

Code of Business Conduct and Ethics



Regions Financial Corporation

July, 2010



Foreword From the President and Chief Executive Officer

Regions is a financial services company with a distinct formula for success. Our success is due to our associates and the quality service they provide. We strive to make sure everything we do lives up to the highest standards, including how we conduct ourselves with our customers, our vendors, each other and as individuals. Every moment is an opportunity to create trust and encourage confidence in Regions. Making sure that we continue to build positive relationships and achieve our high legal, ethical and moral standards is the cornerstone of our business and who we are.

As a member of the Regions team, we each have a responsibility to represent our company with integrity. We have created this Code of Business Conduct and Ethics (“Code”) to help you understand the expected standards of Regions associate behavior. This Code applies to all officers, directors and associates of Regions and each of its affiliates. Understanding and adhering to the Code is a condition of your employment and you will be asked to certify that you have read and are following the standards detailed in the following pages.

The Code is intended for you to use as a guide to help you address specific situations. Regions’ Human Resources Management Guidelines and the *You & Regions* booklet are also available to help you make good decisions, and we expect that you will use common sense to avoid potentially questionable circumstances.

Should you be uncertain how to handle a specific situation or have questions about the Code, please contact your supervisor, your Area Human Resources Representative, or the Chief Compliance Risk Officer. Similarly, if you suspect any violation of the Code and are uncomfortable reporting it to your supervisor, please call the confidential Report It Hotline or contact the Chief Compliance Risk Officer. You may also address a letter to Chief Compliance Risk Officer, Regions Financial Corporation, Mail Code ALBH11101B, Post Office Box 11007, Birmingham, Alabama 35288. All communications will be handled in a confidential manner.

We are confident that with your help, Regions can continue to conduct business in a way that makes life better.



Grayson Hall
President and Chief Executive Officer
Regions Financial Corporation

Table of Contents

- I. RAISING ETHICAL ISSUES/REPORTING CODE VIOLATIONS/GOVERNANCE**
 - A. Compliance1
 - B. Access1
 - C. Training1
 - D. Compliance Certification2
 - E. Reporting Violations2
 - F. Waiver Authority2

- II. PROTECTION AND PROPER USE OF CORPORATE ASSETS**
 - A. Use of Corporate Assets2
 - B. Use of Computer, Telephone, Email and Voice Mail Systems2
 - C. Corporate Expenditures Policy3

- III. WORK ENVIRONMENT**
 - A. Fair Employment Practices and Diversity4
 - B. Harassment and Intimidation4
 - C. Promote a Positive Work Environment4
 - D. Workplace Violence is Not Tolerated4
 - E. Personal Relationships with Subordinates and Co-workers4
 - F. Do Not Make Unauthorized Recordings of Others5
 - G. Comply with All Fair and Equal Treatment Requirements5

- IV. INTERNAL AND EXTERNAL COMMUNICATIONS**
 - A. Communicate Professionally and With Discretion5
 - B. Communication with Media and Other Outside Parties5
 - C. Emails and Other Internet Communications5
 - D. Obtain Prior Approval to Serve as an Expert or Consultant6
 - E. Do Not Offer Legal or Tax Advice6
 - F. You Must Have Proper Authority to Contractually Bind the Company6
 - G. Do Not Engage in Anticompetitive Activities or Certain Tying Activities6

- V. PROTECTING INFORMATION**
 - A. Proprietary and Confidential Information7
 - B. Privacy of Associate Information8
 - C. Protect Customer Privacy and Act to Prevent Identity Theft8
 - D. Observe All Limits on Sharing Customer Information Between Departments and Affiliates9
 - E. Information Barriers9
 - F. Avoid Discussing Regions Business with the Public, Including the News Media9

- VI. INSIDER INFORMATION**9

- VII. GIFTS AND ENTERTAINMENT**
 - A. Accepting Gifts and Entertainment10
 - B. Giving Gifts and Providing Entertainment13
 - C. Limitations on Actions with Higher Education Employees13
 - D. Sponsorships and Ticket Usage13
 - E. Compliance14

- VIII. CONFLICTS OF INTEREST**
 - A. Outside Business Activities, Outside Employment and Second Jobs14
 - B. Use of Regions' Name and Marks15
 - C. Use of Regions' Facilities or Relationships15

| | |
|---|----|
| D. Corporate Opportunities | 15 |
| E. Related Party Business Dealings | 16 |
| F. Do Not Engage in Self-Dealing | 16 |
| G. Personal Business Dealings | 17 |
| H. Participation in and Support of Charitable, Civic and Political Organizations | 18 |
| I. Observe All Restrictions on Political Activities and Obtain Permission When Required | 19 |
| J. Fiduciary Appointments | 20 |
| K. Inheritance Under Wills or Trusts | 20 |
| L. Do Not Borrow From Customers and Vendors | 20 |
| M. Comply with Vendor Management and Purchasing Requirements | 20 |
| N. Observe All Restrictions on Recommending Other Firms to Customers | 20 |
| O. Comply with Incentive Policies and Procedures | 21 |
| P. Compliance | 21 |
| IX. COMPLIANCE WITH LAWS, RULES AND REGULATIONS | |
| A. Report Suspicious Activity and Comply With All Anti-Money Laundering Requirements | 22 |
| B. Comply with Record Retention Policies | 22 |
| X. INTEGRITY OF CORPORATE RECORDS AND PUBLIC DISCLOSURES | 23 |
| XI. DISCLOSURES AND AMENDMENTS | |
| A. Publicly Disclose | 23 |
| B. Employment Relationship | 23 |
| C. Amendments | 23 |

Regions Code of Business Conduct and Ethics

The Regions Code of Business Conduct and Ethics (“Code”) is applicable to all associates and directors of Regions Financial Corporation and its affiliated companies (“Regions”). Hereinafter, the term “associate(s)” shall refer to both associates and/or directors as the context may require. In addition, Regions expects those with whom we do business, including our vendors and agents, adhere to the policies outlined in the Code.

Most of the topics and principles contained in the Code are also covered or further explained in various Regions policies, procedures and guidelines, including those located at Regions’ corporate intranet site and those maintained by our subsidiaries, business or staff units. The Code should be read in conjunction with such policies, procedures and guidelines, and you are responsible for being familiar with them.

Although the Code and Regions policies, procedures and guidelines are intended to guide personal and professional day-to-day conduct, they are not intended to address every issue or situation which may arise. These materials provide basic principles and concepts to guide us in the conduct of our business. We, of course, should continue to rely on common sense, sound judgment and individual character and integrity to determine proper conduct.

If you are unsure of what to do in any situation, you should seek additional guidance and information before you act. Similarly, if you suspect a possible violation of a law or regulation, any provision of the Code, or other Regions policy or procedure, you should promptly report your concern.



I. RAISING ETHICAL ISSUES/REPORTING CODE VIOLATIONS/GOVERNANCE

A. Compliance

The Regions Code is administered by the Risk Management Division. Revisions to the Code will be made on an “as needed basis,” as directed and approved by the Chief Compliance Risk Officer. Substantive revisions will be approved by the Chief Compliance Risk Officer in conjunction with oversight by the Executive Council and the Nominating and Corporate Governance Committee of the Board of Directors. Periodic reports will be made to the Nominating and Corporate Governance Committee regarding significant Code revisions, as well as an annual report regarding the overall effectiveness of Regions’ ethics objectives.

The Chief Compliance Risk Officer maintains operational responsibility for administering the Code. Associate guidance regarding the Code should be directed through the following channels:

- (1) Associate’s Manager
- (2) Area Human Resources Representative
- (3) Chief Compliance Risk Officer

B. Access

New associates and directors are directed to the Code during orientation sessions. Vendors and agents will be provided a copy of the Code in conjunction with service agreements. The Code will be maintained electronically and will be posted on Regions’ intranet and internet sites. Associates and directors will be notified of any revisions or additions.

C. Training

To assist with understanding the expectations for compliance with the Code and all other required compliance training, all associates are required to complete the Regions’ Business Ethics training course (as well as Consumer Privacy, Information Security, Bank Secrecy Act/Anti-Money Laundering and Office of Foreign Assets Control) within the first 30 calendar days of employment and annually thereafter. If initial or annual training is not completed by the deadline, associates will receive a Written Warning from Human Resources stating they have five (5) business days to complete the training with the associate’s manager

being copied on this correspondence. Failure to meet a second course training deadline may result in the associate's termination. Directors will also receive initial and annual training regarding ethics and compliance responsibilities.

D. Compliance Certification

Associates will be required to certify by written or electronic signature that they have received, understand, and are in compliance with the Code. Associates who violate any provision of the Code may be disciplined up to and including termination of employment. In addition, all violations of criminal laws applicable to Regions' business will be reported to the appropriate authorities for prosecution.

