Regions Financial
1st Quarter 2013 Earnings Conference Call

April 23, 2013

moving forward

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Moving Forward

1Q13 Highlights

($ in millions, except per share data)

Net Interest Income	**$798**
Non-Interest Revenue	**$501**
Non-Interest Expense	**$842**
PPI(1)	**$457**
Net Income(2)	**$327**
Diluted EPS	**$0.23**

- Loan balances steady; 2013 ending balances expected to increase
- Net checking account growth
- Mortgage fees continue to contribute to revenue
- Committed to creating positive operating leverage
- Asset quality trends positive

"Continuing to drive solid performance across our franchise."

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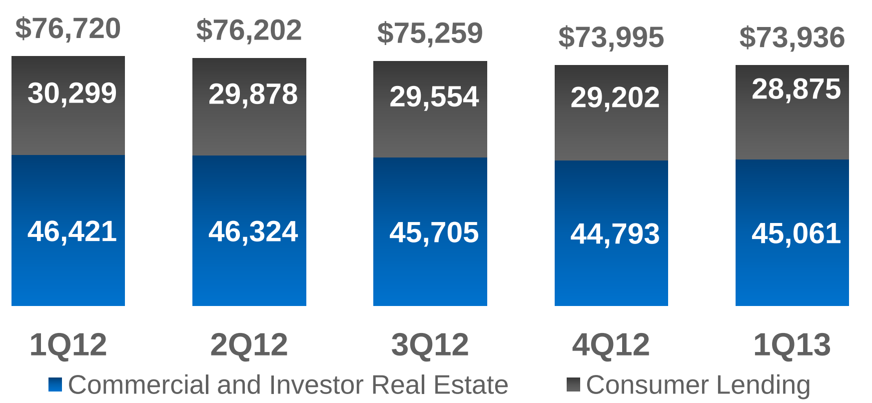
(1) Non-GAAP, see appendix for GAAP to Non-GAAP reconciliation
(2) Available to common shareholders

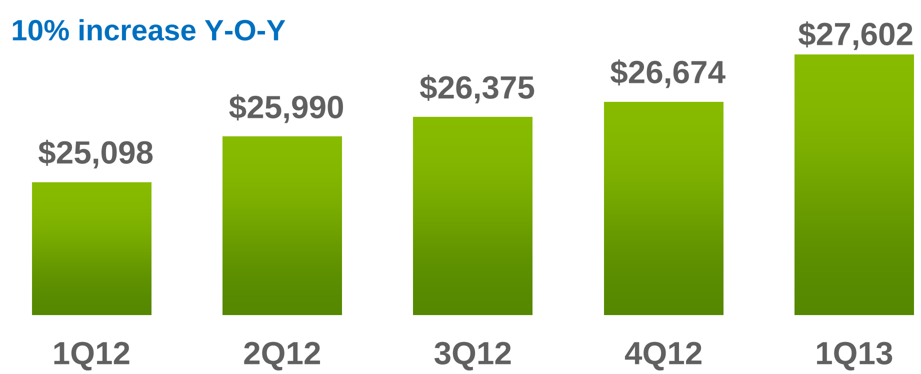
Steady loan balances

Total Loan Balances[1]



($ in millions)

Commercial and Industrial Loan Balances[1]



($ in millions)

- Investor real estate decline subsided; now comprises 10% of total loan portfolio [1]
- Commercial and industrial production increased 3% and commitments increased 12% over last year
- Total commercial and investor real estate loans flat linked quarter [1]
- Indirect auto loan balances increased 6% linked quarter [1]
- Continue to project loan growth in the low single-digits for 2013

(1) Ending basis

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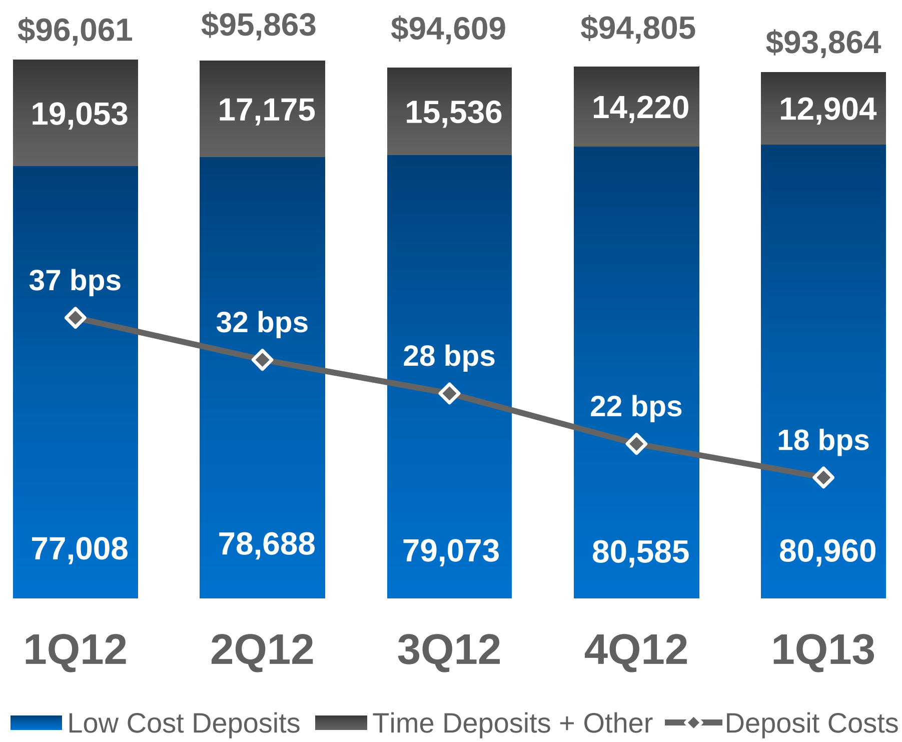
Strengthened deposit profile

