other miscellaneous income | 99 | 91 | 99 |
| | <u>\$ 695</u> | <u>\$ 652</u> | <u>\$ 505</u> |

The following is a detail of other non-interest expense from continuing operations for the years ended December 31:

| | <u>2016</u> | <u>2015</u> | <u>2014</u> |
|--|-----------------|-----------------|---------------|
| | (In millions) | | |
| Outside services | \$ 154 | \$ 149 | \$ 131 |
| Marketing | 101 | 98 | 95 |
| FDIC insurance assessments | 99 | 105 | 75 |
| Professional, legal and regulatory expenses | 89 | 137 | 235 |
| Branch consolidation, property and equipment charges | 58 | 56 | 16 |
| Credit/checkcard expenses | 55 | 54 | 44 |
| Provision (credit) for unfunded credit losses | 17 | (13) | (13) |
| Visa class B shares expense | 15 | 9 | 12 |
| Loss on early extinguishment of debt | 14 | 43 | — |
| Gain on sale of TDRs held for sale, net | — | — | (35) |
| Other miscellaneous expenses | 437 | 422 | 407 |
| | <u>\$ 1,039</u> | <u>\$ 1,060</u> | <u>\$ 967</u> |

NOTE 20. INCOME TAXES

The components of income tax expense from continuing operations for the years ended December 31 were as follows:

| | 2016 | 2015 | 2014 |
|-------------------------------------|---------------|---------------|---------------|
| | (In millions) | | |
| Current income tax expense: | | | |
| Federal | \$ 444 | \$ 293 | \$ 359 |
| State | 21 | 7 | 15 |
| Total current expense | <u>\$ 465</u> | <u>\$ 300</u> | <u>\$ 374</u> |
| Deferred income tax expense: | | | |
| Federal | \$ 2 | \$ 115 | \$ 107 |
| State | 47 | 40 | 67 |
| Total deferred expense | <u>\$ 49</u> | <u>\$ 155</u> | <u>\$ 174</u> |
| Total income tax expense | <u>\$ 514</u> | <u>\$ 455</u> | <u>\$ 548</u> |

Note: The table above does not include income tax expense (benefit) from discontinued operations of \$3 million, \$(9) million, \$8 million in 2016, 2015 and 2014, respectively. The deferred income tax expense reflected in discontinued operations was \$18 million, \$46 million and \$22 million in 2016, 2015 and 2014, respectively. Amounts above for 2014 have been restated to reflect the first quarter 2015 adoption of new guidance related to the accounting for investments in qualified affordable housing projects.

Income tax expense does not reflect the tax effects of unrealized losses on securities transferred to held to maturity, unrealized gains and losses on securities available for sale, unrealized gains and losses on derivative instruments and the net change from defined benefit pension plans and other post retirement benefits. Refer to Note 15 for additional information on stockholders' equity and accumulated other comprehensive income (loss).

The income tax effects resulting from stock transactions under the Company's compensation plans were an increase to stockholders' equity of \$2 million in 2016, \$12 million in 2015 and \$6 million in 2014. The income tax effects of these transactions reduced the Company's deferred tax asset by \$2 million, zero and zero in 2016, 2015 and 2014, respectively.

Income taxes from continuing operations for financial reporting purposes differs from the amount computed by applying the statutory federal income tax rate of 35 percent for the years ended December 31, as shown in the following table:

| | 2016 | 2015 | 2014 |
|--|-----------------------|---------------|---------------|
| | (Dollars in millions) | | |
| Tax on income from continuing operations computed at statutory federal income tax rate | \$ 585 | \$ 535 | \$ 589 |
| Increase (decrease) in taxes resulting from: | | | |
| State income tax, net of federal tax effect | 44 | 30 | 53 |
| Affordable housing investment amortization, net of tax benefits | (50) | (47) | (45) |
| Tax-exempt interest | (49) | (44) | (36) |
| Bank-owned life insurance | (37) | (30) | (33) |
| Lease financing | 28 | 18 | 25 |
| Other, net | (7) | (7) | (5) |
| Income tax expense | <u>\$ 514</u> | <u>\$ 455</u> | <u>\$ 548</u> |
| Effective tax rate | <u>30.7%</u> | <u>29.7%</u> | <u>32.6%</u> |

Note: Amounts above for 2014 have been restated to reflect the first quarter 2015 adoption of new guidance related to the accounting for investments in qualified affordable housing projects. Income tax expense includes amortization of affordable housing investments of \$117 million, \$103 million and \$90 million for 2016, 2015 and 2014, respectively. Income tax expense for 2015 includes a benefit of \$15 million related to an improved methodology implemented to estimate the effective state tax rate.

Significant components of the Company's net deferred tax asset at December 31 are listed below:

| | 2016 | 2015 |
|---|---------------|--------|
| | (In millions) | |
| Deferred tax assets: | | |
| Allowance for loan losses | \$ 447 | \$ 445 |
| Unrealized gains and losses included in stockholders' equity | 338 | 233 |
| Accrued expenses | 92 | 123 |
| State net operating loss carryforwards, net of federal tax effect | 88 | 116 |
| Employee benefits and deferred compensation | 37 | 25 |
| Federal tax credit carryforwards | 13 | 13 |
| Other | 59 | 64 |
| Total deferred tax assets | 1,074 | 1,019 |
| Less: valuation allowance | (30) | (29) |
| Total deferred tax assets less valuation allowance | 1,044 | 990 |
| Deferred tax liabilities: | | |
| Lease financing | 424 | 431 |
| Goodwill and intangibles | 156 | 165 |
| Mortgage servicing rights | 93 | 83 |
| Fixed assets | 15 | 27 |
| Other | 48 | 30 |
| Total deferred tax liabilities | 736 | 736 |
| Net deferred tax asset | \$ 308 | \$ 254 |

The following table provides details of the Company's tax carryforwards at December 31, 2016, including the expiration dates, any related valuation allowance and the amount of taxable earnings necessary to fully realize each net deferred tax asset balance:

| | Expiration Dates | Deferred Tax Asset Balance | Valuation Allowance | Net Deferred Tax Asset Balance | Pre-Tax Earnings Necessary to Realize ⁽¹⁾ |
|---------------------------------------|---------------------|----------------------------|---------------------|--------------------------------|--|
| | (In millions) | | | | |
| Alternate minimum tax credits-federal | None ⁽²⁾ | \$ 13 | \$ — | \$ 13 | N/A |
| Net operating losses-states | 2017-2021 | 42 | (8) | 34 | 827 |
| Net operating losses-states | 2022-2028 | 37 | (19) | 18 | 432 |
| Net operating losses-states | 2029-2036 | 9 | (2) | 7 | 162 |
| Other credits-states | 2017-2021 | 3 | (1) | 2 | N/A |
| Other credits-states | 2022-2028 | 1 | — | 1 | N/A |

(1) N/A indicates that credits are not measured on a pre-tax basis.

(2) Alternative minimum tax credits can be carried forward indefinitely.

Of the \$308 million net deferred tax asset, \$75 million relates to net operating losses and tax credit carryforwards, \$55 million of which expires before 2029 (as detailed in the table above). The remaining \$233 million of net deferred tax assets do not have a set expiration date at December 31, 2016.

The Company's determination of the realization of the net deferred tax asset is based on its assessment of all available positive and negative evidence. At December 31, 2016, positive evidence supporting the realization of the deferred tax assets includes generation of taxable income for the two prior tax years. In addition, the reversal of taxable temporary differences, excluding goodwill and including the accretion of taxable temporary differences related to leveraged leases acquired in a previous business combination, will offset approximately \$665 million of the gross deferred tax asset.

The Company believes that a portion of the state net operating loss carryforwards and state tax credit carryforwards will not be realized due to the length of certain state carryforward periods. Accordingly, a valuation allowance has been established in the amount of \$30 million against such benefits at December 31, 2016 compared to \$29 million at December 31, 2015.

A reconciliation of the beginning and ending amount of unrecognized tax benefits (“UTBs”) is as follows:

| | 2016 | 2015 | 2014 |
|--|---------------|--------------|--------------|
| | (In millions) | | |
| Balance at beginning of year | \$ 38 | \$ 50 | \$ 51 |
| Additions based on tax positions related to the current year | 3 | 2 | 3 |
| Reductions based on tax positions taken in a prior period | (6) | (8) | (1) |
| Settlements | (3) | (6) | (3) |
| Expiration of statute of limitations | (1) | — | — |
| Balance at end of year | <u>\$ 31</u> | <u>\$ 38</u> | <u>\$ 50</u> |

The Company files U.S. federal, state, and local income tax returns. The Company’s federal income tax returns are no longer subject to examination by the IRS for taxable years prior to 2012. In 2015, the Company entered the IRS’s Compliance Assurance Process program and is currently under examination for 2015 and 2016. The Company has been notified that 2017 will be included under this program. With few exceptions, the Company is no longer subject to state and local income tax examinations for tax years before 2009. Currently, there are disputed tax positions with certain states, including positions regarding investment and intellectual property subsidiaries. The Company continues to evaluate these positions and intends to defend proposed adjustments made by these tax authorities. The Company does not anticipate that the ultimate resolution of these examinations will result in a material change to its business, financial position, results of operations or cash flows.

As a result of the potential resolution of certain federal and state income tax positions, it is reasonably possible that the UTBs could decrease as much as \$23 million during the next twelve months, since resolved items will be removed from the balance whether their resolution results in payment or recognition in earnings.

As of December 31, 2016, 2015 and 2014, the balance of the Company’s UTBs that would reduce the effective tax rate, if recognized, was \$20 million, \$24 million and \$34 million, respectively. The remainder of the UTB balance has indirect tax benefits in other jurisdictions or is the tax effect of temporary differences.

Income tax expense for 2016, 2015 and 2014, includes a total expense (benefit) of \$1 million, \$(1) million and \$1 million, respectively, for interest expense, interest income and penalties before the impact of any applicable federal and state deductions. As of December 31, 2016 and 2015, the Company had a liability of \$4 million and \$3 million, respectively, for interest and penalties related to income taxes, before the impact of any applicable federal and state deductions.

NOTE 21. DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES

The following tables present the notional amount and estimated fair value of derivative instruments on a gross basis as of December 31, 2016 and 2015.

| | 2016 | | | 2015 | | |
|---|------------------|----------------------|---------------------|------------------|----------------------|---------------------|
| | Notional Amount | Estimated Fair Value | | Notional Amount | Estimated Fair Value | |
| | | Gain ⁽¹⁾ | Loss ⁽¹⁾ | | Gain ⁽¹⁾ | Loss ⁽¹⁾ |
| (In millions) | | | | | | |
| Derivatives in fair value hedging relationships: | | | | | | |
| Interest rate swaps | \$ 2,257 | \$ 7 | \$ 40 | \$ 2,450 | \$ 5 | \$ 27 |
| Derivatives in cash flow hedging relationships: | | | | | | |
| Interest rate swaps | 9,000 | 19 | 269 | 9,800 | 109 | 9 |
| Total derivatives designated as hedging instruments | <u>\$ 11,257</u> | <u>\$ 26</u> | <u>\$ 309</u> | <u>\$ 12,250</u> | <u>\$ 114</u> | <u>\$ 36</u> |
| Derivatives not designated as hedging instruments: | | | | | | |
| Interest rate swaps | \$ 41,851 | \$ 412 | \$ 467 | \$ 40,612 | \$ 496 | \$ 528 |
| Interest rate options | 3,877 | 24 | 12 | 3,441 | 11 | 1 |
| Interest rate futures and forward commitments | 18,605 | 11 | 6 | 17,288 | 5 | 6 |
| Other contracts | 5,813 | 106 | 93 | 4,367 | 200 | 187 |
| Total derivatives not designated as hedging instruments | <u>\$ 70,146</u> | <u>\$ 553</u> | <u>\$ 578</u> | <u>\$ 65,708</u> | <u>\$ 712</u> | <u>\$ 722</u> |
| Total derivatives | <u>\$ 81,403</u> | <u>\$ 579</u> | <u>\$ 887</u> | <u>\$ 77,958</u> | <u>\$ 826</u> | <u>\$ 758</u> |

(1) Derivatives in a gain position are recorded as other assets and derivatives in a loss position are recorded as other liabilities on the consolidated balance sheets.

HEDGING DERIVATIVES

Derivatives entered into to manage interest rate risk and facilitate asset/liability management strategies are designated as hedging derivatives. Derivative financial instruments that qualify in a hedging relationship are classified, based on the exposure being hedged, as either fair value hedges or cash flow hedges. Additional information regarding accounting policies for derivatives is described in Note 1 "Summary of Significant Accounting Policies."

FAIR VALUE HEDGES

Fair value hedge relationships mitigate exposure to the change in fair value of an asset, liability or firm commitment.

Regions enters into interest rate swap agreements to manage interest rate exposure on the Company's fixed-rate borrowings, which includes long-term debt and certificates of deposit. These agreements involve the receipt of fixed-rate amounts in exchange for floating-rate interest payments over the life of the agreements. Regions enters into interest rate swap agreements to manage interest rate exposure on certain of the Company's fixed-rate available for sale debt securities. These agreements involve the payment of fixed-rate amounts in exchange for floating-rate interest receipts.

CASH FLOW HEDGES

Cash flow hedge relationships mitigate exposure to the variability of future cash flows or other forecasted transactions.

Regions enters into interest rate swap agreements to manage overall cash flow changes related to interest rate risk exposure on LIBOR-based loans. The agreements effectively modify the Company's exposure to interest rate risk by utilizing receive fixed/pay LIBOR interest rate swaps.

