§165(d) Tailored Resolution Plan
Public Section

Regions Financial Corporation

Submission date: December 31, 2017
Approved by Regions Board of Directors

REGIONS

Regions Financial Corporation 165(d) Plan

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Introduction

The Company

Regions' mission is to achieve superior economic value for its shareholders over time by making life better for customers, associates, and communities, and creating shared value as Regions helps them meet their financial goals and aspirations. Regions is guided by the following core values:

- Do What Is Right
- Put People First
- Reach Higher
- Focus On Your Customer
- Enjoy Life

Regions Financial Corporation (the "Parent") is a bank holding company with approximately $126 billion in consolidated assets, and Regions Bank ("Regions Bank" or the "Bank") is a wholly owned subsidiary of Regions Financial Corporation and represents the vast majority of its activity.

Regions Bank (the "Bank"), with total assets of approximately $125 billion, is the Parent's only Insured Depository Institution ("IDI"). The Bank is a full-service institution providing traditional banking products and services, including wealth management, trust, mortgage banking, and insurance agency business.

The Parent and the Bank are collectively referred to as the Company (the "Company").

The Resolution Plan

To promote financial stability, section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act) requires that bank holding companies with total consolidated assets of $50 billion or more periodically submit resolution plans to the the Board of Governors of the Federal Reserve System ("Federal Reserve") and the Federal Deposit Insurance Corporation ("FDIC"). Each plan must describe the company's strategy for rapid and orderly resolution in the event of material financial distress or failure of the company, and include both public and confidential sections.

In 2011 the Federal Reserve and the FDIC promulgated a joint rule (the "DFA Rule" or 165(d) Rule") implementing the provisions of Section 165(d). Additionally, in 2012, the FDIC also adopted a rule (the "IDI Rule") requiring Covered Insured Depository Institutions ("CIDI") with $50 billion or more in total assets to periodically submit a resolution plan to the FDIC.

Pursuant to the IDI Rule, the Bank, a CIDI, is required to submit a Plan for its resolution ("ID Plan"). The resolution of the Bank is detailed in the Company's IDI Plan, submitted in December 2015, and included in the Confidential section of this Plan. The due date for the next submission of the IDI Plan is July 1st, 2018.

The Parent is required to submit a resolution plan ("165(d) Plan"), meeting the requirements set forth in the 165(d) Rule. This document presents the Public Section of the Company's 2017 165(d) Plan.

Collectively, the 165(d) Plan and the IDI Plan are referred to as the Resolution Plans ("Resolution Plans" or "Plans").

According to the 165(d) Rule, covered companies with less than $100 billion in total nonbank assets and where the IDI subsidiaries comprise at least 85 percent of total consolidated assets are eligible to submit a tailored resolution plan ("Tailored Plan"), focused on its nonbank operations. The Company has applied and has received approval from the Federal Reserve and FDIC to file a Tailored Plan. As a result, the Company's 165(d) Plan was prepared to meet the Tailored Plan requirements.

The Company has robust Capital, Liquidity, and Contingency Funding Plans that detail the actions it would take to avoid failure by staying well-capitalized and well-funded in adverse scenarios. In the hypothetical and unlikely event that the Bank was in danger of failure, and its Capital, Liquidity, and Contingency Funding Plans, or a timely private sector alternative, were not able to prevent such a failure or default, Regions Bank would be subject to the FDIC receivership process under the Federal Deposit Insurance Act (the “FDIA”). Upon failure of the Bank, the Parent would be subject to the U.S. Bankruptcy Code and commence proceedings under Chapter 7 for its liquidation ("Chapter 7 Liquidation").

This Plan's Public Section provides insight into the Company’s businesses and processes, and serves as a high-level overview of its Tailored Plan, with focus on nonbank operations. Conversely, information on the Bank resolution is discussed in the IDI Plan, which has a later submission deadline of July 1, 2018 and will be accompanied by a Public Section focused on bank operations.

The Company's Resolution Plans present executable resolution strategies in the unlikely event of failure and create a roadmap to facilitate the orderly resolution of the Bank and unwinding of the Parent. The Plans' strategies do not assume reliance on taxpayer support or the provision of extraordinary support by the United States, or any other government.

Improvements to Resolvability and Resolution Planning

Since its first Resolution Plan submission in 2013, the Company has identified resolvability obstacles and implemented remediation actions that would further facilitate the resolvability of Regions Bank and its Parent. The Company has also solidified its plans for its legal entity structure simplification, and implemented actions that would further facilitate the resolvability of Regions Bank and its Parent.