Deposit Balances[(1)] and Deposit Costs



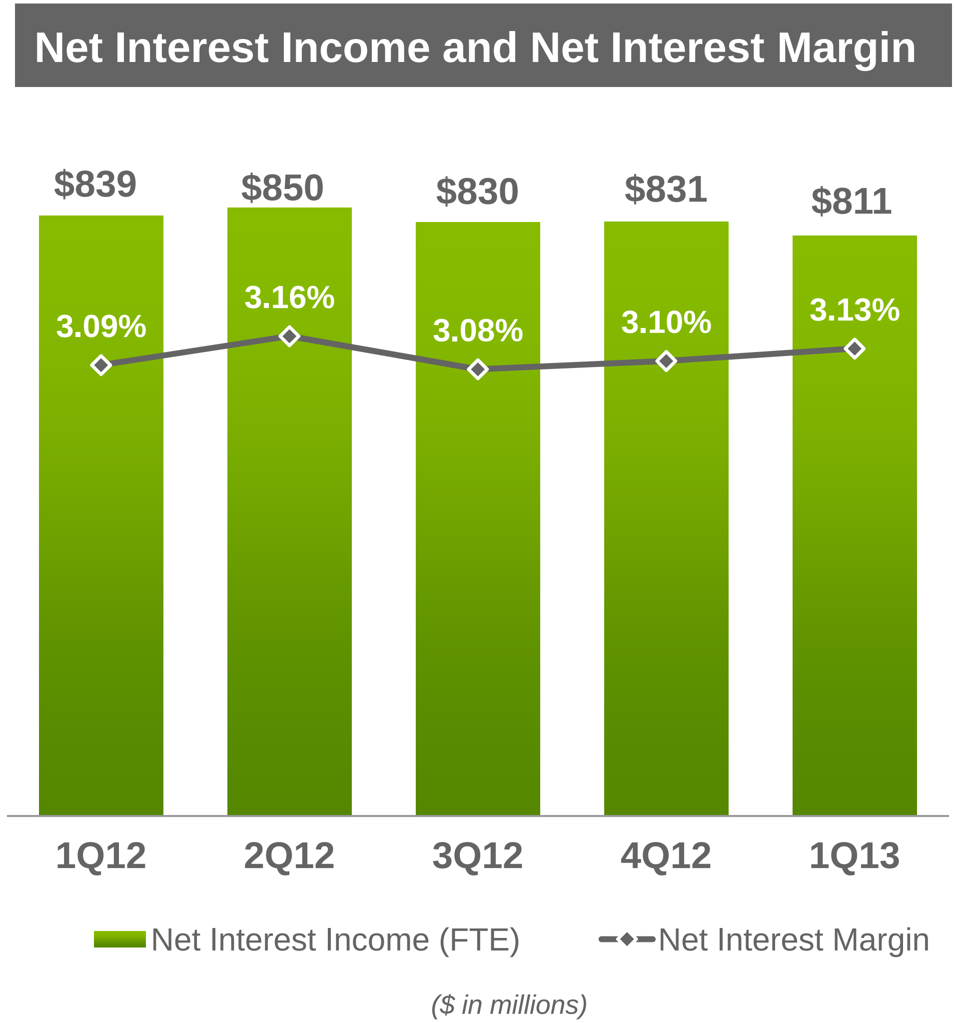
($ in millions)

- Deposit mix and costs continued to improve
- Time deposits as a % of total average deposits decreased to 14% in 1Q13 from 20% in 1Q12
- Total funding costs improved to 45 bps, down 20 bps from one year ago
- Remaining CD maturities in 2013:
  - $5.6B at 93 basis points