Regions issues long-term fixed-rate debt for various funding needs. Regions may enter into receive LIBOR/pay fixed forward starting swaps to hedge risks of changes in the projected quarterly interest payments attributable to changes in the benchmark interest rate (LIBOR) during the time leading up to the probable issuance date of the new long-term fixed-rate debt.

Regions recognized an unrealized after-tax gain of \$166 million and \$18 million in accumulated other comprehensive income (loss) at December 31, 2016 and 2015, respectively, related to terminated cash flow hedges of loan instruments which will be amortized into earnings in conjunction with the recognition of interest payments through 2025. Regions recognized pre-tax income

of \$68 million and \$42 million during the years ended December 31, 2016 and 2015, respectively related to the amortization of cash flow hedges of loan instruments.

Regions expects to reclassify out of accumulated other comprehensive income (loss) and into earnings approximately \$98 million in pre-tax income due to the receipt or payment of interest payments on all cash flow hedges within the next twelve months. Included in this amount is \$70 million in pre-tax net gains related to the amortization of discontinued cash flow hedges. The maximum length of time over which Regions is hedging its exposure to the variability in future cash flows for forecasted transactions is approximately nine years as of December 31, 2016.

The following tables present the effect of hedging derivative instruments on the consolidated statements of income for the years ended December 31:

| | Gain or (Loss) Recognized in Income on Derivatives | | | Location of Amounts Recognized in Income on Derivatives and Related Hedged Item | Gain or (Loss) Recognized in Income on Related Hedged Item | | |
|-------------------------------|---|---------------|----------------|---|---|--------------|--------------|
| | 2016 | 2015 | 2014 | | 2016 | 2015 | 2014 |
| | (In millions) | | | | (In millions) | | |
| Fair Value Hedges: | | | | | | | |
| Interest rate swaps on: | | | | | | | |
| Debt/CDs | \$ 12 | \$ 17 | \$ 24 | Interest expense | \$ (3) | \$ 4 | \$ 19 |
| Debt/CDs | (33) | (1) | (6) | Other non-interest expense | 32 | 1 | 9 |
| Securities available for sale | (9) | (14) | (16) | Interest income | — | — | — |
| Securities available for sale | — | (8) | (60) | Other non-interest expense | (2) | 6 | 51 |
| Total | \$ (30) | \$ (6) | \$ (58) | | \$ 27 | \$ 11 | \$ 79 |

| | Gain or (Loss) Recognized in AOCI ⁽¹⁾ | | | Location of Amounts Reclassified from AOCI into Income | Gain or (Loss) Reclassified from AOCI into Income ⁽²⁾ | | |
|--------------------------|---|--------------|--------------|---|---|---------------|---------------|
| | 2016 | 2015 | 2014 | | 2016 | 2015 | 2014 |
| | (In millions) | | | | (In millions) | | |
| Cash Flow Hedges: | | | | | | | |
| Interest rate swaps | \$ (64) | \$ 42 | \$ 15 | Interest income on loans | \$ 143 | \$ 153 | \$ 131 |
| Forward starting swaps | — | — | 3 | Interest expense on debt | — | — | (5) |
| Total | \$ (64) | \$ 42 | \$ 18 | | \$ 143 | \$ 153 | \$ 126 |

(1) After-tax

(2) Pre-tax

(3) All cash flow hedges were highly effective for all periods presented, and the change in fair value attributed to hedge ineffectiveness was not material.

DERIVATIVES NOT DESIGNATED AS HEDGING INSTRUMENTS

The Company holds a portfolio of interest rate swaps, option contracts, and futures and forward commitments that result from transactions with its commercial customers in which they manage their risks by entering into a derivative with Regions. The Company monitors and manages the net risk in this customer portfolio and enters into separate derivative contracts in order to reduce the overall exposure to pre-defined limits. For both derivatives with its end customers and derivatives Regions enters into to mitigate the risk in this portfolio, the Company is subject to market risk and the risk that the counterparty will default. The contracts in this portfolio are not designated as accounting hedges and are marked-to market through earnings (in capital markets fee income and other) and included in other assets and other liabilities, as appropriate.

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. At December 31, 2016 and 2015, Regions had \$274 million and \$322 million, respectively, in total notional amount of interest rate lock commitments. Regions manages market risk on interest rate lock commitments and mortgage loans held for sale with corresponding forward sale commitments. Residential mortgage loans held for sale are recorded at fair value with changes in fair value recorded in mortgage income. Commercial mortgage loans held for sale are recorded at the lower of cost or market or at fair value based on management's election. At December 31, 2016 and 2015, Regions had \$786 million and \$666 million, respectively, in total notional amount related to these forward sale commitments. Changes in mark-to-market from both interest rate lock commitments and corresponding

forward sale commitments related to residential mortgage loans are included in mortgage income. Changes in mark-to-market from both interest rate lock commitments and corresponding forward sale commitments related to commercial mortgage loans are included in capital markets fee income and other.

Regions has elected to account for residential MSRs at fair market value with any changes to fair value being recorded within mortgage income. Concurrent with the election to use the fair value measurement method, Regions began using various derivative instruments, in the form of forward rate commitments, futures contracts, swaps and swaptions to mitigate the effect of changes in the fair value of its residential MSRs on its consolidated statements of income. As of December 31, 2016 and 2015, the total notional amount related to these contracts was \$7.2 billion and \$3.6 billion, respectively.

The following table presents the location and amount of gain or (loss) recognized in income on derivatives not designated as hedging instruments in the consolidated statements of income for the years ended December 31:

| <u>Derivatives Not Designated as Hedging Instruments</u> | <u>2016</u> | <u>2015</u> | <u>2014</u> |
|---|---------------|--------------|--------------|
| | (In millions) | | |
| Capital markets fee income and other ⁽¹⁾: | | | |
| Interest rate swaps | \$ 13 | \$ 14 | \$ 12 |
| Interest rate options | 23 | 14 | — |
| Interest rate futures and forward commitments | 4 | 3 | (1) |
| Other contracts | (3) | 11 | 13 |
| Total capital markets fee income and other | <u>37</u> | <u>42</u> | <u>24</u> |
| Mortgage income: | | | |
| Interest rate swaps | (2) | 13 | 35 |
| Interest rate options | (2) | (1) | 1 |
| Interest rate futures and forward commitments | 8 | 3 | 2 |
| Total mortgage income | <u>4</u> | <u>15</u> | <u>38</u> |
| | <u>\$ 41</u> | <u>\$ 57</u> | <u>\$ 62</u> |

(1) Capital markets fee income and other is included in Other income on the consolidated statements of income.

Credit risk, defined as all positive exposures not collateralized with cash or other assets or reserved for, at December 31, 2016 and 2015, totaled approximately \$334 million and \$406 million, respectively. This amount represents the net credit risk on all trading and other derivative positions held by Regions.

CREDIT DERIVATIVES

Regions has both bought and sold credit protection in the form of participations on interest rate swaps (swap participations). These swap participations, which meet the definition of credit derivatives, were entered into in the ordinary course of business to serve the credit needs of customers. Credit derivatives, whereby Regions has purchased credit protection, entitle Regions to receive a payment from the counterparty if the customer fails to make payment on any amounts due to Regions upon early termination of the swap transaction and have maturities between 2017 and 2023. Credit derivatives whereby Regions has sold credit protection have maturities between 2017 and 2025. For contracts where Regions sold credit protection, Regions would be required to make payment to the counterparty if the customer fails to make payment on any amounts due to the counterparty upon early termination of the swap transaction. Regions bases the current status of the prepayment/performance risk on bought and sold credit derivatives on recently issued internal risk ratings consistent with the risk management practices of unfunded commitments.

Regions' maximum potential amount of future payments under these contracts as of December 31, 2016 was approximately \$122 million. This scenario would only occur if variable interest rates were at zero percent and all counterparties defaulted with zero recovery. The fair value of sold protection at December 31, 2016 and 2015 was immaterial. In transactions where Regions has sold credit protection, recourse to collateral associated with the original swap transaction is available to offset some or all of Regions' obligation.

Regions has bought credit protection in the form of credit default indices. These indices, which meet the definition of credit derivatives, were entered into in the ordinary course of business to economically hedge credit spread risk in commercial mortgage loans held for sale whereby the fair value option has been elected. Credit derivatives, whereby Regions has purchased credit protection, entitle Regions to receive a payment from the counterparty if losses on the underlying index exceed a certain threshold, dependent upon the tranche rating of the capital structure.

CONTINGENT FEATURES

Certain of Regions' derivative instrument contracts with broker-dealers contain credit-related termination provisions and/or credit related provisions regarding the posting of collateral, allowing those broker-dealers to terminate the contracts in the event that Regions' and/or Regions Bank's credit ratings fall below specified ratings from certain major credit rating agencies. The aggregate fair value of all derivative instruments with any credit-risk-related contingent features that were in a liability position on December 31, 2016 and 2015, was \$141 million and \$180 million, respectively, for which Regions had posted collateral of \$141 million and \$180 million, respectively, in the normal course of business.

OFFSETTING

Regions engages in derivatives transactions with dealers and customers. These derivatives transactions are subject to enforceable master netting agreements, which include a right of setoff by the non-defaulting or non-affected party upon early termination of the derivatives transaction. The following table presents the Company's gross derivative positions, including collateral posted or received, as of December 31, 2016 and 2015.

| | Offsetting Derivative Assets | | Offsetting Derivative Liabilities | |
|--|------------------------------|--------|-----------------------------------|--------|
| | 2016 | 2015 | 2016 | 2015 |
| | (In millions) | | | |
| Gross amounts subject to offsetting | \$ 414 | \$ 718 | \$ 583 | \$ 677 |
| Gross amounts not subject to offsetting | 165 | 108 | 304 | 81 |
| Gross amounts recognized | 579 | 826 | 887 | 758 |
| Gross amounts offset in the consolidated balance sheets ⁽¹⁾ | 241 | 409 | 541 | 558 |
| Net amounts presented in the consolidated balance sheets | 338 | 417 | 346 | 200 |
| Gross amounts not offset in the consolidated balance sheets: | | | | |
| Financial instruments | 4 | 5 | 50 | 50 |
| Cash collateral received/posted | — | 6 | 227 | 52 |
| Net amounts | \$ 334 | \$ 406 | \$ 69 | \$ 98 |

(1) At December 31, 2016, gross amounts of derivative assets and liabilities offset in the consolidated balance sheets presented above include cash collateral received of \$349 million and cash collateral posted of \$48 million. At December 31, 2015, the gross amounts of derivative assets and liabilities offset in the consolidated balance sheets presented above include cash collateral received of \$108 million and cash collateral posted of \$256 million.

Gross amounts of derivatives not subject to offsetting primarily consist of derivatives cleared through a Central Clearing House and interest rate lock commitments to originate mortgage loans.

NOTE 22. FAIR VALUE MEASUREMENTS

See Note 1 for a description of valuation methodologies for assets and liabilities measured at fair value on a recurring and non-recurring basis. Assets and liabilities measured at fair value rarely transfer between Level 1 and Level 2 measurements. There were no such transfers during the years ended December 31, 2016, 2015, or 2014. Trading account securities and securities available for sale may be periodically transferred to or from Level 3 valuation based on management’s conclusion regarding the observability of inputs used in valuing the securities. Such transfers are accounted for as if they occur at the beginning of a reporting period. The following table presents assets and liabilities measured at estimated fair value on a recurring basis and non-recurring basis as of December 31:

| | 2016 | | | | 2015 | | | |
|--|---------|-----------|---------|----------------------------|---------|-----------|---------|----------------------------|
| | Level 1 | Level 2 | Level 3 | Total Estimated Fair Value | Level 1 | Level 2 | Level 3 | Total Estimated Fair Value |
| (In millions) | | | | | | | | |
| Recurring fair value measurements | | | | | | | | |
| Trading account securities | \$ 124 | \$ — | \$ — | \$ 124 | \$ 110 | \$ — | \$ 33 | \$ 143 |
| Securities available for sale: | | | | | | | | |
| U.S. Treasury securities | \$ 303 | \$ — | \$ — | \$ 303 | \$ 228 | \$ — | \$ — | \$ 228 |
| Federal agency securities | — | 35 | — | 35 | — | 218 | — | 218 |
| Obligations of states and political subdivisions | — | 1 | — | 1 | — | 1 | — | 1 |
| Mortgage-backed securities: | | | | | | | | |
| Residential agency | — | 17,371 | — | 17,371 | — | 16,062 | — | 16,062 |
| Residential non-agency | — | — | 4 | 4 | — | — | 5 | 5 |
| Commercial agency | — | 3,463 | — | 3,463 | — | 3,018 | — | 3,018 |
| Commercial non-agency | — | 1,129 | — | 1,129 | — | 1,231 | — | 1,231 |
| Corporate and other debt securities | — | 1,271 | 3 | 1,274 | — | 1,664 | 3 | 1,667 |
| Equity securities | 201 | — | — | 201 | 280 | — | — | 280 |
| Total securities available for sale | \$ 504 | \$ 23,270 | \$ 7 | \$ 23,781 | \$ 508 | \$ 22,194 | \$ 8 | \$ 22,710 |
| Mortgage loans held for sale | \$ — | \$ 414 | \$ 33 | \$ 447 | \$ — | \$ 353 | \$ — | \$ 353 |
| Residential mortgage servicing rights | \$ — | \$ — | \$ 324 | \$ 324 | \$ — | \$ — | \$ 252 | \$ 252 |
| Derivative assets: | | | | | | | | |
| Interest rate swaps | \$ — | \$ 438 | \$ — | \$ 438 | \$ — | \$ 610 | \$ — | \$ 610 |
| Interest rate options | — | 13 | 11 | 24 | — | 1 | 10 | 11 |
| Interest rate futures and forward commitments | — | 11 | — | 11 | — | 5 | — | 5 |
| Other contracts | 2 | 104 | — | 106 | — | 200 | — | 200 |
| Total derivative assets | \$ 2 | \$ 566 | \$ 11 | \$ 579 | \$ — | \$ 816 | \$ 10 | \$ 826 |
| Derivative liabilities: | | | | | | | | |
| Interest rate swaps | \$ — | \$ 776 | \$ — | \$ 776 | \$ — | \$ 564 | \$ — | \$ 564 |
| Interest rate options | — | 12 | — | 12 | — | 1 | — | 1 |
| Interest rate futures and forward commitments | — | 6 | — | 6 | — | 6 | — | 6 |
| Other contracts | 1 | 92 | — | 93 | — | 187 | — | 187 |
| Total derivative liabilities | \$ 1 | \$ 886 | \$ — | \$ 887 | \$ — | \$ 758 | \$ — | \$ 758 |
| Non-recurring fair value measurements | | | | | | | | |
| Loans held for sale | \$ — | \$ — | \$ 7 | \$ 7 | \$ — | \$ — | \$ 36 | \$ 36 |
| Foreclosed property and other real estate | — | 29 | 6 | 35 | — | 30 | 8 | 38 |

Assets and liabilities in all levels could result in volatile and material price fluctuations. Realized and unrealized gains and losses on Level 3 assets represent only a portion of the risk to market fluctuations in Regions' consolidated balance sheets. Further, derivatives included in Levels 2 and 3 are used by ALCO in a holistic approach to managing price fluctuation risks.