E. Reporting Violations

Associates have a responsibility to promptly report knowledge of or information regarding any violation or suspected violation of the law, any provision of the Code, or other Regions policies or procedures. Regions has established two avenues for associates to report any potentially suspicious behavior by customers, associates, or vendors:

- (1) The SAR Hotline (205-261-0700)
- (2) A confidential toll-free number (Report It Hotline) which is available 7 days a week 24 hours a day (1-888-270-5934) for associates to make anonymous reports.

Associates may also report such violations directly to the Chief Compliance Risk Officer, or anonymously through the mail by addressing a letter to:

Chief Compliance Risk Officer,
Regions Financial Corporation,
Post Office Box 11007,
Birmingham, Alabama 35288
Mailcode ALBH11101B

Regions does not permit retaliation of any kind for good faith reports of ethical violations or misconduct of others. All reports are investigated fully with prompt, effective, remedial action being taken when appropriate.

F. Waiver Authority

Any waiver of the Code for members of the Executive Council, Directors, or senior financial officers may only be made by the Board of Directors or a duly authorized committee of the Board. To the extent required by law or the rules of the New York Stock Exchange, waivers shall be disclosed publicly and to the shareholders.

II. PROTECTION AND PROPER USE OF CORPORATE ASSETS

A. Use of Corporate Assets

Proper use of corporate assets is your responsibility and they must not be used for personal benefit. Use and maintain these assets with the utmost care and respect, guarding against waste and abuse, and be cost-conscious and alert to opportunities for improving performance while reducing costs.

Examples of corporate assets include cash, securities, business plans, customer information, supplier information, distributor information, intellectual property (including without limitation, Regions' name, logos, trademarks, processes, inventions, innovations, computer programs, models and other items), physical property (including supplies) and services. Misappropriation of corporate assets is a breach of your duty to Regions and may constitute an act of fraud against the company.

B. Use of Computer, Telephone, Email and Voice Mail Systems

The company's computer equipment, services and technology, which include telephone, email and voice mail systems (including all hardware and software) as well as application systems and network communications, are provided to assist you with the performance of your job and are primarily for business purposes. Incidental

personal use should be kept to a minimum and should never result in an expense to Regions or interfere with business activities and worker productivity. You may not use these systems in a manner that could be harmful or embarrassing to Regions.

Because these systems are primarily for business purposes, you should not have an expectation of privacy for any information stored within or communicated through them. You consent and agree that Regions may review, monitor, access, retrieve, and/or delete any communications and information that is created, stored, transmitted or received on these systems. Regions also reserves the right to monitor associate accounts and electronic forms of communication, including email, telephones, personal digital assistants (PDAs), computer systems, Internet access, communication devices and electronic records for any reason without notice or permission. In particular, your use of Regions' property or services — including Regions' Virtual Private Network (VPN), CITRIX®, or any other remote access device — to send or receive email, access Regions' information, or to access the Internet is not private, and Regions may monitor your use of such property and services to protect its rights or property and to ensure that all employees adhere to applicable laws and company policies. You should be aware that even deleted items may be recovered and monitored. Access to these systems and related security requirements are governed by the security guidelines and policies adopted by the administrators of the individual systems. For more information see the Electronic Communications and Computer Use Policy on life@regions. You should familiarize yourself with this policy and avoid all unacceptable content (as more fully described in the policy).

Q. I need to do some work from home, can I send Regions information or documentation to my personal email account or upload information to my personal email account through a web based service?

A. No. Web mail threatens Regions' ability to protect the corporate infrastructure from viruses and other risks. Therefore, access to personal email accounts is only allowed on an exception basis.

Q. Can I download screen savers, pop-up blockers, toolbars, or games from the Internet for the computer in my office?

A. No. The computer system and Internet connection are to be used for business purposes.

Q. A friend sent me an email containing some jokes. Can I forward it to someone else?

A. It is not acceptable to use Regions' email system to distribute jokes or chain mail.

Q. My spouse sent an email to my work address to remind me of a doctor's appointment. Is that OK?

A. Yes. Some limited personal use is acceptable, but remember that email messages are company property and may be monitored.

Q. Can I use my office computer to do Regions Internet Banking?

A. Yes. Associates are encouraged to use Internet Banking both at home and at work.

C. Corporate Expenditures Policy

All associates and directors of Regions are precluded from spending corporate funds in a manner that is excessive, extravagant, or otherwise creates a risk of significant damage to Regions' reputation with our customers, stockholders, investors, or in the communities in where we conduct business. Corporate Expenditures Policy Operating Procedures are in place to provide associates with direction for meetings, events, or conferences and the forms required to be completed for consideration for approval. All forms required under the Corporate Expenditures Policy are available on life@regions/HR/Expenditures Policy. Any questions regarding the Corporate Expenditures Policy should be directed to the Chief Compliance Risk Officer.

III. WORK ENVIRONMENT

Regions strives to provide a safe and healthy work environment for all associates. We expect our associates to follow all corporate and local policies designed to maintain a safe, productive and healthy work environment.

A. Fair Employment Practices and Diversity

Regions believes that diversity in our staff is critical to our success as a multi-state financial service institution, and we seek to recruit, develop and retain the most talented people from a diverse candidate pool. Advancement at Regions is based on talent and performance. We are fully committed to equal employment opportunity and compliance with the letter and spirit of the full range of fair employment practices and nondiscrimination laws. In addition, retaliation against individuals for raising claims of discrimination is prohibited.

B. Harassment and Intimidation

Regions prohibits sexual or any other kind of harassment or intimidation, whether committed by or against a supervisor, co-worker, customer, vendor or visitor. Harassment, whether based on a person's race, gender, color, creed, religion, national origin, citizenship, age, disability, marital status, sexual orientation, ancestry, veteran status or socioeconomic status, is prohibited by our no harassment policy and completely inconsistent with our tradition of providing a respectful, professional and dignified workplace. You must never use company systems to transmit or receive electronic images or text of a sexual nature or containing ethnic slurs, racial epithets or any other material of a harassing, offensive or lewd nature. If you believe that you are being subjected to harassing behavior, or if you observe or receive a complaint regarding such behavior, you must report it immediately to your department manager, any Human Resources Representative or the Manager of Corporate Associate Relations. Regions will promptly investigate all allegations of harassment or discrimination and will take appropriate corrective action. Retaliation against individuals for raising claims of harassment or discrimination is prohibited.

C. Promote a Positive Work Environment

Providing an environment that supports honesty, integrity, respect, trust, responsibility, and citizenship permits us the opportunity to achieve excellence in our workplace. You must contribute to the creation and maintenance of such an environment. In this regard, our officers and management personnel assume special responsibility for fostering a work environment that is free from the fear of retribution and will bring out the best in all of us. Supervisors must be careful in using words or conduct to avoid placing, or seeming to place, pressure on subordinates that could cause them to deviate from acceptable ethical behavior.

D. Workplace Violence is Not Tolerated

Regions mandates a "zero tolerance for violence" environment and seeks to prevent violent incidences from occurring. Violence includes, but is not necessarily limited to, physically harming another, verbally assaulting, shoving, pushing, harassment, intimidation, coercion, brandishing a weapon, and threats or talk of violence. You must report any incident that may involve a violation of this policy. For full details see the Threatening Conduct and Workplace Violence Policy on life@regions.

E. Personal Relationships With Subordinates and Co-workers

Consensual dating or other romantic social relationships with subordinate associates or with co-workers creates workplace risks such as sexual harassment, conflicts of interest, and diminished workplace productivity. As a result, Regions does not encourage these relationships. Those who choose to engage in such relationships do so at their own risk, with knowledge their employment may be affected if the relationship results in inappropriate or unprofessional behavior, negatively impacts the common good or morale of other associates, or creates conflicts of interest.

It is Regions' policy that if a relationship exists between an associate and a co-worker over whom the associate exercises supervisory responsibility, then the supervising associate must immediately report the relationship to his or her local or regional Human Resources representative, or to the Manager of Corporate Associate Relations. Regions reserves the right to take appropriate action, including the transfer of one or both of the associates to another department or the termination of one or both of the associates.

F. Do Not Make Unauthorized Recordings of Others

Regions prohibits unauthorized video and/or audio recordings of conversations, meetings, and telephone calls.

G. Comply With All Fair and Equal Treatment Requirements

Each associate and director should endeavor to deal fairly with Regions' customers, vendors, competitors, and fellow associates. No one should take an unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

In addition, Regions is committed to complying with and supporting fair lending and anti-discriminatory lending laws and to supporting the credit needs of its entire community. Associates should ensure they meet all training obligations to be aware of legal requirements and of Regions' policies and procedures for fair and equal treatment of all persons associated with Regions' business.

IV. INTERNAL AND EXTERNAL COMMUNICATIONS

A. Communicate Professionally and With Discretion

All communications, whether verbal or written, should be conducted professionally. What we say, write and do should reflect a clear understanding of Regions' ethical values and expectations, and should demonstrate sound personal judgment. That means being clear, truthful, accurate and respectful. Always avoid exaggeration, colorful language, guesswork and legal speculation. What we say, write or do should preserve or enhance our integrity and reputation — it should never jeopardize it. These requirements apply to communications of all kinds, including voice mails, email and informal notes or memos.