(1) Average basis

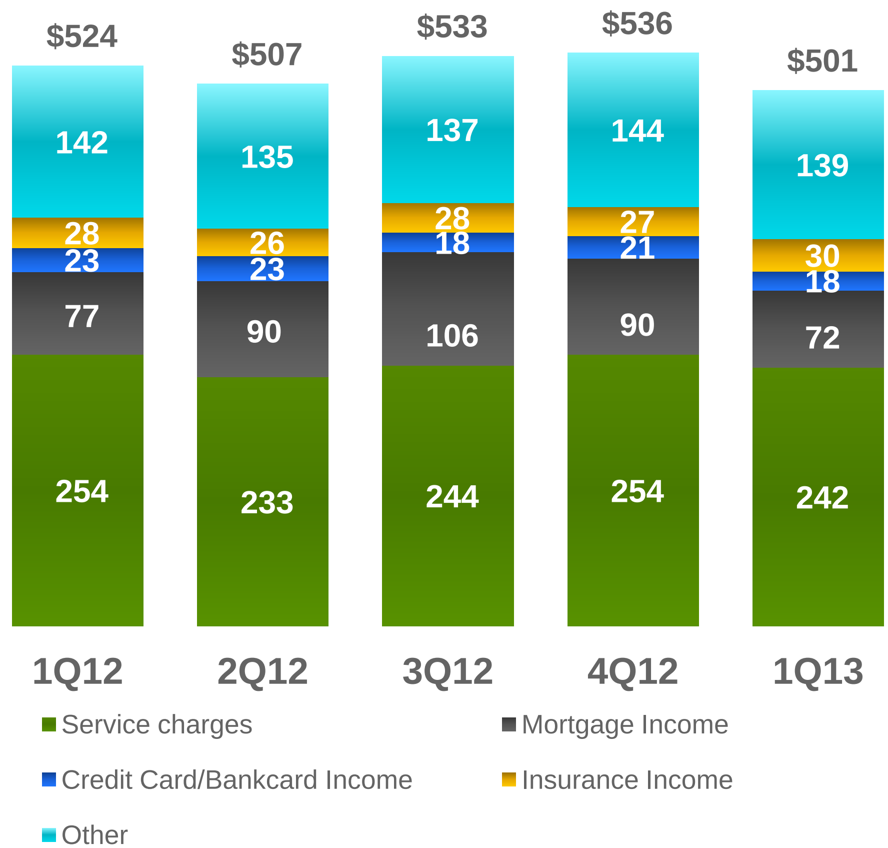
Net interest margin improves

- Net interest income was down 2% linked quarter, driven by a fewer number of days in the quarter and a decline in earning assets
- Loan yields were 4.14%, down 7 basis points linked quarter, primarily related to the impact of a continued low rate environment on the reinvestment rates of higher fixed rate loans
- Net interest margin was up 3 bps linked quarter, driven by reduced day count and debt management activities in the fourth quarter
- Outlook is for a relatively stable margin in 2013



Non-interest revenue impacted by seasonal trends

Non-Interest Revenue



($ in millions)

- Mortgage income decreased in the first quarter, but remains well above historical levels
  - Loan production was $1.8 billion, up 13% over last year
  - Purchased servicing rights of approximately $3 billion of mortgage loans
- Service charges income decline driven by seasonality in NSF fees
  - Experienced an increase in number of households

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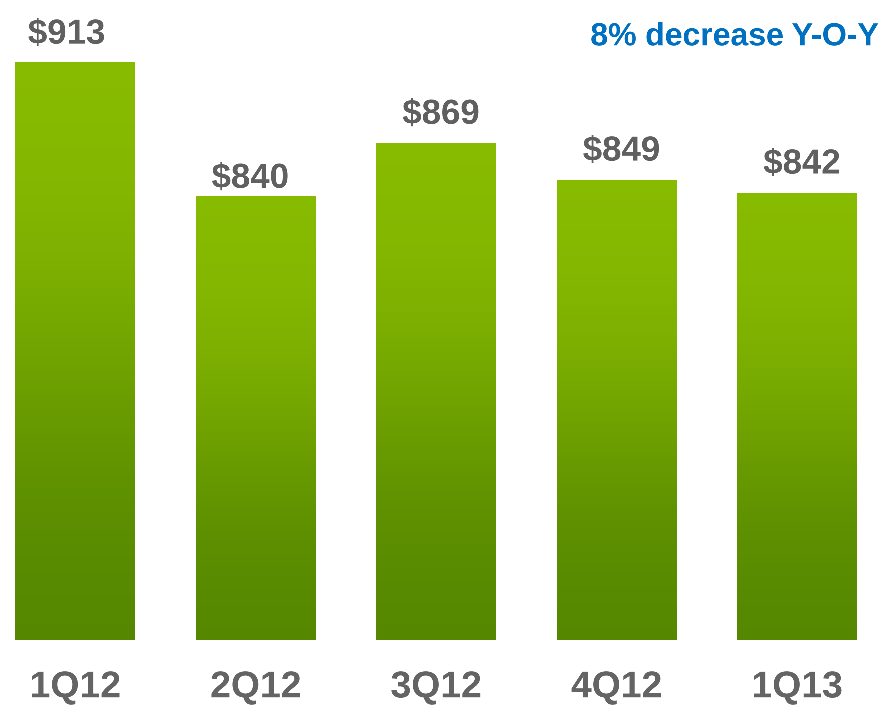
Expense control – a culture, not a campaign

- Other real estate expenses decreased to $2 million, down from $6 million in the fourth quarter
- Held for sale experienced net gains of $6 million related to property sales, reflecting asset value improvements, compared to $10 million in net gains in the prior quarter
- Seasonal increase in salaries and benefits primarily related to payroll taxes
- Legal expenses normalized
- Overall 2013 expenses are expected to be below 2012

Adjusted Non-Interest Expenses[1]