The following tables illustrate rollforwards for all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the years ended December 31, 2016, 2015 and 2014, respectively. The tables do not reflect the change in fair value attributable to any related economic hedges the Company used to mitigate the interest rate risk associated with these assets and liabilities. The net changes in realized gains (losses) included in earnings related to Level 3 assets and liabilities held at December 31, 2016, 2015 and 2014 are not material.

Year Ended December 31, 2016

| | Total Realized / Unrealized Gains or Losses | | Purchases | Sales | Issuances | Settlements | Transfers into Level 3 | Transfers out of Level 3 | Closing Balance December 31, 2016 |
|--|---|----------------------------|-----------|-------|-----------|-------------|------------------------------|--------------------------------|--|
| | Opening Balance January 1, 2016 | Included in Earnings | | | | | | | |
| (In millions) | | | | | | | | | |
| Level 3 Instruments Only | | | | | | | | | |
| Trading account securities | \$ 33 | (2) ⁽¹⁾ | — | — | (31) | — | — | — | \$ — |
| Securities available for sale: | | | | | | | | | |
| Residential non-agency MBS | \$ 5 | — | — | — | — | — | (1) | — | \$ 4 |
| Corporate and other debt securities | 3 | — | — | — | — | — | — | — | 3 |
| Total securities available for sale | \$ 8 | — | — | — | — | — | (1) | — | \$ 7 |
| Commercial mortgage loans held for sale | \$ — | (2) ⁽¹⁾ | — | — | (55) | 90 | — | — | \$ 33 |
| Residential mortgage servicing rights | \$ 252 | (36) ⁽²⁾ | — | 108 | — | — | — | — | \$ 324 |
| Total derivatives, net | \$ 10 | 122 ⁽³⁾ | — | — | — | — | (121) | — | \$ 11 |

Year Ended December 31, 2015

| | Total Realized / Unrealized Gains or Losses | | Purchases | Sales | Issuances | Settlements | Transfers into Level 3 | Transfers out of Level 3 | Closing Balance December 31, 2015 |
|--|---|----------------------------|-----------|-------|-----------|-------------|------------------------------|--------------------------------|--|
| | Opening Balance January 1, 2015 | Included in Earnings | | | | | | | |
| (In millions) | | | | | | | | | |
| Level 3 Instruments Only | | | | | | | | | |
| Trading account securities | \$ — | (4) ⁽¹⁾ | 45 | (8) | — | — | — | — | \$ 33 |
| Securities available for sale: | | | | | | | | | |
| Residential non-agency MBS | \$ 8 | — | — | — | — | — | (3) | — | \$ 5 |
| Corporate and other debt securities | 3 | — | — | — | — | — | — | — | 3 |
| Total securities available for sale | \$ 11 | — | — | — | — | — | (3) | — | \$ 8 |
| Residential mortgage servicing rights | \$ 257 | (41) ⁽²⁾ | 36 | — | — | — | — | — | \$ 252 |
| Total derivatives, net | \$ 8 | 105 ⁽⁴⁾ | — | — | — | — | (103) | — | \$ 10 |

Year Ended December 31, 2014

| | Total Realized / Unrealized Gains or Losses | | | | | | | | | |
|--|---|-------------------------|---|-----------|----------|-----------|-------------|------------------------|--------------------------|-----------------------------------|
| | Opening Balance January 1, 2014 | Included in Earnings | Included in Other Comprehensive Income (Loss) | Purchases | Sales | Issuances | Settlements | Transfers into Level 3 | Transfers out of Level 3 | Closing Balance December 31, 2014 |
| (In millions) | | | | | | | | | | |
| Level 3 Instruments Only | | | | | | | | | | |
| Securities available for sale: | | | | | | | | | | |
| Residential non-agency MBS | \$ 9 | — | — | — | — | — | (1) | — | — | \$ 8 |
| Corporate and other debt securities | 2 | — | — | 4 | — | — | (3) | — | — | 3 |
| Total securities available for sale | \$ 11 | — | — | 4 | — | — | (4) | — | — | \$ 11 |
| Residential mortgage servicing rights | \$ 297 | (80) ⁽²⁾ | — | 40 | — | — | — | — | — | \$ 257 |
| Total derivatives, net | \$ 5 | 93⁽²⁾ | — | — | — | — | (90) | — | — | \$ 8 |

(1) Included in capital markets fee income and other, which is included in other non-interest income on the consolidated statements of income.

(2) Included in mortgage income.

(3) For 2016, approximately \$23 million was included in capital markets fee income and other and \$99 million was included in mortgage income.

(4) For 2015, approximately \$10 million was included in capital markets fee income and other and \$95 million was included in mortgage income.

The following table presents the fair value adjustments related to non-recurring fair value measurements for the years ended December 31:

| | 2016 | 2015 |
|---|---------------|---------|
| | (In millions) | |
| Loans held for sale | \$ (26) | \$ (40) |
| Foreclosed property and other real estate | (42) | (7) |

The following tables present detailed information regarding assets and liabilities measured at fair value using significant unobservable inputs (Level 3) as of December 31, 2016, 2015 and 2014. The tables include the valuation techniques and the significant unobservable inputs utilized. The range of each significant unobservable input as well as the weighted-average within the range utilized at December 31, 2016, 2015 and 2014 are included. Following the tables are a description of the valuation techniques and the sensitivity of the techniques to changes in the significant unobservable inputs.

| December 31, 2016 | | | | |
|---|------------------------|---|---|-----------------------|
| Level 3 Estimated Fair Value at December 31, 2016 | Valuation Technique | Unobservable Input(s) | Quantitative Range of Unobservable Inputs and (Weighted-Average) | |
| (Dollars in millions) | | | | |
| Recurring fair value measurements: | | | | |
| <u>Securities available for sale:</u> | | | | |
| Residential non-agency MBS | \$4 | Discounted cash flow | Spread to LIBOR | 5.5% - 70.0% (23.0%) |
| | | | Weighted-average CPR (%) | 3.5% - 29.5% (12.2%) |
| | | | Probability of default | 3.1% |
| | | | Loss severity | 63.6% |
| Corporate and other debt securities | \$3 | Market comparable | Evaluated quote on same issuer/comparable bond | 100.3% |
| <u>Commercial mortgage loans held for sale</u> | \$33 | Market comparable | Credit spreads for bonds in the commercial MBS | 0.4% - 5.8% (1.3%) |
| <u>Residential mortgage servicing rights</u> ⁽¹⁾ | \$324 | Discounted cash flow | Weighted-average CPR (%) | 5.7% - 24.3% (7.6%) |
| | | | OAS (%) | 8.2% - 13.6% (10.5%) |
| <u>Derivative assets:</u> | | | | |
| Interest rate options | \$8 | Interest rate lock commitments on the residential mortgage loans are valued using discounted cash flows | Weighted-average CPR (%) | 5.7% - 24.3% (7.6%) |
| | | | OAS (%) | 8.2% - 13.6% (10.5%) |
| | | | Pull-through | 14.9% - 99.4% (78.3%) |
| | \$3 | Interest rate lock commitments on the commercial mortgage loans are valued using discounted cash flows | Internal rate of return | 7.0% - 17.0% (12.0%) |
| Non-recurring fair value measurements: | | | | |
| Loans held for sale | \$7 | Commercial loans held for sale are valued based on multiple data points, including discount to appraised value of collateral based on recent market activity for sales of similar loans | Appraisal comparability adjustment (discount) | 26.2% - 69.4% (48.1%) |
| Foreclosed property and other real estate | \$1 | Property in foreclosure is valued by discount to appraised value of property based on recent market activity for sales of similar properties | Appraisal comparability adjustment (discount) | 25.0% - 60.3% (37.0%) |
| | \$5 | Bank owned property valuations are based on comparable sales and local broker network estimates provided by a third-party real estate services provider | Estimated third-party valuations utilizing available sales data for similar transactions (discount) | 5.9% - 29.6% (15.8%) |

December 31, 2015

| Level 3 Estimated Fair Value at December 31, 2015 | Valuation Technique | Unobservable Input(s) | Quantitative Range of Unobservable Inputs and (Weighted-Average) |
|--|------------------------|---|--|
| (Dollars in millions) | | | |
| Recurring fair value measurements: | | | |
| Trading account securities | \$33 | Market comparable | Spread from US High Yield B Effective Yield Index 4.7% |
| Securities available for sale: | | | |
| Residential non-agency MBS | \$5 | Discounted cash flow | Spread to LIBOR 5.5% - 70.1% (23.0%) |
| | | | Weighted-average CPR (%) 5.6% - 11.9% (9.9%) |
| | | | Probability of default 2.2% |
| | | | Loss severity 74.3% |
| Corporate and other debt securities | \$3 | Market comparable | Evaluated quote on same issuer/comparable bond 100.2% |
| Residential mortgage servicing rights ⁽¹⁾ | \$252 | Discounted cash flow | Weighted-average CPR (%) 10.5% - 11.5% (10.9%) |
| | | | OAS (%) 8.7% - 13.3% (10.0%) |
| Derivative assets: | | | |
| Interest rate options | \$9 | Interest rate lock commitments on the residential mortgage loans are valued using discounted cash flows | Weighted-average CPR (%) 10.5% - 11.5% (10.9%) |
| | | | OAS (%) 8.7% - 13.3% (10.0%) |
| | | | Pull-through 18.9% - 99.4% (80.7%) |
| | \$1 | Interest rate lock commitments on the commercial mortgage loans are valued using discounted cash flows | Internal rate of return 12.0% |
| Non-recurring fair value measurements: | | | |
| Loans held for sale | \$36 | Commercial loans held for sale are valued based on multiple data points, including discount to appraised value of collateral based on recent market activity for sales of similar loans | Appraisal comparability adjustment (discount) 11.1% - 85.7% (69.0%) |
| Foreclosed property and other real estate | \$5 | Property in foreclosure is valued by discount to appraised value of property based on recent market activity for sales of similar properties | Appraisal comparability adjustment (discount) 25.0% - 44.0% (30.3%) |
| | \$3 | Bank owned property valuations are based on comparable sales and local broker network estimates provided by a third-party real estate services provider | Estimated third-party valuations utilizing available sales data for similar transactions (discount) 3.0% - 58.8% (39.2%) |

December 31, 2014

| Level 3 Estimated Fair Value at December 31, 2014 | Valuation Technique | Unobservable Input(s) | Quantitative Range of Unobservable Inputs and (Weighted-Average) |
|---|------------------------|---|--|
| (Dollars in millions) | | | |
| Recurring fair value measurements: | | | |
| <u>Securities available for sale:</u> | | | |
| Residential non-agency MBS | \$8 | Discounted cash flow | Spread to LIBOR 5.4% - 49.9% (12.3%) Weighted-average CPR (%) 6.3% - 15.0% (9.5%) Probability of default 1.4% Loss severity 37.4% |
| Corporate and other debt securities | \$3 | Market comparable | Evaluated quote on same issuer/comparable bond 99.9% |
| <u>Residential mortgage servicing rights</u> ⁽¹⁾ | \$257 | Discounted cash flow | Weighted-average CPR (%) 9.9% - 22.4% (12.0%) OAS (%) 7.7% - 11.3% (9.0%) |
| <u>Derivative assets:</u> | | | |
| Interest rate options | \$8 | Discounted cash flow | Weighted-average CPR (%) 9.9% - 22.4% (12.0%) OAS (%) 7.7% - 11.3% (9.0%) Pull-through 7.3% - 99.1% (87.8%) |
| Non-recurring fair value measurements: | | | |
| Loans held for sale | \$33 | Commercial loans held for sale are valued based on multiple data points, including discount to appraised value of collateral based on recent market activity for sales of similar loans | Appraisal comparability adjustment (discount) 8.3% - 90.9% (53.3%) |
| Foreclosed property and other real estate | \$8 | Property in foreclosure is valued by discount to appraised value of property based on recent market activity for sales of similar properties | Appraisal comparability adjustment (discount) 3.7% - 73.0% (29.6%) |

(1) See Note 7 for additional disclosures related to assumptions used in the fair value calculation for residential MSRs.