B. Communication With Media and Other Outside Parties

Nonpublic information or materials regarding Regions, including associate communications, must not be distributed outside of Regions, including the media, unless specifically authorized. Any inquiry from the media, including those relating to pending litigation or regulatory matters, should be promptly referred to Corporate Communications. Any inquiry concerning Regions' securities should be promptly referred to Investor Relations. In addition, any public speeches, interviews, presentations or appearances by associates, officers or directors relating to Regions' business should be coordinated with Corporate Communications or Investor Relations, as appropriate.

C. Emails and Other Internet Communications

In connection with email communications from your Regions or its subsidiaries' email address, you should be aware of the intrinsic association of such communications with Regions due to the corporate name in the email address itself. To avoid such potential harm to Regions resulting from such communications, you should do the following:

- (1) Draft emails just as you would any other letter that may become a formal, written record. Be clear, truthful and accurate. Do not exaggerate or use colorful language and avoid writing emails in the form of casual conversation.
- (2) Ensure our core values are followed. That means being respectful, professional and consistent with the spirit and intent of our values and policies. Always avoid the use of profanity.
- (3) When responding to emails, ensure your message contains sufficient context to avoid misinterpretation.
- (4) Never send an email that you would be embarrassed to see repeated in print at a later date.
- (5) Review it carefully before you send it. Are you sending it only to the intended recipient?

Internet communications such as online forums, bulletin or message boards and chat rooms, give the appearance that communications are limited to a small group; however, those communications extend to a very large audience and are public in nature. Regions treats internet communications like any other public statement. Only authorized spokespersons may issue public statements about Regions and our

policies, practices and procedures. Regions prohibits internet communications purported to be on behalf of Regions or in your capacity as an associate or based on information derived through your employment with Regions.

D. Obtain Prior Approval to Serve as an Expert or Consultant

The expertise you develop in the course of your employment may provide opportunities to participate in outside activities as a paid or unpaid expert or consultant. It is important to discuss these opportunities with internal counsel to ensure there is no conflict between organizational and personal interests. Use or distribution of materials or products developed as part of your responsibilities with Regions should occur only with the authorization of the Chief Compliance Risk Officer.

E. Do Not Offer Legal or Tax Advice

We are frequently asked by our customers to offer opinions on legal or tax matters. Regions is legally prohibited from doing anything that can be construed as an unauthorized practice of law. You should refrain from offering any advice where the company or you lack professional qualifications.

Q. A customer has asked me for advice on whether she should buy Regions stock. What should I tell her?

A. Unless your job description includes providing investment advice, you should refer her to an appropriate associate, such as a trust officer or investment advisory representative. Also, anyone with access to inside information about any other public company, whether it is because they have access to credit information about the other company through the bank or otherwise, may not under securities laws use that information to trade or tip someone else to trade.

F. You Must Have Proper Authority to Contractually Bind the Company

You have no authority to enter into any contract on our behalf or to commit our resources to any contract unless:

- (1) the subject of the contract is an area for which you are responsible and
- (2) you are authorized under our bylaws or through board resolution to enter into the contract. Associates must exercise care in all negotiations so that they do not knowingly make unauthorized commitments or promises which may bind the company.

G. Do Not Engage in Anticompetitive Activities or Certain Tying Activities

Antitrust laws prohibit agreements among competitors to restrict competition. Associates may not conspire with any Regions competitors to fix prices, allocate markets, allocate customers or refuse to deal with particular suppliers or customers. When in contact with Regions' competitors, associates must avoid entering into any agreements relating to how Regions conducts its business. Associates must be particularly careful at social or business gatherings, such as trade association meetings or seminars.

Regions encourages its customers to obtain the benefits of all Regions products and services, and cross-selling can be a valuable tool for accomplishing this. However, the law does prohibit some, but not all, tying arrangements in which Regions requires a customer to buy one product or service as a condition to buying or receiving another. For example, it is not permissible to condition approval for a "traditional" banking product or service, like a loan, on the use or purchase from Regions of a "nontraditional" product or service, such as investment banking, securities trading or insurance. Associates should contact the Legal Department or Corporate Compliance Department if uncertain whether a proposed arrangement involving both "traditional" and "nontraditional" banking products or services is allowable.

V. PROTECTING INFORMATION

A. *Proprietary and Confidential Information*

While working for Regions and continuing after you cease your employment or association with Regions, you must protect the confidentiality of nonpublic information you obtain or create in connection with your activities for Regions. You must not disclose proprietary or confidential information about Regions, or confidential information about a customer, supplier or distributor, to anyone (including other Regions personnel) who is not authorized to receive it nor does not have a business-related need to know the information. The only exception is when such disclosure is authorized by the customer, supplier or distributor, or by applicable law (e.g., to supervisory regulators), appropriate legal process (e.g., subpoena) or appropriate Regions authorities.

Proprietary and confidential information includes, without limitation, the following non-public information:

- (1) Information about Regions' operations, results, strategies and projections
- (2) Information about Regions' business plans, business processes and client relationships
- (3) Information received in the course of your employment about customers, suppliers and distributors, including customer identities, lists and all other customer information
- (4) Financial information, including budgets or projections, price lists and any other financial, marketing or sales information
- (5) Business and technical information, including information such as a formula, program, method, technique or compilation of information that is valuable because it is not public
- (6) Intellectual property, including trade secrets, secret processes and information about present, past, or future products
- (7) Information about Regions' technology and systems
- (8) Any other system, information or process that gives Regions an opportunity to obtain an advantage over our competitors or would be harmful to Regions if disclosed
- (9) Information Regions considers to be confidential or is required by law to treat confidentially

You must take precautionary measures to prevent unauthorized disclosure of proprietary and confidential information. Accordingly, you also should take steps to ensure business-related paperwork and documents are produced, copied, faxed, filed, stored and discarded by means designed to minimize the risk that unauthorized persons might obtain access to proprietary or confidential information. You also should ensure access to work areas and computers is properly controlled. You should not discuss sensitive matters or confidential information in public places such as elevators, hallways, restaurants, restrooms and public transportation. You should exercise caution when discussing such information on mobile phones and speakerphones.

As an associate, you may be using Regions' facilities and equipment to develop proprietary and confidential information. During your employment with Regions, any discovery, creation, development, invention, concept, process, idea or work related to the business of Regions, written or otherwise, developed or created by you alone or in combination with others, and whether or not registerable, copyrightable or patentable (collectively, "Regions Work Product") belongs to Regions. You acknowledge and agree if any Regions Work Product is copyrightable, such Regions Work Product is created by you as part of our employment or because Regions requested you create it and is "work made for hire." You further understand and agree that Regions is not required to obtain your permission to modify or make derivative works from the Regions Work Product.

As a condition of employment, you acknowledge and agree that all Regions Work Product and any other proprietary and confidential information is Regions' sole property and you disclaim any rights, title, and interests therein and assign exclusively these rights, title, and interest to Regions. In addition, you agree to immediately disclose all Regions Work Product, and any other confidential and proprietary information so developed to Regions. You further agree to assist Regions in securing for its own benefit all copyrights, patent rights, trademarks, trade names, service marks, mask work rights, trade secret rights and any other

proprietary and intellectual property rights, in and to the Regions Work Product and will execute such documents and take such actions as Regions believes are necessary to accomplish and effectuate the assignment and to secure, protect and perfect Regions' rights in and to the Regions Work Product.

If your employment with Regions ends, you must return all Regions Work Product, to include proprietary and confidential information, that may have been retained on personal items (for example, electronic devices and personal computers). Your obligations listed above with regard to Regions Work Product and other proprietary and confidential information continue after your employment ends. If we find that you have violated any of the above listed obligations, Regions may prosecute or seek other legal action against you.

Q. If I quit my job at Regions, can I take a list of my customers with me?

A. No. You cannot take any money, equipment or information that belongs to Regions, and that includes customer files and lists.

B. Privacy of Associate Information

Regions recognizes and protects the privacy and confidentiality of associate medical and personnel records. Such records must not be shared or discussed outside Regions, except as authorized by the associate or as required by law, rule, regulation or a subpoena or order issued by a court of competent jurisdiction or requested by a judicial, administrative or legislative body. Requests for such records from anyone outside the company under any other circumstances must be approved by internal counsel.

C. Protect Customer Privacy and Act to Prevent Identity Theft

Protecting the privacy rights of customers is of the utmost importance to Regions. In addition to preventing the unauthorized disclosure of confidential customer information, associates should act diligently to prevent third parties from engaging in identity theft and other forms of fraudulent use or misappropriation of customer information. Laws and regulations continue to be adopted in the area of customer privacy and identity theft protection. Associates are expected to comply with such laws and regulations, including Regions' Privacy Policies and Procedures which implement them. Information about a customer should never be disclosed, either within or outside the Company, except on a reasonable need-to-know basis in support of a legitimate business purpose and as allowed by law. All associates receiving notice from a consumer regarding actual or suspected identity theft are expected to follow established victim assistance procedures. In addition, any associate who has knowledge or suspects that customer data has been compromised or Regions' data security has been breached is required to immediately notify Regions' Information Security Department.