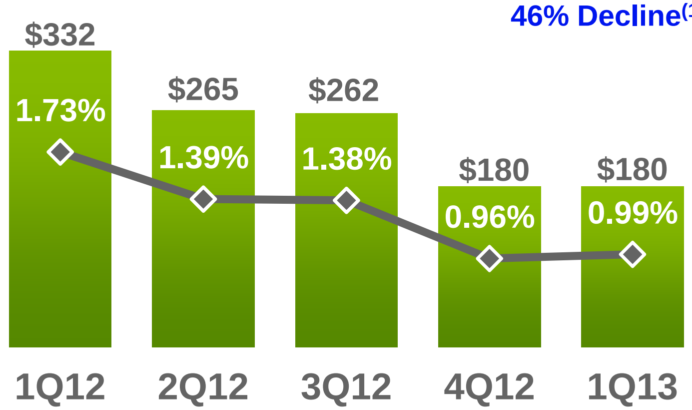
($ in millions)

(1) Excluding certain adjustments-Non-GAAP, see appendix for GAAP to Non-GAAP reconciliation

Continued improvement in asset quality

Net Charge-Offs and Ratio

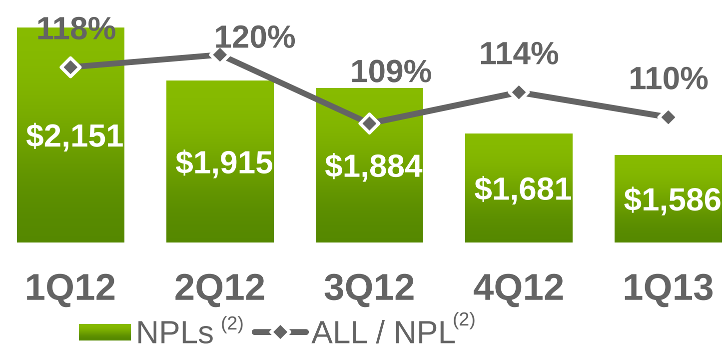
46% Decline[1]



($ in millions)

NPLs and Coverage Ratio

26% Decline in Total NPLs[1]



($ in millions)

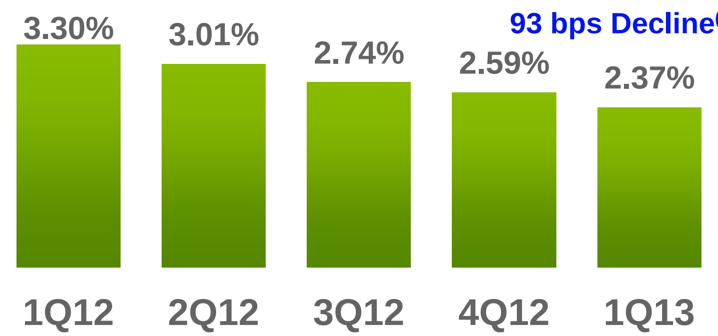
Criticized and Classified Loans[3]

31% Decline[1]

($ in millions)

Allowance for Loan Losses / Total Loans

93 bps Decline[1]



($ in millions)

(1) Year-over-year change
(2) Excludes loans held for sale
(3) Includes commercial and investor real estate loans only

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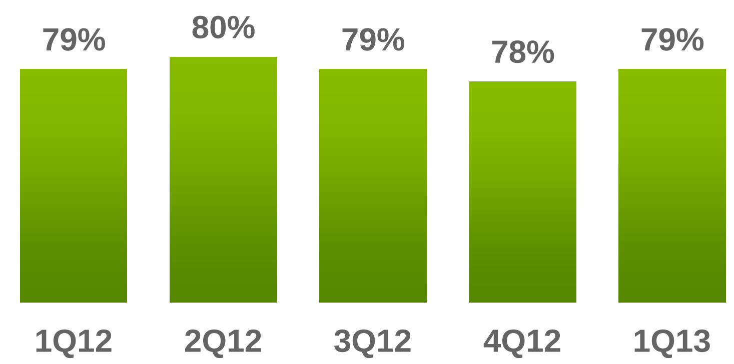
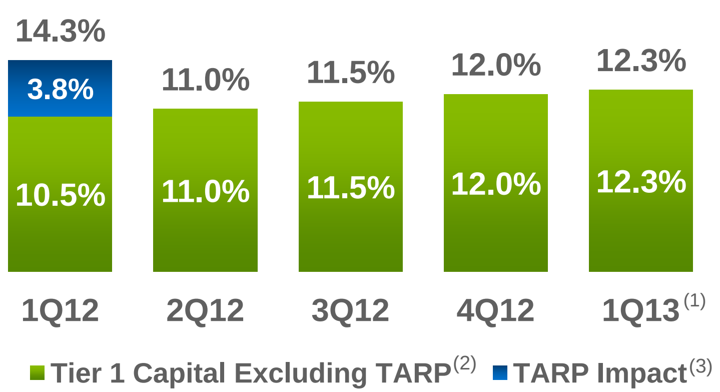
Capital ratios remain strong

- Basel III Tier 1 Common ratio[(1)(2)] estimated under the new proposed rules at 9.1%
- Loan to deposit ratio remains low, allowing Regions to be ready for loan growth when the market demand increases