RECURRING FAIR VALUE MEASUREMENTS USING SIGNIFICANT UNOBSERVABLE INPUTS

Trading account securities

The fair value in this category relates to high yield corporate securities. Significant unobservable inputs include the spread to High Yield Index. A significant increase in this input would result in significantly lower fair value measurement.

Securities available for sale

Residential non-agency MBS—The fair value reported in this category relates to retained interests in legacy securitizations. Significant unobservable inputs include the spread to LIBOR, CPR, probability of default, and loss severity in the event of default. Significant increases in spread to LIBOR, probability of default and loss given default in isolation would result in significantly lower fair value. A significant increase in CPR in isolation would result in an increase to fair value.

Corporate and other debt securities—Significant unobservable inputs include evaluated quotes on comparable bonds for the same issuer and management-determined comparability adjustments. Changes in the evaluated quote on comparable bonds would result in a directionally similar change in the fair value of the corporate and other debt securities.

Commercial mortgage loans held for sale

Commercial mortgage loans held for sale are valued based on traded market prices for comparable commercial mortgage-backed securitizations, into which the loans will be placed, adjusted for movements of interest rates and credit spreads. Significant unobservable inputs include credit spreads for bonds in commercial mortgage-backed securitizations. An increase in credit spreads would result in a decrease in fair value.

Residential mortgage servicing rights

The significant unobservable inputs used in the fair value measurement of residential MSRs are OAS and CPR. This valuation requires generating cash flow projections over multiple interest rate scenarios and discounting those cash flows at a risk adjusted rate. Additionally, the impact of prepayments and changes in the OAS are based on a variety of underlying inputs such as servicing costs. Increases or decreases to the underlying cash flow inputs will have a corresponding impact on the value of the MSR asset. The net change in unrealized gains (losses) included in earnings related to MSRs held at period end are disclosed as the changes in valuation inputs or assumptions included in the MSR rollforward table in Note 7. See Note 7 for these amounts and additional disclosures related to assumptions used in the fair value calculation for MSRs.

Derivative assets

Residential mortgage interest rate options—These instruments are interest rate lock agreements made in the normal course of originating residential mortgage loans. Significant unobservable inputs in the fair value measurement are OAS, CPR, and pull-through. The impact of OAS and prepayment speed inputs in the valuation of these derivative instruments are consistent with the MSR discussion above. Pull-through is an estimate of the number of interest rate lock commitments that will ultimately become funded loans. Increases or decreases in the pull-through assumption will have a corresponding impact on the value of these derivative assets.

Commercial mortgage interest rate options—These instruments are interest rate lock agreements made in the normal course of originating commercial mortgage loans. The significant unobservable input in the fair value measurement using discounted cash flows is the internal rates of return. The Company's internal rates of return are compared against those of market competitors, and should those rates change the Company's rates would also change in a similar direction and the fair value of the option would change inversely.

NON-RECURRING FAIR VALUE MEASUREMENTS USING SIGNIFICANT UNOBSERVABLE INPUTS

Loans held for sale

Commercial loans held for sale are valued based on multiple data points indicating the fair value for each loan. The primary data point for loans held for sale is a discount to the appraised value of the underlying collateral, which considers the return required by potential buyers of the loans. Management establishes this discount or comparability adjustment based on recent sales of loans secured by similar property types. As liquidity in the market increases or decreases, the comparability adjustment and the resulting asset valuation are impacted. These non-recurring fair value measurements are typically recorded on the date an updated appraisal is received.

Foreclosed property and other real estate

Property in foreclosure is valued based on offered quotes as available. If no sales contract is pending for a specific property, management establishes a comparability adjustment to the appraised value based on historical activity considering proceeds for properties sold versus the corresponding appraised value. Increases or decreases in realization for properties sold impact the comparability adjustment for similar assets remaining on the balance sheet. These non-recurring fair value measurements are typically recorded on the date an updated offered quote or appraisal is received.

Bank owned property available for sale is valued based on estimated third-party valuations utilizing recent sales data from similar transactions. A broker's opinion of value is obtained to further support the asset valuations. Updated valuations along with actual sales results of similar properties can further impact these values. These non-recurring fair value measurements are typically recorded on the date an updated third-party valuation is received.

FAIR VALUE OPTION

Regions has elected the fair value option for all FNMA and FHLMC eligible residential mortgage loans and certain commercial mortgage loans originated with the intent to sell. These elections allow for a more effective offset of the changes in fair values of the loans and the derivative instruments used to economically hedge them without the burden of complying with the requirements for hedge accounting. Regions has not elected the fair value option for other loans held for sale primarily because they are not economically hedged using derivative instruments. Fair values of residential mortgage loans held for sale are 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 values and market conditions, and are recorded in loans held for sale in the consolidated balance sheets. Fair values of commercial mortgage loans held for sale are based on traded market prices for comparable commercial mortgage-backed securitizations, into which the loans will be placed, adjusted for movements of interest rates and credit spreads.

The following table summarizes the difference between the aggregate fair value and the aggregate unpaid principal balance for mortgage loans held for sale measured at fair value at December 31:

| | 2016 | | | 2015 | | |
|---|----------------------|----------------------------|--|----------------------|----------------------------|--|
| | Aggregate Fair Value | Aggregate Unpaid Principal | Aggregate Fair Value Less Aggregate Unpaid Principal | Aggregate Fair Value | Aggregate Unpaid Principal | Aggregate Fair Value Less Aggregate Unpaid Principal |
| | (In millions) | | | | | |
| Mortgage loans held for sale, at fair value | \$ 447 | \$ 443 | \$ 4 | \$ 353 | \$ 341 | \$ 12 |

Interest income on mortgage loans held for sale is recognized based on contractual rates and is reflected in interest income on loans held for sale in the consolidated statements of income. The following table details net gains and losses resulting from changes in fair value of these loans, which were recorded in mortgage income in the consolidated statements of income for the years presented. These changes in fair value are mostly offset by economic hedging activities. An immaterial portion of these amounts was attributable to changes in instrument-specific credit risk.

| | 2016 | 2015 |
|---|---------------|--------|
| | (In millions) | |
| Net gains (losses) resulting from changes in fair value | \$ (8) | \$ (8) |

The carrying amounts and estimated fair values, as well as the level within the fair value hierarchy, of the Company's financial instruments as of December 31, 2016 are as follows:

| | 2016 | | | | |
|--|-----------------|-------------------------------------|----------|---------|---------|
| | Carrying Amount | Estimated Fair Value ⁽¹⁾ | Level 1 | Level 2 | Level 3 |
| | (In millions) | | | | |
| Financial assets: | | | | | |
| Cash and cash equivalents | \$ 5,451 | \$ 5,451 | \$ 5,451 | \$ — | \$ — |
| Trading account securities | 124 | 124 | 124 | — | — |
| Securities held to maturity | 1,362 | 1,369 | — | 1,369 | — |
| Securities available for sale | 23,781 | 23,781 | 504 | 23,270 | 7 |
| Loans held for sale | 718 | 722 | — | 689 | 33 |
| Loans (excluding leases), net of unearned income and allowance for loan losses ⁽²⁾⁽³⁾ | 78,128 | 74,063 | — | — | 74,063 |
| Other earning assets ⁽⁴⁾ | 956 | 956 | — | 956 | — |
| Derivative assets | 579 | 579 | 2 | 566 | 11 |
| Financial liabilities: | | | | | |
| Derivative liabilities | 887 | 887 | 1 | 886 | — |
| Deposits | 99,035 | 99,081 | — | 99,081 | — |
| Long-term borrowings | 7,763 | 8,008 | — | 5,408 | 2,600 |
| Loan commitments and letters of credit | 102 | 484 | — | — | 484 |
| Indemnification obligation | 28 | 26 | — | — | 26 |

- (1) Estimated fair values are consistent with an exit price concept. The assumptions used to estimate the fair values are intended to approximate those that a market participant would use in a hypothetical orderly transaction. In estimating fair value, the Company makes adjustments for interest rates, market liquidity and credit spreads as appropriate.
- (2) The estimated fair value of portfolio loans assumes sale of the loans to a third-party financial investor. Accordingly, the value to the Company if the loans were held to maturity is not reflected in the fair value estimate. In the current whole loan market, financial investors are generally requiring a higher rate of return than the return inherent in loans if held to maturity. The fair value discount on the loan portfolio's net carrying amount at December 31, 2016 was \$4.1 billion or 5.2 percent.
- (3) Excluded from this table is the capital lease carrying amount of \$876 million at December 31, 2016.
- (4) Excluded from this table is the operating lease carrying amount of \$688 million at December 31, 2016.

The carrying amounts and estimated fair values, as well as the level within the fair value hierarchy, of the Company's financial instruments as of December 31, 2015 are as follows:

| | 2015 | | | | |
|--|--------------------|---|----------|---------|---------|
| | Carrying Amount | Estimated Fair Value ⁽¹⁾ | Level | | |
| | | | Level 1 | Level 2 | Level 3 |
| (In millions) | | | | | |
| Financial assets: | | | | | |
| Cash and cash equivalents | \$ 5,314 | \$ 5,314 | \$ 5,314 | \$ — | \$ — |
| Trading account securities | 143 | 143 | 110 | — | 33 |
| Securities held to maturity | 1,946 | 1,969 | 1 | 1,968 | — |
| Securities available for sale | 22,710 | 22,710 | 508 | 22,194 | 8 |
| Loans held for sale | 448 | 448 | — | 353 | 95 |
| Loans (excluding leases), net of unearned income and allowance for loan losses ⁽²⁾⁽³⁾ | 79,140 | 75,399 | — | — | 75,399 |
| Other earning assets ⁽⁴⁾ | 818 | 818 | — | 818 | — |
| Derivative assets | 826 | 826 | — | 816 | 10 |
| Financial liabilities: | | | | | |
| Derivative liabilities | 758 | 758 | — | 758 | — |
| Deposits | 98,430 | 98,464 | — | 98,464 | — |
| Short-term borrowings | 10 | 10 | — | 10 | — |
| Long-term borrowings | 8,349 | 8,615 | — | 5,775 | 2,840 |
| Loan commitments and letters of credit | 85 | 495 | — | — | 495 |
| Indemnification obligation | 77 | 67 | — | — | 67 |

- (1) Estimated fair values are consistent with an exit price concept. The assumptions used to estimate the fair values are intended to approximate those that a market participant would use in a hypothetical orderly transaction. In estimating fair value, the Company makes adjustments for interest rates, market liquidity and credit spreads as appropriate.
- (2) The estimated fair value of portfolio loans assumes sale of the loans to a third-party financial investor. Accordingly, the value to the Company if the loans were held to maturity is not reflected in the fair value estimate. In the current whole loan market, financial investors are generally requiring a higher rate of return than the return inherent in loans if held to maturity. The fair value discount on the loan portfolio's net carrying amount at December 31, 2015 was \$3.7 billion or 4.7 percent.
- (3) Excluded from this table is the capital lease carrying amount of \$916 million at December 31, 2015.
- (4) Excluded from this table is the operating lease carrying amount of \$834 million at December 31, 2015.

NOTE 23. BUSINESS SEGMENT INFORMATION

Each of Regions' reportable segments is a strategic business unit that serves specific needs of Regions' customers based on the products and services provided. The segments are based on the manner in which management views the financial performance of the business. The Company has three reportable segments: Corporate Bank, Consumer Bank, and Wealth Management, with the remainder split between Discontinued Operations and Other. During the first quarter of 2016, Regions reorganized its internal management structure and, accordingly, its segment reporting structure. Under the organizational realignment, Regions will continue to operate with the same three reporting units with the Relationship Management component of Business Banking moving to the Corporate Bank and the Branch Small Business component of Business Banking remaining part of the Consumer Bank. Previously, all of Business Banking was included within the Consumer Bank. The Wealth Management segment remained unchanged during the organizational realignment. Additionally, in prior years the provision for loan losses was allocated to each segment based on actual net charge-offs that had been recognized by the segment. During the first quarter of 2016, Regions began allocating the provision for loan losses to each segment using an estimated loss methodology with the difference between the consolidated provision for loan losses and the segments' estimated loss reflected in Other. Lastly, allocations of operational and overhead cost pools among the segments were modified during the first quarter of 2016 to better align the total costs to support each segment in accordance with the reorganized management structure. Segment results for all periods presented have been recast to reflect this organizational realignment, as well as the provision for loan losses methodology change and the cost allocation modifications.

The application and development of management reporting methodologies is a dynamic process and is subject to periodic enhancements. As these enhancements are made, financial results presented by each reportable segment may be periodically revised.

The Corporate Bank segment represents the Company's commercial banking functions including commercial and industrial, commercial real estate and investor real estate lending. This segment also includes equipment lease financing. Corporate Bank customers include corporate, middle market, and commercial real estate developers and investors. Corresponding deposit products related to these types of customers are also included in this segment.

The Consumer Bank segment represents the Company's branch network, including consumer banking products and services related to residential first mortgages, home equity lines and loans, small business loans, indirect loans, consumer credit cards and other consumer loans, as well as the corresponding deposit relationships. These services are also provided through alternative channels such as the internet and telephone banking.

The Wealth Management segment offers individuals, businesses, governmental institutions and non-profit entities a wide range of solutions to help protect, grow and transfer wealth. Offerings include credit related products, trust and investment management, asset management, retirement and savings solutions, estate planning and personal and commercial insurance products.

Discontinued Operations includes all brokerage and investment activities associated with Morgan Keegan. As discussed in Note 3, Regions closed the sale of Morgan Keegan and related entities on April 2, 2012.