Q. If a customer who is a friend of my spouse comes in and wants to open an account, can I mention it to my spouse if I don't talk about specific numbers?

A. Absolutely not. Customer information is confidential and that includes whether a customer has a financial product such as a trust, a deposit account or a loan, in addition to specific balances. Our customers expect us to protect their privacy.

Q. A friend asked me to check a customer's account balance to see if a check he received from the customer would clear. Can I do that?

A. No. Customer information is confidential.

Q. A friend who formerly worked at the bank has asked for information on his estranged spouse's account, but he's not named on that account. Can I provide the information?

A. No, and if you do provide the information you may be subject to termination.

D. Observe All Limits on Sharing Customer Information Between Departments and Affiliates

Associates may disclose customer information, including credit information and business plans, to other Regions associates or departments, or affiliates only on a “need to know” basis. Associates must observe all restrictions for consumers who have “opted out” of information sharing between Regions affiliates as allowed under applicable privacy regulations.

E. Information Barriers

Associates must comply with Regions “information barrier” procedures and any applicable line of business procedures when appropriate. Information barriers are designed to separate associates engaged in lending, investment banking or merchant banking activities, who routinely have access to confidential information about customers (private-side activities), from those associates who trade in securities based on publicly available information or who engage in investment management activities (public-side activities). Information barriers are one of the methods used to address potential and actual conflicts of interest among business activities. You are responsible for knowing and complying with the information barrier policies.

F. Avoid Discussing Regions Business With the Public, Including the News Media

In general, only specifically designated officers may provide information to the media concerning Regions. Only specified senior officers, including Regions’ Chief Executive Officer, Chief Financial Officer and senior members of Regions’ Investor Relations Department, may speak to the public on Regions’ behalf or concerning material financial and other information about Regions. The term “public” includes: (1) securities market professionals, such as broker-dealers, investment advisors, institutional money managers, investment companies, hedge funds, and persons employed or affiliated with these types of companies; (2) anyone holding Regions securities under circumstances where it is reasonably foreseeable that the person would buy or sell Regions securities based upon such information; (3) chat boards, emails or similar means; and (4) the news media.

VI. INSIDER INFORMATION

In performing your responsibilities to Regions, you may receive confidential information about Regions, our customers, vendors and others. Federal securities laws prohibit the purchase or sale of shares or other securities of a company while aware of material nonpublic information (generally referred to as “inside information”) concerning that company. Information may be considered “material” if a reasonable investor would consider such information important in making a decision to buy, hold or sell securities. While it is not possible to define all categories of material information, some examples of information that ordinarily would be regarded as material are:

- Projections of future earnings or losses, or other earnings guidance;
- Earnings that are inconsistent with the consensus expectations of the investment community;
- A pending or proposed merger, acquisition or tender offer;
- A pending or proposed acquisition or disposition of a significant asset;
- A change in dividend policy, the declaration of a stock split, or an offering of additional securities;
- A change in executive management;
- Development of a significant new product or process;
- Impending bankruptcy or the existence of severe liquidity problems;
- Material financial problems;
- Significant reduction or expansion of operations;
- The gain or loss of a significant customer or supplier;
- Execution or termination of significant contracts; or
- Significant litigation or developments in litigation.

“Nonpublic” is defined as information that has not been disclosed broadly to the marketplace (such as by press release or a public filing with the Securities and Exchange Commission). Release of information to media or through public filings does not necessarily mean that such information has become publicly available since the investing public has not had time to absorb the information fully. Accordingly, as a

general rule, information should not be considered fully absorbed by the marketplace until the end of the first trading day after the information is released.

If you buy or sell a security based on “inside information” or disclose inside information to another person who buys or sells a security based on that information, you, Regions, and the person to whom the information was disclosed may violate securities laws. You are prohibited from trading on inside information and communicating or “tipping” inside information to others. Violations of insider trading laws can result in severe civil and criminal penalties, including substantial fines and possibly even incarceration. You may also be subject to Company imposed sanctions.

Certain associates are designated as Insiders and are subject to additional restrictions regarding personal transaction in Regions’ stock. These may include pre-clearance and reporting requirements as well as prohibitions against certain transactions. In addition, Regions’ directors and executive officers are subject to reporting and other legal restrictions regarding their personal trading of securities. You are responsible for knowing and abiding by any Regions corporate or business unit policies that may be applicable to you, *including Regions Financial Corporation’s General Policy on Insider Trading (“Insider Trading Policy”) which is incorporated in this Code by reference and can be found on the Corporate Compliance site on life@regions. Directors and Section 16 Officers should direct any questions concerning the Insider Trading Policy or its application to a proposed transaction to the Legal Department. All other associates should direct their questions to the Corporate Compliance Department.*

All associates are expected to read and review Regions’ Insider Trading Policy and will be required to annually certify they are in compliance with this policy. Even if an associate is not designated as an Insider, any knowledge of nonpublic information still restricts you from trading in company securities based on that fact.

Q. I think the company’s stock price may go down because all bank stocks are suffering. Can I call my broker and place a short sell?

A. No. The Company considers it improper and inappropriate for any associate or Director of the Company to engage in short-term or speculative transactions in Regions securities. It is against company policy to enter in transactions such as this.

Q. I am an experienced trader and would like to enter into option transactions on Regions stock. Is this permitted under the Policy?

A. No. A transaction in options is, in effect, a bet on the short term movement of the Company’s stock and therefore creates the appearance that the associate or Director is trading based on inside information. Transactions in options* also may focus the associate’s or Director’s attention on short term performance at the expense of the Company’s long term objectives. The only exception is for certain hedging transactions (see policy).

*There is a separate section of the Inside Trading Policy which addresses associate stock option exercises.

VII. GIFTS AND ENTERTAINMENT

A. Accepting Gifts and Entertainment

In general, you should exercise caution in accepting gifts or the conveyance of anything of value from current Regions customers or suppliers. You should never accept a gift in exchange for a past, current or future business relationship with Regions.

Cash gifts, including cash equivalents such as checks or gift cards, may not be accepted in any amount. Unsolicited non-cash business courtesies may be accepted when permitted under applicable law if (1) acceptance will foster good will and successful business relations; (2) the courtesies are not lavish or extravagant under the circumstances; (3) the courtesies are not frequent and do not reflect a pattern or an appearance of a pattern of frequent acceptance of courtesies from the same entities or persons; (4) the gifts

and courtesies from one source during the previous twelve month period do not exceed \$250 in aggregate; and (5) the associate accepting the courtesies would feel comfortable about discussing the courtesies with his or her supervisor or co-worker, or having the courtesies known by the public. In general, a gift based on an independently existing family or personal relationship also may be accepted.

Occurrence of the following circumstances requires submission of the *Gifts and Entertainment Approval Request/Disclosure Form* found on life@regions/HR/Associate Policies-Manuals:

- When an associate is offered a gift, courtesy, or any other form of entertainment not expressly allowed under the Code. The form must be fully completed and submitted prior to accepting the offer. In the case of a gift or offer not expressly allowed under the Code, the form must be submitted to request approval to accept the offer. The form must also be filed to document a gift offer which was declined.
- If an associate is offered something of value beyond what is authorized in this Code, even upon refusal to accept or keep it, the associate must disclose the offer even if there is any question as to the legality or appropriateness of a gift. Applicable laws or other Regions policies and procedures may preclude gifts or compensation in addition to the prohibitions discussed above.
- On a case by case basis, when allowed by law, the Chief Compliance Risk Officer may approve other circumstances in which an associate may accept something of value in connection with Regions' business. To request approval, the associate must provide full written disclosure of all relevant facts, using the *Regions Gifts and Entertainment Approval Request/Disclosure Form*.

Regardless of the source or value of any gift or favor, an associate and any members of his or her immediate family must decline any gift offered under circumstances suggesting intent to influence the associate in the performance of his or her job.

- (1) An associate may **not**:
- a. Solicit for personal benefit, or for a third party (other than Regions), anything of value from anyone in return for any Regions business or confidential information;
 - b. Accept anything of value from anyone other than Regions on the condition that Regions do business with such person;
 - c. Accept cash gifts in any amount, including cash equivalents such as checks or gift cards, from a customer, vendor, or service provider;
 - d. Use his or her position at Regions to obtain anything of value from a customer or vendor;
 - e. Accept gifts under a will or trust instrument of a customer who is not a family member unless the associate has previously filed the *Gifts and Entertainment Approval Request/Disclosure Form* and received approval;
 - f. Accept gifts that would be viewed as lavish or expensive by a reasonable person, such as use of a vacation home or hunting lodge, or gifts, even of nominal value, if part of a pattern that, when viewed as a whole, would be considered lavish or expensive. An example would be a pattern of expensive meals or entertainment; or
 - g. Accept payment for speaking or writing on Regions' behalf if the payment could be viewed as excessive or lavish. If an excessive payment is offered, then the associate may request the payment be donated to a charity.