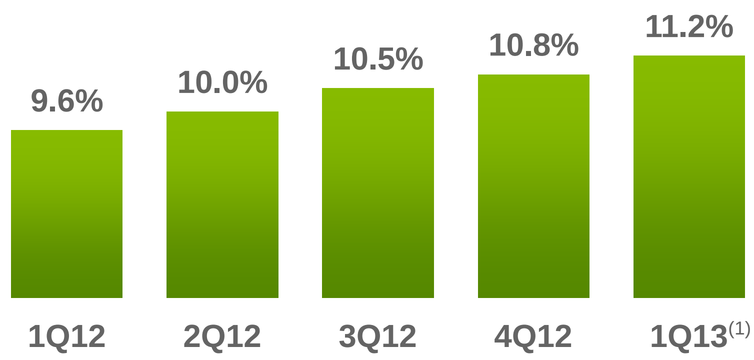
Loan to deposit ratio [(4)]



Tier 1 capital ratio [(1)]



Tier 1 common ratio [(1)(2)]



(1) Current quarter ratios are estimated
(2) Non-GAAP – See appendix for reconciliation
(3) Includes Series A Preferred Stock issued to the US Treasury and associated warrant
(4) Based on ending balances

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Appendix

Forward-looking statements

This presentation may include forward-looking statements which reflect Regions' current views with respect to future events and financial performance. The Private Securities Litigation Reform Act of 1995 ("the Act") provides a "safe harbor" for forward-looking statements which are identified as such and are accompanied by the identification of important factors that could cause actual results to differ materially from the forward-looking statements. For these statements, we, together with our subsidiaries, unless the context implies otherwise, claim the protection afforded by the safe harbor in the Act. Forward-looking statements are not based on historical information, but rather are related to future operations, strategies, financial results or other developments. Forward-looking statements are based on management's expectations as well as certain assumptions and estimates made by, and information available to, management at the time the statements are made. Those statements are based on general assumptions and are subject to various risks, uncertainties and other factors that may cause actual results to differ materially from the views, beliefs and projections expressed in such statements. These risks, uncertainties and other factors include, but are not limited to, those described below:

› The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") became law in July 2010, and a number of legislative, regulatory and tax proposals remain pending. Future and proposed rules, including those that are part of the Basel III process are expected to require banking institutions to increase levels of capital and to meet more stringent liquidity requirements. All of the foregoing may have significant effects on Regions and the financial services industry, the exact nature and extent of which cannot be determined at this time.

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

› Possible changes in interest rates may increase funding costs and reduce earning asset yields, thus reducing margins. Increases in benchmark interest rates could also increase debt service requirements for customers whose terms include a variable interest rate, which may negatively impact the ability of borrowers to pay as contractually obligated.

› Possible changes in general economic and business conditions in the United States in general and in the communities Regions serves in particular, including any prolonging or worsening of the current challenging economic conditions including unemployment levels.

› Possible changes in the creditworthiness of customers and the possible impairment of the collectability of loans.

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

› Possible regulations issued by the Consumer Financial Protection Bureau or other regulators which might adversely impact Regions' business model or products and services.

› Possible stresses in the financial and real estate markets, including possible deterioration in property values.

› Regions' ability to manage fluctuations in the value of assets and liabilities and off-balance sheet exposure so as to maintain sufficient capital and liquidity to support Regions' business.

› Regions' ability to expand into new markets and to maintain profit margins in the face of competitive pressures.

› Regions' ability to develop competitive new products and services in a timely manner and the acceptance of such products and services by Regions' customers and potential customers.

› Regions' ability to keep pace with technological changes.

› Regions' ability to effectively identify and manage credit risk, interest rate risk, market risk, operational risk, legal risk, liquidity risk, reputational risk, counterparty risk, international risk, and regulatory and compliance risk.

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

› The cost and other effects of material contingencies, including litigation contingencies, and any adverse judicial, administrative or arbitral rulings or proceedings.

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

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

› Regions ability to identify and address data security breaches.

› Possible changes in consumer and business spending and saving habits could affect Regions' ability to increase assets and to attract deposits.

› The effects of weather and natural disasters such as floods, droughts, wind, tornados and hurricanes, and the effects of man-made disasters.

› Possible downgrades in ratings issued by rating agencies.

› Possible changes in the speed of loan prepayments by Regions' customers and loan origination or sales volumes.

› Possible acceleration of prepayments on mortgage-backed securities due to low interest rates and the related acceleration of premium amortization on those securities.

› The effects of problems encountered by larger or similar financial institutions that adversely affect Regions or the banking industry generally.

› Regions' ability to receive dividends from its subsidiaries.

› The effects of the failure of any component of Regions' business infrastructure which is provided by a third party.

› Changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board or other regulatory agencies.

› The effects of any damage to Regions reputation resulting from developments related to any of the items identified above.

The foregoing list of factors is not exhaustive. For discussion of these and other factors that may cause actual results to differ from expectations, look under the captions "Forward-Looking Statements" and "Risk Factors" of Regions' Annual Report on Form 10-K for the year ended December 31, 2012, as filed with the Securities and Exchange Commission.