The Bank and Parent have few interconnections that could pose potential resolution obstacles. The Parent's resolution is a straightforward bankruptcy liquidation, and the Bank's resolution is already relatively simple, given its lack of foreign operations, its primary engagement in traditional banking activities, and limited interdependencies with the Parent. Still, in the process of creating feasible Resolution Plans, the Company has implemented deliberate actions to further facilitate its resolution and continue to enhance its Resolution Plans in the following five areas:

1. Legal Entity Simplification: The Company's legal structure was simplified in recent years, in a effort to streamline its structure, and to ensure that the legal entity structure reflects in a meaningful way how the Company operates. Key changes in the legal entity structure were:
    - Consolidation of the Bank's REIT's structure
    - Elimination of certain Special Purpose Entities, established with the purpose of managing assets acquired in satisfaction of debts previously contracted
    - Elimination of foreign-based subsidiaries
2. Critical Services Structure Consolidation: The services required for the Bank's operations are centralized, shared, and utilized by all of the Company's operations, including the Bank's Core Business Lines. While the vast majority of the services are provided to meet the needs of the Bank, up until December 2013 there were three support functions housed under the Parent's legal entity. This had the potential to pose a resolvability obstacle in operating the Bank if the Parent was under bankruptcy proceedings. To remove this interdependency between the Bank and the Parent, those three departments were moved to the Bank on January 1, 2014.
3. Material Contracts: The Company has made progress toward identifying and flagging Resolution Planning material contracts within its central contract management system, Ariba. Another improvement was the creation of a new field in Ariba that identifies the Legal Entity under which the contract is signed in order to increase visibility into this potential resolution barrier. The Company will continue the work underway to maintain and update a list of material contracts for Resolution Planning purposes.
4. Key Personnel: Detailed work in identifying and retaining key employees for the Bank has been documented in the 2015 IDI Plan. The 2017 165(d) Plan also identifies the personnel who may be needed, on a limited and temporary basis, to assist in the Parent's bankruptcy liquidation proceedings.
5. Resolution Planning Governance: To strengthen executive oversight and further integrate resolution efforts with the Company's strategy, the oversight responsibility for Resolution Planning was moved to the Strategic Planning Committee ("SPC"). The SPC focuses on the Company's strategic direction and firm-wide coordination of strategic pursuits.

Incorporating these improvements, as well as Regions' commitment to maintaining appropriate, efficient, and compliant Resolution Planning processes, management presents the following summary of the 2017 165(d) Plan.

A. The Names of Material Entities

A "Material Entity" is a subsidiary or foreign office of the covered company that is significant to the activities of a critical operation or core business line.

In determining which entities were Material Entities, consideration was given to several factors:

- Percent of total assets
- Percent of total net income
- Business purpose and mapping to core business lines and critical services
- Impact on customer retention or growth

A.1. Regions Financial Corporation

The Parent is a Delaware corporation and a bank holding company that has elected to be a financial holding company. The Parent is listed on the New York Stock Exchange with the ticker symbol of "RF".

The Parent’s largest, wholly owned subsidiary, Regions Bank, is its only IDI. The Company has a relatively simple operating structure, domestic operations, and its overwhelming majority of assets are the Bank (99.1% of total). The remaining 0.9% of the Parent’s assets is comprised of non-bank subsidiaries including Regions Insurance Group, foundations, and limited purpose broker-dealers. The Parent and its subsidiaries do not provide any essential service to the operations of the Company.

As of December 31, 2016, the Company had approximately $126 billion of consolidated assets and generated approximately $1.2 billion in net income, and the Bank contributed to the vast majority of assets and revenues. Specifically, in the same period, the Bank's assets were approximately $125 billion and its net income was approximately $1.3 billion.

From an asset, income, and operational perspective, the Bank is the Parent's only Material Entity.

A.2. Regions Bank

Regions Bank provides traditional banking products and services, including wealth management, trust, mortgage banking, and insurance agency services. As of December 2016, the Bank operated in 1,527 branches and had 1,906 ATMs across a 15 state footprint: Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Iowa, Kentucky, Louisiana, Mississippi, Missouri, North Carolina, South Carolina, Tennessee, and Texas.

The Bank's conservative risk appetite has resulted in an operating model and organizational structure that are simple and straightforward. Specifically, Regions Bank:

- Serves clients and markets almost exclusively in the United States;
- Has a large and stable deposit base to fund its operations, reducing its reliance on wholesale market funding;
- Maintains all the systems and personnel it requires to conduct its business; and
- Has a limited number of subsidiaries, the majority of which are engaged in traditional banking activities. These subsidiaries do not contribute in a material way to the Bank's assets and revenues, and do not provide any critical service.

Regions Bank, the Parent's only IDI, is the only Material Entity for the purpose of Resolution Planning. The Bank holds 99.1% of the Company's assets, the vast majority of revenues, activity and operations, and also houses all of the Company's core business lines and support services.

The Bank's non-material entities include insurance agencies, investment management entities, leasing companies, and special purpose entities managing assets acquired in satisfaction of debts previously contracted.

Regions Bank has a robust and effective capital planning process that is subject to supervision and examination by both the Federal Reserve and the Alabama State Banking Department. The Bank is required to comply with applicable capital adequacy standards. As of December 31, 2016, the Bank was considered well-capitalized in accordance with regulatory guidelines, and remains so as of the submission of this Plan.