Q. I know that one of our vendors sometimes sends customers on trips to Las Vegas. Can I ask if they have any junkets I could go on?

A. No. You can't solicit a trip or anything of value in exchange for Regions' business and you can't accept anything of value from a vendor in exchange for Regions' business.

Q. What if instead of taking the trip myself, I give it to a neighbor?

A. It is still prohibited.

Q. One of my customers applied for a line of credit and then a few hours later brought over a flower arrangement and lunch for everyone in the branch and asked how the application looked. Is this proper?

A. Regardless of the gift's value, you must decline any gift offered under circumstances that suggest the intent to influence how you perform your job.

(2) An associate **may**:

- a. Accept gratuities, amenities, favors or other gifts based on obvious family or personal relationships (such as from immediate family members), where it is clear that the gifts are based upon the relationships and not Regions business.
- b. Accept meals, refreshments, travel arrangements or accommodations, or entertainment of reasonable value (aggregate value of \$250 or less from one source during the previous twelve months) from customers or vendors if both of the following circumstances apply: (1) The occurrence is a bona fide business or other occasion designed to foster better relations or associate knowledge; and (2) Regions would have paid the expenses, as a reasonable business expense, if not paid by the other party.
- c. Receive loans from other financial institutions on customary terms for proper purposes.
- d. Receive discounts or rebates on merchandise or services that do not exceed those available to other customers.
- e. Accept non-cash or non-cash-like gifts or awards of nominal value (totaling \$250 or less from one source in the previous twelve months) if:
 1. The gift is classified as advertising or promotional materials.
 2. The gift is given for a commonly recognized event such as a promotion, conference, sporting event, new job, wedding, or retirement; or
 3. A gift or award is presented by a civic, charitable, educational, or religious organization for recognition of service or accomplishment.
- f. Accept an honorarium given for speaking or writing on Regions' behalf.

Q. One of our vendors is having a two-day seminar on a new product at a conference center. Food and lodging are provided. Can I still participate?

A. Yes, if it is a legitimate business meeting that Regions would have otherwise paid for, provided the accommodations are not lavish or extravagant. If the value of this business courtesy exceeds \$250, you must submit the *Gifts and Entertainment Approval Request/Disclosure Form* before you accept the offer.

Q. A vendor has offered to send me to Bermuda for a long weekend. I've politely declined. Do I have to do anything else?

A. Yes. If you are offered a gift that is not permitted under the Code you must complete and submit the *Gifts and Entertainment Approval Request/Disclosure Form*, even if you refuse the offer.

Q. Companies sometimes send me promotional items. Can I keep them?

A. You can keep them if the value of the items from one source received in the previous twelve months does not exceed \$250. If they exceed this threshold, you should send them back or ask that they be donated to a charity and you should also complete and submit the *Gifts and Entertainment Approval Request/Disclosure Form*.

Q. I've been promoted and a customer sent me a very nice pen to honor the occasion. This customer has never given me a gift before and it would be awkward to return it. Can I keep it?

A. You can keep it if it's valued at \$250 or less. If it's worth more than \$250, you must obtain approval to accept the gift by submitting the completed *Gifts and Entertainment Approval Request/Disclosure Form*.

Some Regions businesses have supplemental policies regarding gifts and business courtesies, which may require various reports or approvals or may have different monetary restrictions. You are responsible for knowing the policies of your business units which are applicable to you.

B. Giving Gifts and Providing Entertainment

If a gift could be seen by others as a consideration for an official or business favor, you must not give the gift. Appropriate entertainment may be offered to customers and by persons authorized to do so, subject to the business expense reimbursement requirements applicable to your business. Your business unit may have supplemental policies related to gift giving. If this is the case, please review thoroughly before providing any gift to ensure adherence to the policy.

The United States, many local jurisdictions as well as other countries, have laws restricting gifts (e.g., meals, entertainment, transportation, lodging or other things of value) that may be provided to government officials. In addition, the U.S. Foreign Corrupt Practices Act of 1977 (“FCPA”) outlines very serious provisions against bribery, including the payment, or promise of payment, of anything of value to foreign officials (including any person employed by or representing a foreign government, officials of a foreign political party, officials of public international organizations and candidates for foreign office). Payment made indirectly through a consultant, contractor or other intermediary are also prohibited.

The Labor-Management Reporting and Disclosure Act (“LMRDA”) requires all U.S. employers, including Regions, to report any payment or loan, direct or indirect, of money or other thing of value (including reimbursed expenses) to any labor organization or any officer, agent, shop steward, or other representative of a labor organization unless a specific exemption is available. Civil and criminal penalties may be assessed for failure to comply with the LMRDA. Accordingly, each Regions associate must comply with the Labor Management Reporting policy for his line of business.

To ensure compliance with both local and federal laws, gifts to government or labor organization officials must be pre-cleared with the Chief Compliance Risk Officer and your internal counsel. Under no circumstances may you offer anything of value to a government official, or a labor organization official for the purpose of influencing the recipient to take or refrain from taking any official action, or to induce the recipient to conduct business with Regions.

C. Limitations on Actions with Higher Education Employees

Regions, and its associates, shall not provide, directly or indirectly, anything of value to any institution of higher education, or its employees, directors or agents, in exchange for any advantage or consideration provided to Regions or Regions’ higher education loan activity, including but not limited to, placement on any institution of higher education’s Preferred Lender List. This prohibition shall also include, but not be limited to, (i) “revenue sharing” with an institution of higher education, (ii) providing an institution of higher education with any product for which the institution pays below-market prices, (iii) providing printing costs or services, (iv) providing benefits to any institution of higher education or any institution’s students for a particular type of loan in exchange for placement on any institution’s preferred lender list.

D. Sponsorships and Ticket Usage

Regions has an interest in sponsoring certain entertainment venues, events and organizations within our markets. Additionally, Regions may take advantage of the opportunity to entertain clients through the use of event tickets and/or hospitality passes either as a component of a sponsorship, or as a separate business development expense.

Sponsorships of a certain value must have prior written approval from Corporate Marketing, and all ticket/hospitality usage must be reported to Corporate Marketing following the Corporate Marketing Sponsorship and Entertainment Venue Policy and Procedures. For more information see the Sponsorship and Entertainment Venue Policy and Procedures on life@regions.

E. Compliance

In order to assist associates in obtaining the necessary approvals and simplify the record keeping associated with gift and entertainment conveyances, the ***Gifts and Entertainment Approval Request/Disclosure Form*** is available on life@regions. If you are offered a gift, business courtesy, or any form of entertainment that is not expressly allowed under the Code, from a current customer, vendor, or supplier this form must be completed, and forwarded to the Chief Compliance Risk Officer.

For more information see the *Gifts and Entertainment Approval Request/Disclosure form* on the Human Resources page on life@regions.

VIII. CONFLICTS OF INTEREST

You must be sensitive to any activities, interests or relationships that might conflict with, or even appear to be in conflict with, your ability to act in the best interests of Regions. You are expected to regulate your activities so as to avoid real or perceived conflicts of interest. Prior to participating in activities regulated by the Code that present potential conflicts of interest, you must obtain certain pre-approvals. In some cases, you are required to obtain approval prior to beginning an outside activity by completing and submitting the *Outside Activities Approval Request Form* found on life@regions under Human Resources/Associate Policies-Manuals. The following are only some of the areas in which pre-approval is required because real or perceived conflicts of interest may arise:

A. Outside Business Activities, Outside Employment and Second Jobs

Associates should avoid any outside activity that significantly interferes with their Regions duties. Associates should not be involved in outside activities that:

- Significantly detract from their time or attention at work;
- Adversely affect the quality of their work;
- Compete with Regions or use Regions' confidential or proprietary information;
- Involve any significant use of Regions' equipment, facilities or supplies;
- Require or imply Regions' sponsorship or support (unless authorized by an appropriate officer); or
- Harm Regions' reputation.

Outside Employment and Second Jobs

- (1) With certain exceptions, associates may obtain the necessary pre-approvals to have outside employment if such employment does not conflict with their duties at Regions and is fulfilled solely during off-duty hours. The following pre-approval levels are required.
 - a. All associates must have their manager's approval before beginning outside employment or a second job with any unaffiliated for-profit company or organization.
 - b. The *Outside Activities Approval Request Form* must be completed and forwarded to the Chief Compliance Risk Officer to obtain approval prior to:
 - (i) Any associate or director accepting any position with an unaffiliated for-profit company or organization.
 - (ii) Any associate accepting a position as an officer, partner or director of any unaffiliated entity (including a public entity, such as a municipal authority).
 - (iii) Any associate accepting any position as an employee, associate, officer, director, agent of, consultant or advisor to, any competitor of or vendor to, Regions.
- (2) The following are additional restrictions or prohibitions regarding outside employment:
 - a. Associates may not accept outside employment that includes preparing, auditing or certifying statements or documents relating to Regions' business.
 - b. Associates may be prohibited by law from being employed at the same time by Regions and by certain securities firms, financial services firms or public utility holding companies.