Other includes the Company's Treasury function, the securities portfolio, wholesale funding activities, interest rate risk management activities and other corporate functions that are not related to a strategic business unit. Also within Other are certain reconciling items in order to translate the segment results that are based on management accounting practices into consolidated results. Management accounting practices utilized by Regions as the basis of presentation for segment results include the following:

- Net interest income and other financing income is presented based upon an FTP approach, for which market-based funding charges/credits are assigned within the segments. By allocating a cost or a credit to each product based on the FTP framework, management is able to more effectively measure the net interest margin contribution of its assets/liabilities by segment. The summation of the interest income/expense and FTP charges/credits for each segment is its designated net interest income and other financing income. The variance between the Company's cumulative FTP charges and cumulative FTP credits is offset in Other.
- Provision for loan losses is allocated to each segment based on an estimated loss methodology. The difference between the consolidated provision for loan losses and the segments' estimated loss is reflected in Other.
- Income tax expense (benefit) is calculated for the Corporate Bank, Consumer Bank and Wealth Management based on a consistent federal and state statutory rate. Discontinued Operations reflects the actual income tax expense (benefit) of its results. Any difference between the Company's consolidated income tax expense (benefit) and the segments' calculated amounts is reflected in Other.
- Management reporting allocations of certain expenses are made in order to analyze the financial performance of the segments. These allocations consist of operational and overhead cost pools and are intended to represent the total costs to support a segment.

The following tables present financial information for each reportable segment for the year ended December 31:

| | 2016 | | | | | | |
|---|----------------|---------------|-------------------|-----------|-----------------------|-------------------------|--------------|
| | Corporate Bank | Consumer Bank | Wealth Management | Other | Continuing Operations | Discontinued Operations | Consolidated |
| | (In millions) | | | | | | |
| Net interest income and other financing income (loss) | \$ 1,448 | \$ 2,045 | \$ 175 | \$ (270) | \$ 3,398 | \$ — | \$ 3,398 |
| Provision (credit) for loan losses | 286 | 290 | 22 | (336) | 262 | — | 262 |
| Non-interest income | 485 | 1,126 | 427 | 115 | 2,153 | — | 2,153 |
| Non-interest expense | 854 | 2,075 | 467 | 221 | 3,617 | (8) | 3,609 |
| Income (loss) before income taxes | 793 | 806 | 113 | (40) | 1,672 | 8 | 1,680 |
| Income tax expense (benefit) | 301 | 306 | 43 | (136) | 514 | 3 | 517 |
| Net income (loss) | \$ 492 | \$ 500 | \$ 70 | \$ 96 | \$ 1,158 | \$ 5 | \$ 1,163 |
| Average assets | \$ 54,002 | \$ 34,597 | \$ 3,232 | \$ 33,675 | \$ 125,506 | \$ — | \$ 125,506 |

| | 2015 | | | | | | |
|---|----------------|---------------|-------------------|-----------|-----------------------|-------------------------|--------------|
| | Corporate Bank | Consumer Bank | Wealth Management | Other | Continuing Operations | Discontinued Operations | Consolidated |
| | (In millions) | | | | | | |
| Net interest income and other financing income (loss) | \$ 1,512 | \$ 2,018 | \$ 167 | \$ (390) | \$ 3,307 | \$ — | \$ 3,307 |
| Provision (credit) for loan losses | 301 | 276 | 22 | (358) | 241 | — | 241 |
| Non-interest income | 435 | 1,074 | 408 | 154 | 2,071 | — | 2,071 |
| Non-interest expense | 882 | 2,067 | 455 | 203 | 3,607 | 22 | 3,629 |
| Income (loss) before income taxes | 764 | 749 | 98 | (81) | 1,530 | (22) | 1,508 |
| Income tax expense (benefit) | 291 | 285 | 37 | (158) | 455 | (9) | 446 |
| Net income (loss) | \$ 473 | \$ 464 | \$ 61 | \$ 77 | \$ 1,075 | \$ (13) | \$ 1,062 |
| Average assets | \$ 53,307 | \$ 33,415 | \$ 3,185 | \$ 32,358 | \$ 122,265 | \$ — | \$ 122,265 |

| | 2014 | | | | | | |
|---|----------------|---------------|-------------------|-----------|-----------------------|-------------------------|--------------|
| | Corporate Bank | Consumer Bank | Wealth Management | Other | Continuing Operations | Discontinued Operations | Consolidated |
| | (In millions) | | | | | | |
| Net interest income and other financing income (loss) | \$ 1,537 | \$ 2,010 | \$ 164 | \$ (431) | \$ 3,280 | \$ — | \$ 3,280 |
| Provision (credit) for loan losses | 294 | 261 | 21 | (507) | 69 | — | 69 |
| Non-interest income | 388 | 1,073 | 368 | 74 | 1,903 | 19 | 1,922 |
| Non-interest expense | 832 | 2,044 | 421 | 135 | 3,432 | (2) | 3,430 |
| Income (loss) before income taxes | 799 | 778 | 90 | 15 | 1,682 | 21 | 1,703 |
| Income tax expense (benefit) | 304 | 296 | 35 | (87) | 548 | 8 | 556 |
| Net income (loss) | \$ 495 | \$ 482 | \$ 55 | \$ 102 | \$ 1,134 | \$ 13 | \$ 1,147 |
| Average assets | \$ 52,073 | \$ 32,890 | \$ 3,122 | \$ 30,267 | \$ 118,352 | \$ — | \$ 118,352 |

NOTE 24. COMMITMENTS, CONTINGENCIES AND GUARANTEES

COMMERCIAL COMMITMENTS

Regions issues off-balance sheet financial instruments in connection with lending activities. The credit risk associated with these instruments is essentially the same as that involved in extending loans to customers and is subject to Regions' normal credit approval policies and procedures. Regions measures inherent risk associated with these instruments by recording a reserve for unfunded commitments based on an assessment of the likelihood that the guarantee will be funded and the creditworthiness of the customer or counterparty. Collateral is obtained based on management's assessment of the creditworthiness of the customer.

Credit risk associated with these instruments as of December 31 is represented by the contractual amounts indicated in the following table:

| | 2016 | 2015 |
|---|---------------|-----------|
| | (In millions) | |
| Unused commitments to extend credit | \$ 44,408 | \$ 45,516 |
| Standby letters of credit | 1,425 | 1,477 |
| Commercial letters of credit | 46 | 63 |
| Liabilities associated with standby letters of credit | 34 | 32 |
| Assets associated with standby letters of credit | 34 | 33 |
| Reserve for unfunded credit commitments | 69 | 52 |

Unused commitments to extend credit—To accommodate the financial needs of its customers, Regions makes commitments under various terms to lend funds to consumers, businesses and other entities. These commitments include (among others) credit card and other revolving credit agreements, term loan commitments and short-term borrowing agreements. Many of these loan commitments have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of these commitments are expected to expire without being funded, the total commitment amounts do not necessarily represent future liquidity requirements.

Standby letters of credit—Standby letters of credit are also issued to customers which commit Regions to make payments on behalf of customers if certain specified future events occur. Regions has recourse against the customer for any amount required to be paid to a third party under a standby letter of credit. Historically, a large percentage of standby letters of credit expired without being funded. The contractual amount of standby letters of credit represents the maximum potential amount of future payments Regions could be required to make and represents Regions' maximum credit risk.

Commercial letters of credit—Commercial letters of credit are issued to facilitate foreign or domestic trade transactions for customers. As a general rule, drafts will be drawn when the goods underlying the transaction are in transit.

LEASE COMMITMENTS

Regions and its subsidiaries lease land, premises and equipment under cancelable and non-cancelable leases, some of which contain renewal options under various terms. The leased properties are used primarily for banking purposes. Total rental expense on operating leases for the years ended December 31, 2016, 2015 and 2014 was \$172 million, \$174 million and \$171 million, respectively.

The approximate future minimum rental commitments as of December 31, 2016, for all non-cancelable leases with initial or remaining terms of one year or more are shown in the following table. Included in these amounts are all renewal options reasonably assured of being exercised.

| | Premises | Equipment | Total |
|------------|---------------|--------------|---------------|
| | (In millions) | | |
| 2017 | \$ 103 | \$ 33 | \$ 136 |
| 2018 | 95 | 26 | 121 |
| 2019 | 90 | 7 | 97 |
| 2020 | 79 | — | 79 |
| 2021 | 65 | — | 65 |
| Thereafter | 263 | — | 263 |
| | <u>\$ 695</u> | <u>\$ 66</u> | <u>\$ 761</u> |

LEGAL CONTINGENCIES

Regions and its subsidiaries are subject to loss contingencies related to litigation, claims, investigations and legal and administrative cases and proceedings arising in the ordinary course of business. Regions evaluates these contingencies based on information currently available, including advice of counsel. Regions establishes accruals for those matters when a loss contingency is considered probable and the related amount is reasonably estimable. Any accruals are periodically reviewed and may be adjusted as circumstances change. Some of Regions' exposure with respect to loss contingencies may be offset by applicable insurance coverage. In determining the amounts of any accruals or estimates of possible loss contingencies however, Regions does not take into account the availability of insurance coverage. To the extent that Regions has an insurance recovery, the proceeds are recorded in the period the recovery is received.

In addition, as previously discussed, Regions has agreed to indemnify Raymond James for all legal matters resulting from pre-closing activities in conjunction with the sale of Morgan Keegan and recorded an indemnification obligation at fair value in the second quarter of 2012. The indemnification obligation had a carrying amount of approximately \$28 million and an estimated fair value of approximately \$26 million as of December 31, 2016 (see Note 22).

When it is practicable, Regions estimates possible loss contingencies, whether or not there is an accrued probable loss. When Regions is able to estimate such possible losses, and when it is reasonably possible Regions could incur losses in excess of amounts accrued, Regions discloses the aggregate estimation of such possible losses. Regions currently estimates that any such losses in excess of amounts accrued, including legal contingencies that are subject to the indemnification agreement with Raymond James, would be immaterial to Regions' financial statements as a whole. However, as available information changes, the matters for which Regions is able to estimate, as well as the estimates themselves will be adjusted accordingly.

Assessments of litigation and claims exposure are difficult because they involve inherently unpredictable factors including, but not limited to, the following: whether the proceeding is in the early stages; whether damages are unspecified, unsupported, or uncertain; whether there is a potential for punitive or other pecuniary damages; whether the matter involves legal uncertainties, including novel issues of law; whether the matter involves multiple parties and/or jurisdictions; whether discovery has begun or is not complete; whether meaningful settlement discussions have commenced; and whether the lawsuit involves class allegations. Assessments of class action litigation, which is generally more complex than other types of litigation, are particularly difficult, especially in the early stages of the proceeding when it is not known if a class will be certified or how a potential class, if certified, will be defined. As a result, Regions may be unable to estimate reasonably possible losses with respect to some of the matters disclosed below, and the losses in excess of amounts accrued discussed above may not include an estimate for every matter disclosed below.

Beginning in December 2007, Regions and certain of its affiliates were named in class-action lawsuits filed in federal and state courts on behalf of investors who purchased shares of certain Regions Morgan Keegan Select Funds (the "Funds") and stockholders of Regions. These class-action lawsuits have all been resolved, and final court approvals have been granted. Certain of the shareholders in these Funds and other interested parties have entered into arbitration proceedings and individual civil claims, in lieu of participating in the class actions. These lawsuits and proceedings are subject to the indemnification agreement with Raymond James discussed above.

In July 2006, Morgan Keegan and a former Morgan Keegan analyst were named as defendants in a lawsuit filed by a Canadian insurance and financial services company and its American subsidiary in the Circuit Court of Morris County, New Jersey. Plaintiffs alleged civil claims under the RICO Act and claims for commercial disparagement, tortious interference with contractual relationships, tortious interference with prospective economic advantage and common law conspiracy. Plaintiffs allege that defendants engaged in a multi-year conspiracy to publish and disseminate false and defamatory information about plaintiffs to improperly drive down plaintiffs' stock price, so that others could profit from short positions. Plaintiffs allege that defendants' actions damaged their reputations and harmed their business relationships. Plaintiffs seek monetary damages for a number of categories of alleged damages, including lost insurance business, lost financings and increased financing costs, increased audit fees and directors and officers insurance premiums and lost acquisitions. In September 2012, the trial court dismissed the case with prejudice. Plaintiffs have filed an appeal. Oral argument was held in October 2016. This matter is subject to the indemnification agreement with Raymond James.

Regions is involved in formal and informal information-gathering requests, investigations, reviews, examinations and proceedings by various governmental regulatory agencies, law enforcement authorities and self-regulatory bodies regarding Regions' business, Regions' business practices and policies and the conduct of persons with whom Regions does business. Additional inquiries will arise from time to time. In connection with those inquiries, Regions receives document requests, subpoenas and other requests for information. The inquiries could develop into administrative, civil or criminal proceedings or enforcement actions that could result in consequences that have a material effect on Regions' consolidated financial position, results of operations or cash flows as a whole. Such consequences could include adverse judgments, findings, settlements, penalties, fines, orders, injunctions, restitution, or alterations in our business practices, and could result in additional expenses and collateral costs, including reputational damage.

While the final outcome of litigation and claims exposures or of any inquiries is inherently unpredictable, management is currently of the opinion that the outcome of pending and threatened litigation and inquiries will not have a material effect on Regions' business, consolidated financial position, results of operations or cash flows as a whole. However, in the event of unexpected future developments, it is reasonably possible that an adverse outcome in any of the matters discussed above could be material to Regions' business, consolidated financial position, results of operations or cash flows for any particular reporting period of occurrence.