The words "believe," "expect," "anticipate," "project," and similar expressions often signify forward-looking statements. You should not place undue reliance on any forward-looking statements, which speak only as of the date made. We assume no obligation to update or revise any forward-looking statements that are made from time to time.

Non-GAAP reconciliation: Pre-tax pre-provision income

The Pre-Tax Pre-Provision Income (PPI) table below presents computations of pre-tax pre-provision income from continuing operations excluding certain adjustments (non-GAAP). Regions believes that the presentation of PPI and the exclusion of certain items to PPI provides a meaningful base for period-to-period comparisons, which management believes will assist investors in analyzing the operating results of the Company and predicting future performance. These non-GAAP financial measures are also used by management to assess the performance of Regions' business. It is possible that the activities related to the adjustments may recur; however, management does not consider the activities related to the adjustments to be indications of ongoing operations. Regions believes that presentation of these non-GAAP financial measures will permit investors to assess the performance of the Company on the same basis as that applied by management. Non-GAAP financial measures have inherent limitations, are not required to be uniformly applied and are not audited. Although these non-GAAP financial measures are frequently used by stakeholders in the evaluation of a company, they have limitations as analytical tools, and should not be considered in isolation, or as a substitute for analyses of results as reported under GAAP. In particular, a measure of income that excludes certain adjustments does not represent the amount that effectively accrues directly to stockholders.

	Quarter Ended								
						1Q13 vs. 4Q12		1Q13 vs. 1Q12	
($ amounts in millions)	**3/31/13**	12/31/12	9/30/12	6/30/12	3/31/12				
Income from continuing operations available to common shareholders (GAAP)	**$ 325**	$ 273	$ 312	$ 280	$ 185	$ 52	19.0%	$ 140	75.7%
Preferred dividends (GAAP)	**8**	4	-	71	54	4	NM	(46)	-85.2%
Income tax expense (GAAP)	**114**	138	136	126	82	(24)	-17.4%	32	39.0%
Income (loss) from continuing operations before income taxes (GAAP)	**447**	415	448	477	321	32	7.7%	126	39.3%
Provision for loan losses (GAAP)	**10**	37	33	26	117	(27)	-73.0%	(107)	-91.5%
Pre-tax pre-provision income from continuing operations (non-GAAP)	**457**	452	481	503	438	5	1.1%	19	4.3%
Other Adjustments:									
Securities gains, net	**(15)**	(12)	(12)	(12)	(12)	(3)	25.0%	(3)	25.0%
Leveraged lease termination gains, net (1)	**-**	-	-	(7)	(7)	-	-	7	NM
Loss on early extinguishment of debt	**-**	11	-	-	-	(11)	NM	-	-
Securities impairment, net	**-**	-	-	2	-	-	-	-	-
REIT investment early termination costs	**-**	42	-	-	-	(42)	NM	-	-
Total other adjustments	**(15)**	41	(12)	(17)	(19)	(56)	-136.6%	4	-21.1%
Adjusted pre-tax pre-provision income from continuing operations (non-GAAP)	**$ 442**	$ 493	$ 469	$ 486	$ 419	$ (51)	-10.3%	$ 23	5.5%

(1) After tax amounts for leveraged lease terminations gains are zero for 3/31/2013, zero for 12/31/2012, zero for 9/30/2012, $0.6 million for 6/30/2012 and $3.1 million for 3/31/2012.

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Non-GAAP reconciliation: Net income and earnings per share

The table below presents a reconciliation of income and earnings per share available to common shareholders from continuing operations (GAAP) to adjusted income and adjusted earnings per share available to common shareholders from continuing operations (non-GAAP). Adjusted income and adjusted earnings per share available to common shareholders from continuing operations excludes the items listed in the table below. These selected items are included in financial results presented in accordance with generally accepted accounting principles (GAAP). Regions believes that their exclusion from income and earnings per share available to common shareholders from continuing operations provides a meaningful base for period-to-period comparisons, which management believes will assist investors in analyzing the operating results of the Company and predicting future performance. These non-GAAP financial measures are also used by management to assess the performance of Regions' business because management does not consider these selected items to be relevant to ongoing operating results. Management and the Board of Directors utilize these non-GAAP financial measures for the following purposes: preparation of Regions' operating budgets; monthly financial performance reporting; monthly close-out reporting of consolidated results (management only); and presentations to investors of Company performance. Regions believes that presenting these non-GAAP financial measures will permit investors to assess the performance of the Company on the same basis as that applied by management and the Board of Directors. Non-GAAP financial measures have inherent limitations, are not required to be uniformly applied and are not audited. Although these non-GAAP financial measures are frequently used by stakeholders in the evaluation of a company, they have limitations as analytical tools, and should not be considered in isolation, or as a substitute for analyses of results as reported under GAAP. In particular, a measure of earnings that excludes these selected items does not represent the amount that effectively accrues directly to stockholders (i.e. the REIT investment early termination costs result in reductions in earnings and stockholders' equity).