- c. When serving as an officer, partner, or director of an outside entity, an associate must (a) not attempt to influence or take part in any vote or decision which may lead to the use of any Regions product or service by the outside entity, or result in the obtaining of some special benefit by Regions; (b) not represent Regions in any dealings with the outside entity; (c) be satisfied that the outside entity conducts its affairs lawfully, ethically and in accordance with prudent management and financial practices; and (d) comply with any additional Regions policies relating to service to the outside entity.
- d. Outside employment as a broker, contractor or agent who engages in real estate transactions (including negotiating or selling mortgages for others, appraising property or collecting rents) or as an attorney, tax or investment counselor, accountant, financial advisor, insurance agent or broker are generally prohibited. An associate must obtain approval by submitting the *Outside Activities Approval Request Form* before accepting outside employment of this type.
- e. Outside employment as a paid or unpaid consultant in your area of employment is generally prohibited. An associate must obtain approval by submitting the *Outside Activities Approval Request Form* before accepting outside employment of this type.
- f. Any outside employment by associates must be pre-approved by their manager and the Chief Compliance Risk Officer via the *Outside Activities Approval Request Form*. No such employment will be approved if it could result in an actual or apparent conflict of interest.

Q. Can I work a second job after hours?

- A. Yes, as long as it doesn't conflict with your duties at Regions and is completely contained in your off-duty hours and is pre-approved by your manager. In addition, you should check for additional restrictions in the *You & Regions* booklet.

Other Outside Business Activities

An associate who represents Regions in its dealings with an entity that is a vendor or customer must contact Corporate Compliance to obtain approval before investing in the entity, or continuing to hold an investment in the entity once it begins doing business with Regions.

B. Use of Regions' Name and Marks

The Regions name, logos, service marks, and trademarks (collectively, the "Regions Marks") are among the company's most valuable assets. The association of the Regions Marks with quality products and services of the company and the protection of the Regions Marks is essential to the success of the company's business. Therefore, the company must carefully manage and control the use of the Regions Marks. In order to protect and properly promote the Regions Marks, Regions has established procedures and guidelines (including graphic standards) to provide the means for consistent, favorable, and professional use of the Regions Marks. The Regions Marks are to be used only for **authorized** company business and never in connection with personal, charitable, pro bono or other activities unless appropriately approved in accordance with company policy. Moreover, the use of the Regions Marks by any third party (including our vendors) must be properly authorized and licensed.

C. Use of Regions' Facilities or Relationships

You should not use Regions' facilities or relationships for personal benefit or for outside work. Use of Regions' facilities or relationships for charitable or pro bono purposes can be made only with prior approval from your senior business manager and only after you have met any other notice requirements required by corporate or local policy.

D. Corporate Opportunities

You owe a duty to Regions to advance its legitimate interests when the opportunity to do so arises. You shall not take for personal use (or for others) any business opportunity learned of during the course of serving Regions or through use of Regions property or as a result of your position with Regions. You are prohibited

from utilizing Regions property, information or position to generate personal gain or to engage or participate in any business that directly competes with Regions.

E. Related Party Business Dealings

You must obtain the approval of the Chief Compliance Risk Officer, by submitting the *Outside Activities Approval Request Form*, in the event of any business relationship, or proposed business transaction, Regions may have with any company in which you, or an immediate family member (immediate family member means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, and any person (other than a tenant or employee) sharing the individual's household), has: (1) a direct or indirect interest, or (2) from which you or an immediate family member may derive a benefit, or (3) where an immediate family member is employed, if such a relationship or transaction might give rise to the appearance of a conflict of interest. For example, if you or a family member owns or controls property of significant value that Regions is either purchasing or leasing. This requirement excludes a business relationship consisting solely of the provision of a Regions service or product, such as a deposit, loan, brokerage account or credit card that is typically offered to other parties on the same terms.

Q. I, or my outside company, own a building that I would like to lease to Regions. Can I do that?

A. No. The Code of Business Conduct and Ethics prohibits associates from representing a non-Regions company in any transaction with Regions.

F. Do Not Engage in Self-Dealing

Associates may **not** enter into the following business dealings with Regions:

- (1) Buying assets from, or selling assets to, Regions or any account for which Regions acts as a fiduciary, if Regions acquired the subject property by repossession or foreclosure. In other cases, an associate generally may engage in such activities if the assets are being offered to the public or associates (including Regions promotional items), or if the associate has approval from the Chief Compliance Risk Officer (obtained by submitting the *Outside Activities Approval Request Form*) or any required approval of a court or regulator;
- (2) Personally extending credit to any person (other than an immediate family member) who has applied for and was denied credit by Regions;
- (3) Representing Regions in any activity requiring the associate's judgment or discretion that affects a person or entity with which the associate has a material family, financial or other relationship. For example, this would preclude an associate from representing Regions in lending money to immediate family members or companies in which the associate's immediate family has a substantial interest;
- (4) Representing a non-Regions company in any transaction with Regions;
- (5) Signing on a customer's account, acting as deputy or co-lessee of a customer's safe deposit box, acting as a customer's power of attorney, or otherwise representing customers. This would not prohibit situations that would exist if the person were not an associate, such as serving as an officer of an organization or representing an immediate family member;
- (6) Purchasing any property, including real estate, knowing that Regions intends to purchase it;
- (7) Using Regions property, corporate time, or proprietary or confidential information for personal gain other than in the performance of the associate's job; or
- (8) Improperly influencing an associate over whom a supervisor has managerial responsibility.

Q. My mother wants me to be a signer on one of her Regions accounts. Can I do that?

A. This is allowed if you would have been a signer even if you didn't work at Regions. This is the case for immediate family and if you are an officer of a club or organization and would have signed on the account even if you didn't work for Regions.

G. Personal Business Dealings

You and your family are encouraged to use Regions for your personal financial services needs. Such services, however, are to be provided on the same terms as are provided to all other similarly situated persons (for example, all Regions associates). You are not allowed to process or approve transactions relating to your own personal accounts, the accounts of members of your immediate family or personal acquaintances or accounts in which you may have a personal interest or on which you are an authorized signer. Specifically, this includes, but is not limited to, opening accounts, accepting deposits, withdrawal of deposits, refunding, reversing or waiving fees, approving or increasing credit lines or loans and cashing checks. Any nonstandard business arrangements between you and Regions must be pre-approved by your supervisor and the Chief Compliance Risk Officer; approval should be requested by completing and submitting the *Outside Activities Approval Request Form*.

Notwithstanding the above, the Morgan Keegan Code of Conduct allows certain Morgan Keegan and Morgan Keegan Asset Management associates to conduct transactions relating to their own accounts or those of family members. Any activities conducted that require the use of a license held by Morgan Keegan associates are also governed by the Morgan Keegan Code of Conduct. Regions Insurance and Regions Investment Services associates are also allowed to process non-banking transactions for themselves or their families.

Similarly, you should not receive preferential treatment from suppliers, service providers or customers without preapproval from your supervisor and the Chief Compliance Risk Officer (via the *Outside Activities Approval Request Form*), unless such preferential treatment is available on the same terms to all similarly situated persons.

Actual or apparent conflicts of interest often arise in the area of investments, and associates should use extreme caution when investing in the business of a customer, vendor, or competitor of Regions. Directors are subject to additional laws governing conflicts of interest that might arise in connection with investments.

Any associate who directly or beneficially owns a “material interest” in the securities of any competitor, customer, service provider or other entity doing business with Regions should immediately make full written disclosure to the Chief Compliance Risk Officer, by submitting the *Outside Activities Approval Request Form*. “Securities” include stocks, bonds, partnership and other ownership interests. An associate “directly owns” securities registered in his or her name or held for his or her benefit in the name of a broker or nominee. An associate “beneficially owns” securities held for his or her benefit in a partnership, trust, profit sharing plan or other entity, or in the name of a member of his or her immediate family.

Under this section of the Code, an associate is considered to have a “material interest” in an entity when the associate directly or beneficially owns:

- (1) Five (5) percent or more of the securities of the entity; or
- (2) Securities of the entity having a fair market value of \$500,000 or more, when the associate does not represent Regions in its business dealings with the entity; or
- (3) Securities of the entity having a fair market value of \$50,000 or more, when the associate represents Regions in its business dealings with the entity.

Section 16 of the Securities and Exchange Act has provisions specific to directors, and executive officers, regarding certain registered equity securities transactions. Regions will notify its directors and officers who are subject to such requirements.

Q. When the Code says I can't process financial transactions for family members, does it mean my spouse can't give me a deposit to make when I arrive at work?