GUARANTEES

INDEMNIFICATION OBLIGATION

As discussed in Note 3, on April 2, 2012 ("Closing Date"), Regions closed the sale of Morgan Keegan and related affiliates to Raymond James. In connection with the sale, Regions agreed to indemnify Raymond James for all legal matters related to pre-closing activities, including matters filed subsequent to the Closing Date that relate to actions that occurred prior to closing. Losses under the indemnification include legal and other expenses, such as costs for judgments, settlements and awards associated with the defense and resolution of the indemnified matters. The maximum potential amount of future payments that Regions could be required to make under the indemnification is indeterminable due to the indefinite term of some of the obligations. However, Regions expects the majority of ongoing legal matters to be resolved within approximately one to two years.

As of the Closing Date, the fair value of the indemnification obligation, which includes defense costs and unasserted claims, was approximately \$385 million, of which approximately \$256 million was recognized as a reduction to the gain on sale of Morgan Keegan. The fair value 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. The fair value of the indemnification liability includes amounts that Regions had previously determined meet the definition of probable and reasonably estimable. Adjustments to the indemnification obligation are recorded within professional and legal expenses within discontinued operations (see Note 3). As of December 31, 2016, the carrying value of the indemnification obligation was approximately \$28 million.

FANNIE MAE DUS LOSS SHARE GUARANTEE

Regions is a Fannie Mae DUS lender. The Fannie Mae DUS program provides liquidity to the multi-family housing market. Regions services loans sold to Fannie Mae and is required to provide a loss share guarantee equal to one-third of the majority of its DUS servicing portfolio. At December 31, 2016 and 2015, the Company's DUS servicing portfolio totaled approximately \$1.8 billion and \$1.2 billion, respectively. Regions' maximum quantifiable contingent liability related to its loss share guarantee was approximately \$559 million and \$356 million at December 31, 2016 and 2015, respectively. The Company would be liable for this amount only if all of the loans it services for Fannie Mae, for which the Company retains some risk of loss, were to default and all of the collateral underlying these loans was determined to be without value at the time of settlement. Therefore, the maximum quantifiable contingent liability is not representative of the actual loss the Company would be expected to incur. The estimated fair value of the associated loss share guarantee recorded as a liability on the Company's consolidated balance sheets was approximately \$4 million and \$3 million at December 31, 2016 and 2015, respectively. Refer to Note 1 for additional information.

VISA INDEMNIFICATION

As a member of the Visa USA network, Regions, along with other members, indemnified Visa USA against litigation. On October 3, 2007, Visa USA was restructured and acquired several Visa affiliates. In conjunction with this restructuring, Regions' indemnification of Visa USA was modified to cover specific litigation ("covered litigation").

A portion of Visa's proceeds from its IPO was put into escrow to fund the covered litigation. To the extent that the amount available under the escrow arrangement, or subsequent fundings of the escrow account resulting from reductions in the class B share conversion ratio, is insufficient to fully resolve the covered litigation, Visa will enforce the indemnification obligations of Visa USA's members for any excess amount. At this time, Regions has concluded that it is not probable that covered litigation exposure will exceed the class B share value.

NOTE 25. PARENT COMPANY ONLY FINANCIAL STATEMENTS

Presented below are condensed financial statements of Regions Financial Corporation:

Balance Sheets

| | December 31 | |
|--|------------------|------------------|
| | 2016 | 2015 |
| | (In millions) | |
| Assets | | |
| Interest-bearing deposits in other banks | \$ 1,043 | \$ 759 |
| Loans to subsidiaries | 20 | 10 |
| Securities available for sale | 20 | 20 |
| Premises and equipment, net | 42 | 43 |
| Investments in subsidiaries: | | |
| Banks | 16,693 | 16,724 |
| Non-banks | 409 | 372 |
| | <u>17,102</u> | <u>17,096</u> |
| Other assets | 453 | 407 |
| Total assets | <u>\$ 18,680</u> | <u>\$ 18,335</u> |
| Liabilities and Stockholders' Equity | | |
| Long-term borrowings | \$ 1,728 | \$ 1,301 |
| Other liabilities | 288 | 190 |
| Total liabilities | <u>2,016</u> | <u>1,491</u> |
| Stockholders' equity: | | |
| Preferred stock | 820 | 820 |
| Common stock | 13 | 13 |
| Additional paid-in capital | 17,092 | 17,883 |
| Retained earnings (deficit) | 666 | (115) |
| Treasury stock, at cost | (1,377) | (1,377) |
| Accumulated other comprehensive income (loss), net | (550) | (380) |
| Total stockholders' equity | <u>16,664</u> | <u>16,844</u> |
| Total liabilities and stockholders' equity | <u>\$ 18,680</u> | <u>\$ 18,335</u> |

Statements of Income

| | Year Ended December 31 | | |
|---|------------------------|---------------|-----------------|
| | 2016 | 2015 | 2014 |
| | (In millions) | | |
| Income: | | | |
| Dividends received from subsidiaries | \$ 1,190 | \$ 860 | \$ 1,185 |
| Service fees from subsidiaries | — | — | 2 |
| Interest from subsidiaries | 7 | 7 | 5 |
| Insurance proceeds | — | 91 | — |
| Other | 4 | — | — |
| | <u>1,201</u> | <u>958</u> | <u>1,192</u> |
| Expenses: | | | |
| Salaries and employee benefits | 56 | 51 | 52 |
| Interest | 73 | 60 | 85 |
| Furniture and equipment expense | 3 | 1 | — |
| Professional, legal and regulatory expenses | 2 | 3 | 93 |
| Other | 89 | 81 | 78 |
| | <u>223</u> | <u>196</u> | <u>308</u> |
| Income before income taxes and equity in undistributed earnings (loss) of subsidiaries | 978 | 762 | 884 |
| Income tax benefit | (66) | (45) | (123) |
| Income from continuing operations | <u>1,044</u> | <u>807</u> | <u>1,007</u> |
| Discontinued operations: | | | |
| Income (loss) from discontinued operations before income taxes | 8 | (22) | 21 |
| Income tax expense (benefit) | 3 | (9) | 8 |
| Income (loss) from discontinued operations, net of tax | <u>5</u> | <u>(13)</u> | <u>13</u> |
| Income before equity in undistributed earnings (loss) of subsidiaries and preferred dividends | 1,049 | 794 | 1,020 |
| Equity in undistributed earnings (loss) of subsidiaries: | | | |
| Banks | 102 | 257 | 114 |
| Non-banks | 12 | 11 | 13 |
| | <u>114</u> | <u>268</u> | <u>127</u> |
| Net income | 1,163 | 1,062 | 1,147 |
| Preferred stock dividends | (64) | (64) | (52) |
| Net income available to common shareholders | <u>\$ 1,099</u> | <u>\$ 998</u> | <u>\$ 1,095</u> |

Statements of Cash Flows

| | Year Ended December 31 | | |
|---|------------------------|----------------|-----------------|
| | 2016 | 2015 | 2014 |
| | (In millions) | | |
| Operating activities: | | | |
| Net income | \$ 1,163 | \$ 1,062 | \$ 1,147 |
| Adjustments to reconcile net cash from operating activities: | | | |
| Equity in undistributed (earnings) loss of subsidiaries | (114) | (268) | (127) |
| Depreciation, amortization and accretion, net | 2 | 1 | 2 |
| Loss on early extinguishment of debt | 14 | — | — |
| Net change in operating assets and liabilities: | | | |
| Other assets | 33 | 16 | (83) |
| Other liabilities | (38) | (213) | 96 |
| Other | 68 | 48 | 34 |
| Net cash from operating activities | <u>1,128</u> | <u>646</u> | <u>1,069</u> |
| Investing activities: | | | |
| Investment in subsidiaries | (60) | (239) | (4) |
| Principal payments received on loans to subsidiaries | — | 10 | — |
| Principal advances on loans to subsidiaries | (10) | (10) | — |
| Proceeds from sales and maturities of securities available for sale | 8 | 6 | 6 |
| Purchases of securities available for sale | (8) | (7) | (5) |
| Net purchases of premises and equipment | (1) | (43) | — |
| Net cash from investing activities | <u>(71)</u> | <u>(283)</u> | <u>(3)</u> |
| Financing activities: | | | |
| Proceeds from long-term borrowings | 1,107 | — | — |
| Payments on long-term borrowings | (658) | (500) | (350) |
| Cash dividends on common stock | (317) | (304) | (247) |
| Cash dividends on preferred stock | (64) | (64) | (52) |
| Net proceeds from issuance of preferred stock | — | — | 486 |
| Repurchase of common stock | (839) | (623) | (256) |
| Other | (2) | 12 | 6 |
| Net cash from financing activities | <u>(773)</u> | <u>(1,479)</u> | <u>(413)</u> |
| Net change in cash and cash equivalents | 284 | (1,116) | 653 |
| Cash and cash equivalents at beginning of year | 759 | 1,875 | 1,222 |
| Cash and cash equivalents at end of year | <u>\$ 1,043</u> | <u>\$ 759</u> | <u>\$ 1,875</u> |

Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure*

Not Applicable.

Item 9A. *Controls and Procedures*

Based on an evaluation, as of the end of the period covered by this Form 10-K, under the supervision and with the participation of Regions' management, including its Chief Executive Officer and Chief Financial Officer, the Chief Executive Officer and the Chief Financial Officer have concluded that Regions' disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) are effective. During the fourth fiscal quarter of the year ended December 31, 2016, there have been no changes in Regions' internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, Regions' control over financial reporting.

The Report of Management on Internal Control Over Financial Reporting and the attestation report of registered public accounting firm on registrant's internal control over financial reporting are included in Item 8. of this Annual Report on Form 10-K.

Item 9B. *Other Information*

Not Applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Information about the Directors and Director nominees of Regions included in Regions’ Proxy Statement for the Annual Meeting of Stockholders to be held on April 20, 2017 (the “Proxy Statement”) under the caption “ELECTION OF DIRECTORS—Who are this year’s nominees?” and the information incorporated by reference pursuant to Item 13. below are incorporated herein by reference. Information regarding Regions’ executive officers is included below.

Information regarding Regions’ Audit Committee included in the Proxy Statement under the caption “CORPORATE GOVERNANCE—Committee Composition—*Audit Committee*” is incorporated herein by reference.

Information regarding timeliness of filings under Section 16(a) of the Securities Exchange Act of 1934 included in the Proxy Statement under the caption “OWNERSHIP OF REGIONS COMMON STOCK—Section 16(a) Beneficial Ownership Reporting Compliance” is incorporated herein by reference.

Information regarding Regions’ Code of Ethics for Senior Financial Officers included in the Proxy Statement under the caption “CORPORATE GOVERNANCE—Policies Relating to Transactions with Related Persons and Code of Conduct—*Code of Ethics for Senior Financial Officers*” is incorporated herein by reference.

Information included in the Proxy Statement under the caption “CORPORATE GOVERNANCE—Family Relationships” is incorporated herein by reference.

Executive officers of the registrant as of December 31, 2016, are as follows:

| Executive Officer | Age | Position and Offices Held with Registrant and Subsidiaries | Executive Officer Since* |
|-------------------------------|------------|---|---------------------------------|
| O. B. Grayson Hall, Jr. | 59 | Chairman, President and Chief Executive Officer of registrant and Regions Bank. Director of registrant and Regions Bank. Previously President and Chief Executive Officer; President and Chief Operating Officer; and Vice Chairman and Head of General Banking Group. | 1993 |
| David J. Turner, Jr. | 53 | Senior Executive Vice President and Chief Financial Officer of registrant and Regions Bank. Previously Director of Internal Audit Division. | 2010 |
| Fournier J. “Boots” Gale, III | 72 | Senior Executive Vice President, General Counsel and Corporate Secretary of registrant and Regions Bank. Previously a founding partner of Maynard Cooper & Gale, P.C. in Birmingham, Alabama. | 2011 |
| C. Matthew Lusco | 59 | Senior Executive Vice President and Chief Risk Officer of registrant and Regions Bank. Previously managing partner of KPMG LLP’s offices in Birmingham, Alabama and Memphis, Tennessee. | 2011 |
| John B. Owen | 55 | Senior Executive Vice President and Head of the Regional Banking Group of registrant and Regions Bank. Previously served as Head of the Business Groups, Head of Consumer Services Group and Head of Operations and Technology Group. Director and Chairman, Regions Insurance Group, Inc. | 2009 |
| John M. Turner, Jr. | 55 | Senior Executive Vice President and Head of Corporate Banking Group, registrant and Regions Bank. Manager, RFC Financial Services Holding LLC; Director, Regions Insurance Group, Inc. Previously South Region President, Regions Bank. Prior to joining Regions, served as President of Whitney National Bank and Whitney Holding Corporation. | 2011 |
| Brett D. Couch | 53 | Senior Executive Vice President and Regional President, East Region of Regions Bank. Previously Florida Region President; Mississippi President; and West Florida Area Executive. | 2010 |

| Executive Officer | Age | Position and Offices Held with Registrant and Subsidiaries | Executive Officer Since* |
|--------------------------|------------|---|---------------------------------|
| Barb Godin | 63 | Senior Executive Vice President and Chief Credit Officer of registrant and Regions Bank. Previously served in senior management roles in credit and risk management. | 2010 |
| C. Keith Herron | 52 | Senior Executive Vice President and Regional President, South Region, of Regions Bank. Previously Head of Strategic Planning and Execution of registrant and Regions Bank; Midsouth Region President; Middle Tennessee Area Executive; East Tennessee Area Executive; North Alabama Area Executive; Central Alabama Commercial Banking Executive and Head of Credit Review of Regions Bank. | 2010 |
| William E. Horton | 65 | Senior Executive Vice President and Head of Commercial Banking of registrant and Regions Bank. Previously served as South Region President, Regions Bank and in other senior management roles in both Consumer and Business Services. | 2014 |
| Ellen S. Jones | 58 | Senior Executive Vice President and Head of Strategic Performance and Alignment of registrant and Regions Bank. Director, Regions Insurance Group, Inc. | 2010 |
| David R. Keenan | 49 | Senior Executive Vice President and Head of Human Resources of registrant and Regions Bank. Previously served in senior management roles in Human Resources. | 2010 |
| Scott M. Peters | 55 | Senior Executive Vice President and Consumer Services Group Head of registrant and Regions Bank. Director, Regions Investment Services, Inc. Previously Chief Marketing Officer. | 2010 |
| William D. Ritter | 46 | Senior Executive Vice President and Wealth Management Group Head of registrant and Regions Bank. Director, Regions Insurance Group, Inc. Previously Central Region President and North Central Alabama Area Executive. | 2010 |
| Ronald G. Smith | 56 | Senior Executive Vice President and Regional President, Mid-America Region of Regions Bank. Director, Regions Foundation. Previously Southwest Region President; and Mississippi/North Louisiana Area President. | 2010 |

* The years indicated are those in which the individual was first deemed to be an executive officer of registrant, including its predecessor companies.