		Quarter Ended				
($ amounts in millions, except per share data)		**03/31/13**	12/31/12	09/30/12	06/30/12	03/31/12
Net income available to common shareholders (GAAP)	A	**$ 327**	$ 261	$ 301	$ 284	$ 145
REIT investment early termination costs, net of tax (1)		**-**	38	-	-	-
Adjusted income available to common shareholders (non-GAAP)	B	**$ 327**	$ 299	$ 301	$ 284	$ 145
Net income available to common shareholders (GAAP)	A	**$ 327**	$ 261	$ 301	$ 284	$ 145
Income (loss) from discontinued operations, net of tax (GAAP)		**2**	(12)	(11)	4	(40)
Income from continuing operations available to common shareholders (GAAP)	C	**325**	273	312	280	185
REIT investment early termination costs, net of tax from continuing operations (1)		**-**	38	-	-	-
Adjusted income from continuing operations available to common shareholders (non-GAAP)	D	**$ 325**	$ 311	$ 312	$ 280	$ 185
Weighted-average diluted shares	E	**1,423**	1,423	1,423	1,418	1,283
Earnings per common share from continuing operations - diluted (GAAP)	C/E	**$ 0.23**	$ 0.19	$ 0.22	$ 0.20	$ 0.14
Adjusted earnings per common share from continuing operations - diluted (non-GAAP)	D/E	**$ 0.23**	$ 0.22	$ 0.22	$ 0.20	$ 0.14

(1) In the fourth quarter of 2012, Regions entered into an agreement with a third party investor in Regions Asset Management Company, Inc., pursuant to which the investment was fully redeemed. This resulted in extinguishing a $203 million liability, including accrued, unpaid interest, as well as incurring early termination costs of approximately $42 million on a pre-tax basis ($38 million after tax).

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Non-GAAP reconciliation: Non-interest expense

The table below presents non-interest expense (GAAP) excluding certain adjustments to arrive at adjusted non-interest expense (non-GAAP). Regions believes that the exclusion of these adjustments provides a meaningful base for period-to-period comparisons, which management believes will assist investors in analyzing the operating results of the Company and predicting future performance. This non-GAAP financial measure is also used by management to assess the performance of Regions' business. It is possible that the activities related to the adjustments may recur; however, management does not consider the activities related to the adjustments to be indications of ongoing operations. Regions believes that presentation of this non-GAAP financial measure will permit investors to assess the performance of the Company on the same basis as that applied by management.

	Quarter Ended								
($ amounts in millions)	**3/31/13**	12/31/12	9/30/12	6/30/12	3/31/12	1Q13 vs. 4Q12		1Q13 vs. 1Q12	
Continuing Operations									
Non-interest expense (GAAP)	**$ 842**	$ 902	$ 869	$ 842	$ 913	$ (60)	-6.7%	$ (71)	-7.8%
Adjustments:									
REIT investment early termination costs	**-**	(42)	-	-	-	42	-100.0%	-	-
Loss on early extinguishment of debt	**-**	(11)	-	-	-	11	-100.0%	-	-
Securities impairment, net	**-**	-	-	(2)	-	-	-	-	-
Adjusted non-interest expense (non-GAAP)	**$ 842**	$ 849	$ 869	$ 840	$ 913	$ (7)	-0.8%	$ (71)	-7.8%

Non-GAAP reconciliation: Tier 1 capital

Regions' Series A preferred stock issued to the U.S. Treasury was repurchased on April 4, 2012 and the warrant to purchase 48.3 million shares of Regions common stock was retired on May 2, 2012. The following table presents the calculations of Tier 1 capital and the Tier 1 capital ratio, adjusted as if the repurchase of the shares and the retirement of the warrant occurred on the last day of the quarter for each prior period presented. The amount retired includes the Series A preferred stock issued to the U.S. Treasury plus the remaining balance of the related discount.

	Quarter Ended				
($ amounts in millions)	**3/31/13**	12/31/12	9/30/12	6/30/12	3/31/12
TIER 1 RISK-BASED RATIO					
Stockholders' equity	**$ 15,740**	$ 15,499	$ 14,901	$ 14,455	$ 17,534
Accumulated other comprehensive (income) loss	**12**	(65)	(202)	(54)	60
Non-qualifying goodwill and intangibles	**(4,819)**	(4,826)	(4,836)	(4,852)	(4,881)
Disallowed deferred tax assets	**-**	(35)	(238)	(336)	(345)
Disallowed servicing assets	**(37)**	(33)	(33)	(33)	(36)
Qualifying non-controlling interests	**93**	93	93	92	92
Qualifying trust preferred securities	**501**	501	846	846	846
Tier 1 capital as reported	**$ 11,490**	$ 11,134	$ 10,531	$ 10,118	$ 13,270
Series A Preferred Stock retirement (reduction to stockholders' equity)	**$ -**	$ -	$ -	$ -	$ (3,500)
Retirement of warrant to purchase 48.3 million shares of Regions common stock	**-**	-	-	-	(45)
Tier 1 capital as adjusted to exclude Series A Preferred Stock	**$ 11,490**	$ 11,134	$ 10,531	$ 10,118	$ 9,725
Risk-weighted assets[(1)]	**$ 93,220**	$ 92,811	$ 91,723	$ 91,779	$ 92,546
Tier 1 capital ratio[(1)]	**12.3%**	12.0%	11.5%	11.0%	14.3%
Tier 1 capital ratio excluding Series A Preferred Stock and associated warrant[(1)]	**12.3%**	12.0%	11.5%	11.0%	10.5%