- A. You can take a deposit to the bank for your spouse as long as you give it to a teller for processing. If you are a teller, you must give it to another teller for processing.

Q. One of my Business Banking customers has approached me about my personally investing in his company. Can I do that?

A. Investing in a customer's business creates, at the very least, the appearance of a conflict of interest. You should be extremely cautious about this kind of transaction, and before investing must submit the *Outside Activities Approval Request Form* to obtain approval, from the Chief Compliance Risk Officer.

Q. I'm interested in buying stock in other regional banks, including some of our direct competitors. Can I do that?

A. You should be very careful about investing in our competitors because it may create the appearance of a conflict of interest. You may own stock in our competitors, but if you own more than 5 percent of their company's securities (very unlikely), or the securities have a fair market value of \$500,000 or more, you must immediately disclose that fact in writing to the Chief Compliance Risk Officer by submitting the *Outside Activities Approval Request Form*. In addition, if you have any inside information about another company, whether it is by virtue of your position at Regions or through any other means, you should refrain from trading in that company.

H. Participation in and Support of Charitable, Civic and Political Organizations

You are encouraged to participate in charitable and civic organizations and political activities, provided that such participation does not unduly interfere with your duties or bring detriment to Regions. Care should be taken that your actions do not imply Regions is sponsoring or supporting any political party, charitable endeavor, civic organization, religious organization or similar outside organization. Regions may take certain positions, but these positions will be taken only upon appropriate authorization. You are to make your own free choice concerning financial support of any political, charitable or religious endeavor. Your individual decision to provide financial support, however, will not be reimbursed from corporate funds. From time to time, Regions may present you the opportunity to make personal contributions through payroll deductions (for example, to the United Way or to Regions' Political Action Committee), but in every instance, the choice will remain yours. Contributions of Regions' funds for political purposes are absolutely prohibited.

Q. A community group has asked if Regions can sponsor an event they are holding. Can I say yes if it doesn't involve a lot of money?

A. No. Do not commit Regions as a sponsor without prior written permission from an appropriate executive, usually the City President.

Holding Leadership Positions in Charitable and Civic Organizations

While you are encouraged to participate in charitable, civic, and other non-profit organizations, in some cases you must obtain approval before accepting a significant position as an officer or director of a charitable or non-profit organization. A leadership and decision-making role with a non-profit could involve you in a situation where you may face a conflict of interest.

- (1) **Positions Requiring Approval:** Generally, you need approval to accept a significant decision-making leadership role such as a position of director or officer of a major non-profit organization, such as a 501(c)(3) tax-exempt organization. You should also request approval for any position with a non-profit if you think that position could involve a sensitive issue or potential conflict of interest for Regions. You should request pre-approval by completing the *Outside Activities Approval Request Form*, having it approved by your manager and forwarding it to the Chief Compliance Risk Officer. Regions shall be responsible for indemnifying an associate serving as a director or officer of an outside entity only if Regions requests the associate to serve and only as provided in Regions' indemnification policies and procedures.
- (2) **Positions Not Requiring Approval:** Generally you do not need approval to accept a position in a smaller charitable, civic or non-profit organization which is based on your personal activities and interests, where it does not present conflicts of interest for Regions and is a role that is not based upon your position at Regions. Examples of positions not requiring approval would be positions on a homeowner's association, a little league association, a church committee, or a school or athletic booster club.

Q. I have been asked to serve on the Board of Directors of our Museum of Art. What approvals do I need?

A. You are encouraged to participate in charitable and cultural activities provided it does not interfere with your duties at Regions. The fact that you will be an officer or director will mean that you will need to complete the *Outside Activities Approval Request Form* and obtain approval before accepting this leadership role.

Q. I have been asked to head the parent-teacher organization at my child's elementary school. Do I need to file the approval form?

A. No. This is clearly based on your personal relationships and interests and would not typically present a conflict of interest.

I. Observe All Restrictions on Political Activities and Obtain Permission When Required

Regions recognizes and believes in the importance of all citizens taking an active interest in our political and governmental processes. Our policies concerning political involvement are intended to encourage personal participation in the electoral process by our associates and compliance with all state and federal election and ethics laws.

If Governmental Affairs approval is required, it should be obtained by completing the *Outside Activities Approval Request Form* and submitting to Governmental Affairs.

- (1) **Voting:** Voting is a personal right and privilege and Regions will cooperate with associates to assure that they are able to get to the polls on election days.
- (2) **Use of corporate or bank resources to support candidates or ballot initiatives:** Federal law and many state laws prohibit, or strictly regulate contributions to candidates from corporations, banks, and political action committees ("PACs").
 - a. The contribution of corporate funds to support candidates or ballot initiatives is prohibited.
 - b. Associates are encouraged to make recommendations to the Regions PAC to financially support candidates or ballot initiatives.
 - c. Regions will not reimburse any associate for personal funds used for political purposes.
 - d. To avoid even the appearance of corporate sponsorship or endorsement, neither Regions' name nor address should be used in mailed material or solicitations, nor should Regions be identified in any advertisement or literature relating to such a campaign.
 - e. Candidate information or political information should not be distributed on company property or using company resources without obtaining Governmental Affairs approval by submitting the form.
- (3) **Personal support of candidates for elected office:** Participation by associates in any election campaign must be undertaken in off-duty hours and at their own expense without any use of Regions facilities, equipment or resources. Associates personally involved in political activities act at their own expense solely as individuals and not as representatives of Regions. If an associate's job duties involve contacting local, county, state, or other government officials regarding business opportunities for Regions, personal contributions to elected officials should not be made without obtaining Governmental Affairs Department approval by submitting the *Outside Activities Approval Request Form*.
- (4) **Seeking elected or appointed public office:** Regions supports the desire of any associate to serve the public in an elected or appointed office. Associates seeking elected or appointed office do so as individual citizens and not representatives of Regions. Because the election process is time consuming, all associates planning to seek public office must first obtain the permission of their supervisor regarding performance of their duties and compliance with this Code, and the written consent of the Governmental Affairs Department (obtained by submitting the form) regarding compliance with state and federal election laws.
- (5) **Serving as a public official:** If the performance of official duties conflicts with the performance or normal duties during regular business hours, the associate must comply with all personal time

off and leave policies of Regions, obtain the necessary approvals of his or her supervisor, and submit the *Outside Activities Approval Request Form* to the Governmental Affairs Department to obtain approval regarding compliance with state and federal election laws. Corporate resources are not to be used in any way in connection with an associate's service as a public official.

- (6) **Contributions to the Regions PAC:** All exempt associates are eligible to be solicited and make contributions to the Regions PAC. All contributions by associates are voluntary and the decision to contribute, or not to contribute, is entirely at the discretion of the associate, and will have no effect on the associate's job.

J. Fiduciary Appointments

You may not accept an appointment or continue to act as a fiduciary or co-fiduciary of any estate, trust, agency, guardianship or custodianship account of a Regions customer (other than members of your immediate family) except as appropriate in the regular and proper discharge of your job responsibilities or as approved by the Chief Compliance Risk Officer after your submission of the *Outside Activities Approval Request Form*.

K. Inheritance Under Wills or Trusts

Neither you nor any members of your immediate family may receive an inheritance from a customer unless that customer is a member of your immediate family or you have never dealt with the customer as a representative of Regions. You must immediately notify the Chief Compliance Risk Officer, by submitting the *Outside Activities Approval Request Form*, if you or a member of your immediate family is named as a beneficiary in a prohibited situation.

L. Do Not Borrow From Customers and Vendors

You are not permitted to borrow from customers, suppliers or other persons or companies that do business with Regions, except those engaged in lending in the usual course of business and then only on terms offered to others under similar circumstances, and under no circumstances in connection with a transaction of Regions.

M. Comply With Vendor Management and Purchasing Requirements

Regions' Code includes restrictions on associates' dealing with third-party vendors (for example, giving and receiving gifts; outside business ventures and investments; and borrowing from customers or vendors). Associates are expected to be alert to any potential conflicts of interests created by vendor relationships and strictly comply with all applicable provisions.

In addition, any associate expenses that would qualify as an appropriate reimbursement by a third-party vendor must be submitted by the associate and reimbursed using Regions' Associate Expense procedures. As appropriate, the third-party vendor will be invoiced, with payment made to Regions, not an individual associate.

The Purchasing Department will provide third-party vendors with a copy of Regions' Code, and all vendors will be given notice that they are expected to support Regions associates' compliance with all applicable provisions.

N. Observe All Restrictions on Recommending Other Firms to Customers

Associates may not recommend attorneys, accountants, insurance brokers or agents, investment advisors, stock brokers, real estate agents, or the like to customers unless several selections are given. The attorneys and accountants used by Regions may be included among the recommendations, but no preference should be expressed. This section does not apply to situations where Regions lawfully requires or recommends another firm for use in connection with a business transaction between Regions and a customer or service provider. You may refer Regions Insurance Group, Morgan Keegan, or other affiliated companies as a general recommendation without providing several selections.