Item 11. *Executive Compensation*

All information presented under the captions “COMPENSATION DISCUSSION AND ANALYSIS,” “COMPENSATION OF EXECUTIVE OFFICERS,” “COMPENSATION COMMITTEE REPORT,” “CORPORATE GOVERNANCE—Compensation Committee Interlocks and Insider Participation” and “—Relationship of Compensation Policies and Practices to Risk Management,” and “ELECTION OF DIRECTORS—How are Directors compensated?” of the Proxy Statement are incorporated herein by reference.

Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*

All information presented under the caption “OWNERSHIP OF REGIONS COMMON STOCK” of the Proxy Statement is incorporated herein by reference.

Equity Compensation Plan Information

The following table gives information about the common stock that may be issued upon the exercise of options, warrants and rights under all of Regions’ existing equity compensation plans as of December 31, 2016.

| Plan Category | Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a) | Weighted Average Exercise Price of Outstanding Options, Warrants and Rights | Number of Securities Remaining Available Under Equity Compensation Plans (Excluding Securities in First Column) |
|--|---|---|---|
| Equity Compensation Plans Approved by Stockholders | 6,920,372 | \$ 14.00 | 48,244,330 (b) |
| Equity Compensation Plans Not Approved by Stockholders | 6,534,675 (c) | \$ 25.06 | — |
| Total | 13,455,047 | \$ 19.37 | 48,244,330 |

- (a) Does not include outstanding restricted stock awards.
- (b) Consists of shares available for future issuance under the Regions Financial Corporation 2015 Long Term Incentive Plan. In 2015, all prior long-term incentive plans were closed to new grants.
- (c) Consists of outstanding stock options issued under plans assumed in connection with the Regions-AmSouth merger, which were previously approved by AmSouth stockholders but not pre-merger Regions stockholders. In each instance, the number of shares subject to option and the exercise price of outstanding options have been adjusted to reflect the applicable exchange ratio. See Note 17 “Share Based Payments” to the consolidated financial statements included in Regions’ Annual Report on Form 10-K for the year ended December 31, 2016. Does not include 85,127 shares issuable pursuant to outstanding rights under AmSouth deferred compensation plans assumed by Regions.

Item 13. *Certain Relationships and Related Transactions, and Director Independence*

All information presented under the captions “CORPORATE GOVERNANCE—Transactions with Directors,” “—Other Business Relationships and Transactions,” “—Policies Relating to Transactions with Related Persons and Code of Conduct” and “—Director Independence” of the Proxy Statement is incorporated herein by reference.

Item 14. *Principal Accounting Fees and Services*

All information presented under the caption “RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM” of the Proxy Statement is incorporated herein by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) 1. *Consolidated Financial Statements.* The following reports of independent registered public accounting firm and consolidated financial statements of Regions and its subsidiaries are included in Item 8. of this Form 10-K:

- Reports of Independent Registered Public Accounting Firm;
- Consolidated Balance Sheets—December 31, 2016 and 2015;
- Consolidated Statements of Income—Years ended December 31, 2016, 2015 and 2014;
- Consolidated Statements of Comprehensive Income—Years ended December 31, 2016, 2015 and 2014;
- Consolidated Statements of Changes in Stockholders’ Equity—Years ended December 31, 2016, 2015 and 2014; and
- Consolidated Statements of Cash Flows—Years ended December 31, 2016, 2015 and 2014.
- Notes to Consolidated Financial Statements

2. *Consolidated Financial Statement Schedules.* The following consolidated financial statement schedules are included in Item 8. of this Form 10-K:

None. The Schedules to consolidated financial statements are not required under the related instructions or are inapplicable.

(b) *Exhibits.* The exhibits indicated below are either included or incorporated by reference as indicated.

| <u>SEC Assigned Exhibit Number</u> | <u>Description of Exhibits</u> |
|---|--|
| 3.1 | Amended and Restated Certificate of Incorporation incorporated by reference to Exhibit 3.1 to Form 10-Q Quarterly Report filed by registrant on August 6, 2012. |
| 3.2 | Certificate of Designations incorporated by reference to Exhibit 3.3 to Form 8-A filed by registrant on November 1, 2012. |
| 3.3 | Certificate of Designations, incorporated by reference to Exhibit 3.3 to the Form 8-A filed by registration on April 28, 2014. |
| 3.4 | Bylaws as amended and restated, incorporated by reference to Exhibit 3.2 to Form 8-K Current Report filed by registrant on February 12, 2015. |
| 4.1 | Instruments defining the rights of security holders, including indentures. The registrant hereby agrees to furnish to the Commission upon request copies of instruments defining the rights of holders of long-term debt of the registrant and its consolidated subsidiaries; no issuance of debt exceeds 10 percent of the assets of the registrant and its subsidiaries on a consolidated basis. |
| 4.2 | Deposit Agreement, dated as of November 1, 2012, by and among Regions Financial Corporation, Computershare Trust Company, N.A., as depository, Computershare Inc., and the holders from time to time of the depository receipts described therein, incorporated by reference to Exhibit 4.1 to Form 8-A filed by registrant on November 1, 2012. |
| 4.3 | Form of depository receipt representing the Depository Shares incorporated by reference to Exhibit 4.2 to Form 8-A filed by registrant on November 1, 2012. |
| 4.4 | Form of Stock Certificate representing the Preferred Stock, incorporated by reference to Exhibit 4.3 to Form 8-A filed by registrant on November 1, 2012. |
| 4.5 | Deposit Agreement, dated as of April 29, 2014, by and among Regions Financial Corporation, Computershare Trust Company, N.A., as depository, Computershare, Inc. and the holders from time to time of the depository receipts described therein, incorporated by reference to Exhibit 4.1 to the Form 8-K filed by registrant on April 29, 2014. |

| <u>SEC Assigned Exhibit Number</u> | <u>Description of Exhibits</u> |
|---|--|
| 4.6 | Form of depositary receipt representing the Depositary Shares, incorporated by reference to Exhibit 4.2 to the Form 8-K filed by registrant on April 29, 2014. |
| 4.7 | Form of certificate representing the Series B Preferred Stock, incorporated by reference to Exhibit 4.3 to the Form 8-A filed by registrant on April 28, 2014. |
| 10.1* | Regions Financial Corporation 2015 Long Term Incentive Plan, incorporated by reference to Appendix B to Regions Financial Corporation's Proxy Statement dated March 10, 2015, for the Regions Annual Meeting of Stockholders held April 23, 2015. |
| 10.2* | Form of Notice and Form of 2015 Director Restricted Stock Award Agreement under Regions Financial Corporation 2015 Long Term Incentive Plan, incorporated by reference to Exhibit 10.2 to Form 10-Q Quarterly Report filed by registrant on August 5, 2015. |
| 10.3* | Form of Notice and Form of Director Restricted Stock Award Agreement under Regions Financial Corporation 2015 Long Term Incentive Plan, incorporated by reference to Exhibit 10.1 to Form 10-Q Quarterly Report filed by registrant on August 5, 2016. |
| 10.4* | Form of Notice and Form of Restricted Stock Unit Award Agreement under Regions Financial Corporation 2015 Long Term Incentive Plan, incorporated by reference to Exhibit 10.2 to Form 10-Q Quarterly Report filed by registrant on August 5, 2016. |
| 10.5* | Form of Notice and Form of Performance Stock Unit Award Agreement under Regions Financial Corporation 2015 Long Term Incentive Plan, incorporated by reference to Exhibit 10.3 to Form 10-Q Quarterly Report filed by registrant on August 5, 2016. |
| 10.6* | Form of Notice and Form of Performance Unit Award Agreement under Regions Financial Corporation 2015 Long Term Incentive Plan, incorporated by reference to Exhibit 10.4 to Form 10-Q Quarterly Report filed by registrant on August 5, 2016. |
| 10.7* | Regions Financial Corporation 2010 Long Term Incentive Plan, incorporated by reference to Appendix B to Regions Financial Corporation's Proxy Statement dated April 1, 2010, for the Regions Annual Meeting of Stockholders held May 13, 2010, File No. 000-50831. |
| 10.8* | Amendment, effective August 31, 2010, to Regions Financial Corporation 2010 Long Term Incentive Plan, incorporated by reference to Exhibit 10.1 to Form 10-Q Quarterly Report filed by registrant on November 3, 2010, File No. 000-50831. |
| 10.9* | Form of stock option grant agreement under Regions Financial Corporation 2010 Long Term Incentive Plan, incorporated by reference to Exhibit 10.5 to Form 10-K Annual Report filed by registrant on February 24, 2011, File No. 000-50831. |
| 10.10* | Form of Notice and Form of Restricted Stock Unit Award Agreement, incorporated by reference to Exhibit 10.2 to Form 10-Q Quarterly Report filed by registrant on May 8, 2013. |
| 10.11* | Form of Notice and Form of Performance Stock Unit Award Agreement, incorporated by reference to Exhibit 10.3 to Form 10-Q Quarterly Report filed by registrant on May 8, 2013. |
| 10.12* | Form of Notice and Form of Performance Unit Award Agreement, incorporated by reference to Exhibit 10.4 to Form 10-Q Quarterly Report filed by registrant on May 8, 2013. |

| SEC Assigned Exhibit Number | Description of Exhibits |
|------------------------------------|---|
| 10.13* | Form of Notice and Form of Restricted Stock Unit Award Agreement under Regions Financial Corporation 2010 Long Term Incentive Plan, incorporated by reference to Exhibit 10.3 to Form 10-Q Quarterly Report filed by registrant on August 5, 2015. |
| 10.14* | Form of Notice and Form of Performance Stock Unit Award Agreement under Regions Financial Corporation 2010 Long Term Incentive Plan, incorporated by reference to Exhibit 10.4 to Form 10-Q Quarterly Report filed by registrant on August 5, 2015. |
| 10.15* | Form of Notice and Form of Performance Unit Award Agreement under Regions Financial Corporation 2010 Long Term Incentive Plan, incorporated by reference to Exhibit 10.5 to Form 10-Q Quarterly Report filed by registrant on August 5, 2015. |
| 10.16* | AmSouth Bancorporation 2006 Long Term Incentive Compensation Plan, incorporated by reference to Appendix C to AmSouth Bancorporation's Proxy Statement dated March 10, 2006, for the AmSouth Annual Meeting of Shareholders held April 20, 2006, File No. 1-7476. |
| 10.17* | Form of stock option grant agreement under AmSouth Bancorporation 2006 Long Term Incentive Compensation Plan, incorporated by reference to Exhibit 99.3 to Form 8-K Current Report filed by registrant on April 30, 2007, File No. 000-50831. |
| 10.18* | Form of performance-based stock option grant agreement and award notice under AmSouth Bancorporation 2006 Long Term Incentive Compensation Plan, incorporated by reference to Exhibit 10.4 to Form 10-Q Quarterly Report filed by registrant on May 11, 2009, File No. 000-50831. |
| 10.19* | Regions Financial Corporation 2006 Long Term Incentive Plan, incorporated by reference to Exhibit 99.1 to Form 8-K Current Report filed by registrant on May 23, 2006, File No. 000-50831. |
| 10.20* | Amendment to Regions Financial Corporation 2006 Long Term Incentive Plan, incorporated by reference to Exhibit 10.5 to Form 10-Q Quarterly Report filed by registrant on May 7, 2008, File No. 000-50831. |
| 10.21* | Form of stock option grant agreement under Regions Financial Corporation 2006 Long Term Incentive Plan, incorporated by reference to Exhibit 99.1 to Form 8-K Current Report filed by registrant on April 30, 2007, File No. 000-50831. |
| 10.22* | Form of performance-based stock option grant agreement and award notice under Regions Financial Corporation 2006 Long Term Incentive Plan, incorporated by reference to Exhibit 10.3 to Form 10-Q Quarterly Report filed by registrant on May 11, 2009, File No. 000-50831. |
| 10.23* | Form of director stock option grant agreement under Regions Financial Corporation 2006 Long Term Incentive Plan, incorporated by reference to Exhibit 10.45 to Form 10-K Annual Report filed by registrant on February 27, 2008, File No. 000-50831. |
| 10.24* | AmSouth Bancorporation 1996 Long Term Incentive Compensation Plan, as amended, incorporated by reference to Exhibit 10.2 to Form 10-Q Quarterly Report filed by AmSouth Bancorporation on November 9, 2004, File No. 1-7476. |
| 10.25* | Amendment Number 1 to the AmSouth Bancorporation 1996 Long Term Incentive Compensation Plan, incorporated by reference to Exhibit 10.1 to Form 10-Q Quarterly Report filed by AmSouth Bancorporation on May 9, 2006, File No. 1-7476. |
| 10.26* | Form of stock option grant agreement under AmSouth Bancorporation 1996 Long Term Incentive Compensation Plan, incorporated by reference as Exhibit 10.2 to Form 8-K Current Report filed by AmSouth Bancorporation on February 11, 2005, File No. 1-7476. |