(1) Current quarter amount and the resulting ratios are estimated

Non-GAAP reconciliation: Tier 1 common

The following table provides calculations of Tier 1 capital (regulatory) and "Tier 1 common equity" (non-GAAP). Traditionally, the Federal Reserve and other banking regulatory bodies have assessed a bank's capital adequacy based on Tier 1 capital, the calculation of which is prescribed in amount by federal banking regulations. In connection with the Company's Comprehensive Capital Analysis and Review ("CCAR"), these regulators are supplementing their assessment of the capital adequacy of a bank based on a variation of Tier 1 capital, known as Tier 1 common equity. While not prescribed in amount by federal banking regulations, analysts and banking regulators have assessed Regions' capital adequacy using the Tier 1 common equity measure. Because Tier 1 common equity is not formally defined by GAAP or prescribed in any amount by federal banking regulations, this measure is considered to be a non-GAAP financial measure and other entities may calculate it differently than Regions' disclosed calculations. Since analysts and banking regulators may assess Regions' capital adequacy using Tier 1 common equity, management believes that it is useful to provide investors the ability to assess Regions' capital adequacy on this same basis.

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

		As of				
($ amounts in millions)		**3/31/13**	12/31/12	9/30/12	6/30/12	3/31/12
TIER 1 COMMON RISK-BASED RATIO (1) - CONSOLIDATED						
Stockholders' equity (GAAP)		**15,740**	$ 15,499	$ 14,901	$ 14,455	$ 17,534
Accumulated other comprehensive (income) loss		**12**	(65)	(202)	(54)	60
Non-qualifying goodwill and intangibles		**(4,819)**	(4,826)	(4,836)	(4,852)	(4,881)
Disallowed deferred tax assets		**-**	(35)	(238)	(336)	(345)
Disallowed servicing assets		**(37)**	(33)	(33)	(33)	(36)
Qualifying non-controlling interests		**93**	93	93	92	92
Qualifying trust preferred securities		**501**	501	846	846	846
Tier 1 capital (regulatory)		**$ 11,490**	$ 11,134	$ 10,531	$ 10,118	$ 13,270
Qualifying non-controlling interests		**(93)**	(93)	(93)	(92)	(92)
Qualifying trust preferred securities		**(501)**	(501)	(846)	(846)	(846)
Preferred stock		**(474)**	(482)	-	-	(3,429)
Tier 1 common equity (non-GAAP)	A	**$ 10,422**	$ 10,058	$ 9,592	$ 9,180	$ 8,903
Risk-weighted assets (regulatory)	B	**93,220**	92,811	91,723	91,779	92,546
Tier 1 common risk-based ratio (non-GAAP)	A/B	**11.2%**	10.8%	10.5%	10.0%	9.6%

(1) Current quarter amount and the resulting ratios are estimated

Non-GAAP reconciliation: Basel III

The following table provides calculations of Tier 1 common, based on Regions' current understanding of Basel III requirements, as proposed by the U.S. Notices of Proposed Rulemaking released in June 2012. Regions currently calculates its risk-based capital ratios under guidelines adopted by the Federal Reserve based on the 1988 Capital Accord ("Basel I") of the Basel Committee on Banking Supervision (the "Basel Committee"). In December 2010, the Basel Committee released its final framework for Basel III, which will strengthen international capital and liquidity regulation. In June 2012, U.S. Regulators released three separate Notices of Proposed Rulemaking covering U.S. implementation of the Basel III framework. When implemented by U.S. bank regulatory agencies and fully phased-in, Basel III will change capital requirements and place greater emphasis on common equity. The Federal Reserve has announced a delay in the implementation date of the final rules. However, when implemented there will be a phase in period of up to 6 years. The calculations provided below are estimates, based on Regions' current understanding of the framework, including the Company's reading of the requirements, and informal feedback received through the regulatory process. Regions' understanding of the framework is evolving and will likely change as the regulations are finalized. Because the Basel III implementation regulations are not formally defined by GAAP and have not yet been finalized and codified, these measures are considered to be non-GAAP financial measures, and other entities may calculate them differently from Regions' disclosed calculations. Since analysts and banking regulators may assess Regions' capital adequacy using the Basel III framework, we believe that it is useful to provide investors the ability to assess Regions' capital adequacy on the same basis.

($ amounts in millions)	**Estimate based on June 2012 U.S. Notices of Proposed Rulemaking** **3/31/13**
Stockholders' equity (GAAP)	15,740
Non-qualifying goodwill and intangibles (1)	(4,956)
Adjustments, including other comprehensive income related to cash flow hedges, disallowed deferred tax assets, threshold deductions and other adjustments	(301)
Non-Common Tier 1	(474)
Basel III Tier 1 Common (non-GAAP)	10,009
Basel I risk-weighted assets	93,220
Basel III risk-weighted assets (2)	110,381
Basel III Tier 1 Common Ratio	9.1%

(1) Under Basel III, regulatory capital must be reduced by purchased credit card relationship intangible assets. These assets are partially allowed in Basel I capital.

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

REGIONS

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