Q. A customer has asked me to recommend a lawyer to handle a real estate closing. Can I recommend the lawyer I've used most often?

- A. You may not recommend a lawyer, accountant, stock broker or other professional unless you give several selections. You may include the lawyers Regions uses, but you shouldn't express a preference.

O. Comply With Incentive Policies and Procedures

The intent of Regions' incentive programs is to justly reward high-performing sales, service, and support teams. Associates are prohibited from using business practices that abuse the intent and spirit of Regions' incentive programs. Any associate who manipulates or attempts to manipulate incentive results for personal gain at the expense of customers, other associates, or Company objectives will be subject to appropriate disciplinary action, up to and including termination of employment. Associates aware of unethical incentive program practices are expected to report any such activity to their supervisor, Area Human Resources representative, Chief Compliance Risk Officer or anonymously to the Report It Hotline.

P. Compliance

In order to assist associates in obtaining the necessary approvals and simplify the record keeping associated with the outside activities described in this section, the *Outside Activities Approval Request Form* is available on life@regions.com/HR/Associates Policies-Manuals. If you are considering an outside activity that requires approval, this form must be completed, and forwarded to the Chief Compliance Risk Officer prior to participating in the outside activity.

Q. I am considering volunteering my time with a non-profit organization, such as my church. Am I required to complete the *Outside Activities Approval Request Form*?

A. No. You are encouraged to participate in charitable and civic activities provided they do not interfere with your duties at Regions. Unless you have a significant decision-making role that could involve conflicts of interest, your participation in these types of activities does not require completion of the form. If you are unsure whether or not the form would be required, you can call Corporate Compliance or go ahead and submit the form.

Q. I would like to make some extra money on the weekends, or while I'm not scheduled to work, and would like to work at a department store. Am I required to complete the *Outside Activities Request Form*?

A. Yes. Any outside employment must be approved by your manager and the Chief Compliance Risk Officer prior to your beginning the second job. Completion of the form helps you obtain the necessary approvals and is a record of whether the outside activity was approved.

IX. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Regions is subject to numerous federal, state, local and international laws, rules and regulations. Regions has adopted policies, procedures and guidelines on selected subjects to facilitate compliance with applicable laws and regulations, and from time to time conducts compliance and training sessions regarding specific subjects.

The Code does not attempt to explain or address all laws, rules, regulations and policies applicable to Regions; however, as an associate, officer, or director of a financial institution, you are reminded that federal law provides that you may not:

- (a) Structure or attempt to structure a financial transaction to evade the currency transaction reporting or recordkeeping requirements of the Bank Secrecy Act or otherwise violate any anti-money laundering laws or laws safeguarding against terrorist activity;
- (b) Intentionally fail to complete currency transaction reports, suspicious activity reports, and other reports required by the Bank Secrecy Act;
- (c) Solicit or accept any gifts or items of value for purposes of influencing any business or transactions in violation of the Bank Bribery Act;
- (d) Steal, embezzle, or misapply funds or assets of Regions, our customers or vendors;
- (e) Gain unauthorized access to customer records;
- (f) Make false reports to regulatory authorities;

- (g) Gain unauthorized access to Regions' information or computer systems;
- (h) Help criminals avoid detection, capture, or punishment, knowing that a criminal offense has been committed;
- (i) Engage in any criminal activity, such as money laundering, embezzlement, or check kiting or identity theft with regard to an individual or business account on which you are authorized to conduct transactions;
- (j) Aid or abet any criminal activity, such as money laundering, embezzlement, check kiting and identity theft;
- (k) Create, alter, or delete bank records or information for personal benefit or any other unauthorized or improper purpose, including force-balancing an account, removing bank funds, changing bank documents or computer files, including account or sales records; or inaccurately recording any information;
- (l) Fraudulently request, obtain, disclose, or cause to be disclosed any customer information to a third party for purposes not permitted by law;
- (m) Open accounts without documentation required by Regions' Customer Identification Program or knowingly open accounts with invalid or fictitious information;
- (n) Corruptly seek or receive any fee, commission, or gift with the intention of being influenced or rewarded in connection with Regions' business;
- (o) Consent to a political contribution by Regions to a federal, state, or local campaign, other than a permissible donation to Regions' political action committee ("PAC");
- (p) Use threats, physical force or other unauthorized methods of collecting debts or money;
- (q) Issue unauthorized obligations (including unauthorized time deposits, notes or mortgages) or making false entries to Regions' records;
- (r) Certify any check drawn on an account with insufficient funds;
- (s) Make loans to examiners authorized to examine Regions;
- (t) Lend trust funds to a Regions associate;
- (u) Misuse federal records or documents; or
- (v) Use or copy software in a knowing violation of a license agreement.

A. Report Suspicious Activity and Comply with All Anti-Money Laundering Requirements

As set forth in Regions' BSA/AML Corporate-Wide Policies, all associates have obligations to monitor and refer potentially suspicious activity timely to Regions' Suspicious Activity Reporting ("SAR") Hotline and to notify their supervisor or manager. Examples of failure to comply with these obligations include, but are not limited to:

- (1) Failing to immediately refer potentially suspicious activity after the associate becomes aware of the activity;
- (2) Failing to immediately refer alleged fraud or theft on a customer's account;
- (3) Failing to immediately refer potentially suspicious criminal activity that may be detected through direct dealing with a customer;
- (4) Failing to immediately refer potentially suspicious criminal or fraudulent activity by an associate; and
- (5) Disclosing to a customer or other party that Regions has filed or is contemplating filing a SAR.

Each associate is responsible for compliance with BSA/AML policies and procedures in the Corporate-Wide and applicable Line of Business Manuals.

B. Comply With Record Retention Policies

All associates are expected to comply with Regions' Records Retention Policy and to ensure that document retention and destruction practices adhere to customer, legal, and business requirements. In addition, it is important that all records related to any active, pending, or threatened litigation, lawsuit or governmental investigation be identified and preserved. Upon notification by the Law Department or otherwise learning of a lawsuit, counterclaim, or threatened legal proceeding, associates shall not knowingly destroy any documents relevant to the proceeding. If there are questions regarding whether specific documents related to a legal proceeding should be retained, associates should contact the Law Department for guidance.

If you have questions about laws, rules, regulations or policies that apply to Regions or your duties and responsibilities, or how they apply to particular situations, you must use the resources Regions makes available, including seeking the advice of a manager, representatives in the Legal, Compliance, Corporate Security or Human Resources Departments and other published policies and guidelines. You are responsible for compliance with all applicable laws, rules, regulations, policies, guidelines and procedures.

X. INTEGRITY OF CORPORATE RECORDS AND PUBLIC DISCLOSURES

Regions requires honest and accurate recording and reporting of information to meet financial reporting, regulatory, tax and legal obligations. You are personally responsible for the integrity of the information, reports, and records under your control. All business transactions, including associate expense reporting, must be properly and accurately recorded in a timely manner on Regions' books and records in accordance with applicable accounting standards, legal requirements and Regions' system of internal controls.

Regions is committed to full, fair, accurate, timely, and understandable disclosure in reports and documents filed with, or submitted or provided to, regulatory authorities, stockholders and the public. This requires operating in an environment of open communication, while not compromising proprietary and confidentiality concerns. Regions' financial statements and reports must be prepared in accordance with generally accepted accounting principles and fairly present, in all material respects, the financial condition of Regions. Associates, officers and directors who prepare or supervise the preparation of Regions' public reports must be careful to ensure those reports meet the requirements of the Code. No associate, officer or director should ask or encourage another person to deviate from Regions' commitment to provide truthful and accurate financial or other information. In addition, the law and Regions policies require that no associate, officer or director attempt to improperly influence, coerce, manipulate or mislead any accountant engaged in the preparation of Regions' financial statements. If you have any questions, complaints or concerns regarding accounting, auditing, or internal accounting control matters, you should contact the Chief Compliance Risk Officer or you may follow the procedures described under "Raising Ethical Issues," which include a confidential reporting process.

Regions requires that business records be retained in compliance with applicable regulations, law and Regions records retention policies. You are prohibited from destroying any records that are potentially relevant to a violation of law or any litigation or any pending, threatened or foreseeable governmental investigation or proceeding.

XI. DISCLOSURES AND AMENDMENTS

A. Publicly Disclose

To the extent required by law, Regions shall publicly disclose this Code to all of Regions' directors, officers and associates.

B. Employment Relationship

This Code of Business Conduct and Ethics neither constitutes nor should be construed to constitute a contract of employment for a definite term or a guarantee of continued employment. These policies and standards do not alter "at will" employment relationships. This means that we recognize an associate's right to resign at any time for any reason; similarly, Regions, or its affiliates, may terminate an associate, at any time, with or without cause.

C. Amendments

This Code may only be amended by Regions' Board of Directors or a duly authorized committee thereof. To the extent required by law, amendments to the Code shall be disclosed publicly.