| <u>SEC Assigned Exhibit Number</u> | <u>Description of Exhibits</u> |
|---|---|
| 10.27* | AmSouth Bancorporation Amended and Restated Stock Option Plan for Outside Directors, incorporated by reference to Appendix E to AmSouth Bancorporation's Proxy Statement dated March 10, 2004, for the Annual Meeting of Shareholders held April 15, 2004, File No. 1-7476. |
| 10.28* | Form of stock option grant agreement under AmSouth Bancorporation Amended and Restated Stock Option Plan for Outside Directors, incorporated by reference to Exhibit 10.1 to Form 8-K Current Report filed by AmSouth Bancorporation on April 26, 2005, File No. 1-7476. |
| 10.29* | Amended and Restated Regions Financial Corporation Directors' Deferred Stock Investment Plan, incorporated by reference to Exhibit 10.27 to Form 10-K Annual Report filed by registrant on February 25, 2009, File No. 000-50831. |
| 10.30* | Amended and Restated Regions Financial Corporation Deferred Compensation Plan for Former Directors of AmSouth Bancorporation (formerly named Deferred Compensation Plan for Directors of AmSouth Bancorporation), incorporated by reference to Exhibit 10.30 to Form 10-K Annual Report filed by registrant on February 25, 2009, File No. 000-50831. |
| 10.31* | Form of deferred compensation agreement implementing deferred compensation arrangements with certain directors who were formerly directors of Union Planters Corporation, incorporated by reference to Exhibit 10.19 to Form 10-K Annual Report filed by registrant on March 14, 2005, File No. 000-50831. |
| 10.32* | AmSouth Bancorporation Deferred Compensation Plan, incorporated by reference to Exhibit 10.13 to Form 10-K Annual Report filed by AmSouth Bancorporation on March 15, 2005, File No. 1-7476. |
| 10.33* | Amendment Number 1 to AmSouth Bancorporation Deferred Compensation Plan effective November 4, 2006, incorporated by reference to Exhibit 10.59 to Form 10-K Annual Report filed by registrant on March 1, 2007, File No. 000-50831. |
| 10.34* | Amendment Number 2 to AmSouth Bancorporation Deferred Compensation Plan, incorporated by reference to Exhibit 10.36 to Form 10-K Annual Report filed by registrant on February 25, 2009, File No. 000-50831. |
| 10.35* | Amendment Number 3 to the AmSouth Bancorporation Deferred Compensation Plan, incorporated by reference to Exhibit 10.1 to Form 10-Q Quarterly Report filed by registrant on November 5, 2014. |
| 10.36* | Form of Change-in-Control Agreement with executive officers O. B. Grayson Hall, Jr. and John B. Owen, incorporated by reference to Exhibit 10.3 of Form 8-K Current Report filed by registrant on October 3, 2007, File No. 000-50831. |
| 10.37* | Form of Change-in-Control Agreement with executive officer Fournier J. Gale, III, incorporated by reference to Exhibit 10.10 of Form 10-Q Quarterly Report filed by registrant on August 4, 2011, File No. 000-50831. |
| 10.38* | Form of Change-in-Control Agreement with executive officers C. Matthew Lusco and John M. Turner, Jr., incorporated by reference to Exhibit 10.11 of Form 10-Q Quarterly Report filed by registrant on August 4, 2011, File No. 000-50831. |
| 10.39* | Form of Change-in-Control Agreement with executive officers Brett D. Couch, Barbara Godin, C. Keith Herron, William E. Horton, David R. Keenan, Scott M. Peters, Ronald G. Smith and David J. Turner, Jr., incorporated by reference to Exhibit 10.48 to Form 10-K Annual Report filed by registrant on February 24, 2011, File No. 000-50831. |

| SEC Assigned Exhibit Number | Description of Exhibits |
|------------------------------------|---|
| 10.40* | Form of Change-in-Control Agreement with executive officers Ellen S. Jones and William D. Ritter, incorporated by reference to Exhibit 10.49 to Form 10-K Annual Report filed by registrant on February 24, 2011, File No. 000-50831. |
| 10.41* | Form of Amendment to Change-in-Control Agreement with executive officers O. B. Grayson Hall, Jr., David J. Turner, Jr., John B. Owen, Brett D. Couch, Barbara Godin, C. Keith Herron, William E. Horton, David R. Keenan, Scott M. Peters, Ronald G. Smith, Ellen S. Jones and William D. Ritter, incorporated by reference to Exhibit 10.52 to Form 10-K Annual Report filed by registrant on February 21, 2013. |
| 10.42* | Regions Financial Corporation Supplemental 401(k) Plan (Restated as of January 1, 2014), incorporated by reference to Exhibit 10.48 to Form 10-K Annual Report filed by registrant on February 21, 2014. |
| 10.43* | Amendment Number One to the Regions Financial Corporation Supplemental 401(k) Plan Restated as of January 1, 2014, incorporated by reference to Exhibit 10.38 to Form 10-K Annual Report filed by registrant on February 17, 2015. |
| 10.44* | Regions Financial Corporation Post 2006 Supplemental Executive Retirement Plan (Restated as of January 1, 2014) incorporated by reference to Exhibit 10.49 to Form 10-K Annual Report filed by registrant on February 21, 2014. |
| 10.45* | Amendment Number One to the Regions Financial Corporation Post 2006 Supplemental Executive Retirement Plan (Restated as of January 1, 2014), effective January 1, 2016, incorporated by reference to Exhibit 10.45 to Form 10-K Annual Report filed by registrant on February 16, 2016. |
| 10.46* | Amendment Number Two to the Regions Financial Corporation Post 2006 Supplemental Executive Retirement Plan (Restated as of January 1, 2014), effective January 1, 2016. |
| 10.47* | Form of Indemnification Agreement for Directors of AmSouth Bancorporation, incorporated by reference to Exhibit 10.2 to Form 8-K Current Report filed by AmSouth Bancorporation on April 20, 2006, File No. 1-7476. |
| 10.48* | Form of Aircraft Time Sharing Agreement, incorporated by reference to Exhibit 10.1 to Form 10-Q Quarterly Report filed by registrant on November 4, 2009, File No. 000-50831. |
| 10.49* | Amendment to Aircraft Time Sharing Agreement by and between Regions Financial Corporation and O.B. Grayson Hall, Jr., incorporated by reference to Exhibit 10.63 to Form 10-K Annual Report filed by registrant on February 21, 2013. |
| 10.50* | Regions Financial Corporation Use of Corporate Aircraft Policy, amended and restated August 2014, incorporated by reference to Exhibit 10.2 to Form 10-Q Quarterly Report filed by registrant on November 5, 2014. |
| 10.51* | Regions Financial Corporation Use of Corporate Aircraft Policy, amended and restated February 2016, incorporated by reference to Exhibit 10.50 to Form 10-K Annual Report filed by registrant on February 16, 2016. |
| 10.52* | Regions Financial Corporation Amended and Restated Management Incentive Plan, incorporated by reference to Exhibit 10.1 to Form 8-K Current report filed by registrant on May 25, 2012. |

| SEC Assigned Exhibit Number | Description of Exhibits |
|------------------------------------|---|
| 10.53* | Amendment Number One to the Regions Financial Corporation Amended and Restated Management Incentive Plan, incorporated by reference to Exhibit 10.3 to Form 10-Q Quarterly Report filed by registrant on November 5, 2014. |
| 10.54* | Regions Financial Corporation Executive Incentive Plan, incorporated by reference to Appendix A to Proxy Statement filed by registrant on March 26, 2013 and approved by the stockholders at the annual meeting held May 16, 2013. |
| 10.55 | Deferred Prosecution Agreement dated June 19, 2014, between Regions Financial Corporation and the Securities and Exchange Commission, incorporated by reference to Exhibit 10.1 to the Form 8-K filed by the registrant on June 25, 2014. |
| 10.56 | Consent Order and Assessment of Civil Money Penalty Issued Upon Consent Pursuant to the Federal Deposit Insurance Act, as Amended, dated June 25, 2014, of the Board of Governors of the Federal Reserve System and Alabama State Banking Department in the Matter of Regions Bank, incorporated by reference to Exhibit 10.2 to the Form 8-K filed by the registrant on June 25, 2014. |
| 12 | Computation of Ratio of Earnings to Fixed Charges. |
| 21 | List of subsidiaries of registrant. |
| 23 | Consent of independent registered public accounting firm. |
| 24 | Power of Attorney. |
| 31.1 | Certifications of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certifications of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32 | Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101 | Interactive Data File |

* Compensatory plan or agreement.

Copies of exhibits not included herein may be obtained free of charge, electronically through Regions' website at www.regions.com or through the SEC's website at www.sec.gov or upon request to:

Investor Relations
Regions Financial Corporation
1900 Fifth Avenue North
Birmingham, Alabama 35203
(205) 581-7890

Item 16. Form 10-K Summary

None.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|-------------------------------------|--------------|-------------------|
| * _____ Susan W. Matlock | Director | February 24, 2017 |
| * _____ John E. Maupin, Jr. | Director | February 24, 2017 |
| * _____ Charles D. McCrary | Director | February 24, 2017 |
| * _____ James T. Prokopanko | Director | February 24, 2017 |
| * _____ Lee J. Styslinger III | Director | February 24, 2017 |
| * _____ José S. Suquet | Director | February 24, 2017 |

* Fournier J. Gale, III, by signing his name hereto, does sign this document on behalf of each of the persons indicated above pursuant to powers of attorney executed by such persons and filed with the Securities and Exchange Commission.

By: /s/ FOURNIER J. GALE, III
 Fournier J. Gale, III
 Attorney in Fact

Regions Financial Corporation
Computation of Ratio of Earnings to Fixed Charges
(from continuing operations)
(Unaudited)

| | 2016 | 2015 | 2014 | 2013 | 2012 |
|---|-----------------------|--------------|--------------|--------------|--------------|
| | (Dollars in millions) | | | | |
| Excluding Interest on Deposits | | | | | |
| Income from continuing operations before income taxes | \$ 1,672 | \$ 1,530 | \$ 1,682 | \$ 1,665 | \$ 1,763 |
| Fixed charges excluding preferred stock dividends and accretion | 253 | 217 | 261 | 304 | 373 |
| Income for computation excluding interest on deposits | 1,925 | 1,747 | 1,943 | 1,969 | 2,136 |
| Interest expense excluding interest on deposits | 196 | 159 | 204 | 249 | 319 |
| One-third of rent expense | 57 | 58 | 57 | 55 | 54 |
| Preferred stock dividends and accretion | 64 | 64 | 52 | 32 | 129 |
| Fixed charges including preferred stock dividends and accretion | 317 | 281 | 313 | 336 | 502 |
| Ratio of earnings to fixed charges, excluding interest on deposits | 6.08x | 6.21x | 6.22x | 5.86x | 4.25x |
| Including Interest on Deposits | | | | | |
| Income from continuing operations before income taxes | \$ 1,672 | \$ 1,530 | \$ 1,682 | \$ 1,665 | \$ 1,763 |
| Fixed charges excluding preferred stock dividends and accretion | 370 | 326 | 366 | 439 | 657 |
| Income for computation including interest on deposits | 2,042 | 1,856 | 2,048 | 2,104 | 2,420 |
| Interest expense including interest on deposits | 313 | 268 | 309 | 384 | 603 |
| One-third of rent expense | 57 | 58 | 57 | 55 | 54 |
| Preferred stock dividends and accretion | 64 | 64 | 52 | 32 | 129 |
| Fixed charges including preferred stock dividends and accretion | 434 | 390 | 418 | 471 | 786 |
| Ratio of earnings to fixed charges, including interest on deposits | 4.71x | 4.76x | 4.90x | 4.47x | 3.08x |

CERTIFICATIONS

I, O. B. Grayson Hall, Jr., certify that:

1. I have reviewed this Annual Report on Form 10-K of Regions Financial Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 24, 2017

/s/ O. B. GRAYSON HALL, JR.

O. B. Grayson Hall, Jr.
Chairman, President and
Chief Executive Officer

CERTIFICATIONS

I, David J. Turner, Jr., certify that:

1. I have reviewed this Annual Report on Form 10-K of Regions Financial Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 24, 2017

/s/ DAVID J. TURNER, JR.

David J. Turner, Jr.
Senior Executive Vice President and
Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Regions Financial Corporation (the "Company") on Form 10-K for the year ended December 31, 2016 (the "Report"), I, O. B. Grayson Hall, Jr., Chief Executive Officer of the Company, and David J. Turner, Jr., Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to our knowledge:

- 1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ O. B. GRAYSON HALL, JR.

O. B. Grayson Hall, Jr.
Chief Executive Officer

/s/ DAVID J. TURNER, JR.

David J. Turner, Jr.
Chief Financial Officer

DATE: February 24, 2017

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signatures that appear in typed form within the electronic version of this written statement required by Section 906, has been provided to Regions Financial Corporation and will be retained by Regions Financial Corporation and furnished to the Securities and Exchange Commission or its staff upon request.