B. Description of Core Business Lines

B.1. Introduction

Under the 165(d) Rule and the IDI Rule, “Core Business Lines” means those business lines, including associated operations, services, functions and support that, in the firm's view, upon failure would result in a material loss of revenue, profit, or franchise value.

The determination of a Core Business Line for this Plan involved a mapping of assets, liabilities, and income to a primary business line structure. It also included a review of products and services offered by the Company's business lines, and a determination of whether products and services were core or non-core to its operations. The analysis of the financials of each business line was performed to determine the materiality of each structure.

After such review, the Company has determined that the following three Bank's businesses are considered Core Business Lines for Resolution Planning purposes: Corporate ("Corporate"), Consumer ("Consumer"), and Wealth Management ("Wealth") . The Parent has no other material business other than its banking operations.

B.2. Parent

Regions Financial Corporation's main business operations and businesses are performed through the Bank. The Parent, a financial holding company, does not contain nonbank operations that are material to the Company's operations. Therefore, the Parent does not contain any nonbank Core Business Line.

B.3. Bank

Regions Bank's organizational structure is uncomplicated, customer-centric, and dynamic. This structure is designed to deliver on the Bank’s mission and vision while remaining nimble enough to evolve as product, service, and delivery channel needs change, as well as to protect the future value of the Company. This organizational approach requires teamwork, communication, clarity of vision, and disciplined attention to regulatory compliance.

The primary objective of Regions Bank's structure is to enable the business to identify customers’ needs and, based on those needs, connect its most skilled and knowledgeable bankers with customers. The Bank's structure takes advantage of its market presence, and depends on teamwork connecting specialists, relationship managers, and functional support teams to meet customers' needs with the best products, services, and customer experience required, while managing the Bank’s human capital, financial performance, and risks. A bank-wide program, called Regions360, aims to deepen customer relationships, create shared value, and bring in the right partners to serve all customers’ needs and financial goals, delivering one team, one bank, one Regions.

To deliver on these objectives, Regions Bank's management organization uses a combination of regional structures ("Geographic Structures"), business groups, and a support structure platform, all under the Bank legal entity. Each of the three Geographic Structures is made up of areas and cities. Each of the business groups contains businesses and segment/product units, as well as functional support teams. Together they work collectively to create shared value for its customers, employees, communities, and shareholders.

This organizational approach streamlines management at the top of the Company, supports performance management, and is an effective model for executing the Company's strategy.

B.3.i. Bank's Geographic Organization

Regions Bank’s 15 state footprint is organized into three Geographic Structures - East, Mid-America, and South - and delivers local banking services and products through the branch network associates, relationship managers, and consumer and business-oriented sales personnel.

Within the three Geographic Structures, there are 16 banking areas that are led by Area Presidents, which report up to Regional Presidents. Each of the three Regional Presidents manage their respective area to ensure a consistent customer experience and that the entire scope of products and services is made available to individual customers and businesses based on identified needs.

The personnel under the Geographic Structure management is, for the most part, the face of Regions Bank to the consumer, and the Bank's sales and service work force. Each Geographic Structure and its respective Bank employees deliver local banking services and products through the branch network associates, relationship managers, and sales personnel.

B.3.ii. Bank's Core Business Lines

The Bank has three business segments: Corporate, Consumer, and the Wealth. Together, these segments represent the vast majority of its business operations and income, and have been determined to be the Company's three Core Business Lines for Resolution Planning purposes.

The three Core Business Lines:

- Contributed to 91% of the Company's net income in 2016;
- Represented 96% of the Company's deposits in 2016; and
- Represented 73% of the Company's assets as of December 31, 2016, consistent with historic trend. Other Assets include the Investment Portfolio, Bank Owned Life Insurance (BOLI), and Premises and Equipment.

The Bank's Core Business Lines are:

Corporate

The Corporate Banking Group ("Corporate") offers a range of products and services to commercial and corporate clients across the Company's footprint. Products and services include Commercial Banking, Real Estate Banking, Equipment Finance, Treasury Management, and Capital Markets.

Products and services offered by Corporate are available in all three Geographic Structures. For the year ended December 31, 2016, Corporate contributed approximately $492 million of net income to the Company.

Consumer

The Consumer Banking Group ("Consumer") represents the branch and ATM networks, and offers consumer and small business banking products and services. Offerings include deposit products, mortgages, home equity lines and loans, credit cards, and loans. These services are also provided through alternative channels such as the contact center, Internet, and mobile banking. Consumer is divided into two groups: Consumer Services and Consumer Lending.

Products and services offered by Consumer Services and Consumer Lending are available in all three Geographic Structures. For the year ended December 31, 2016, Consumer contributed approximately $500 million of net income to the Company.

Wealth

Wealth Management ("Wealth") offers wealth management products and services such as trust, insurance and credit related products, and investment management. Its customers include individuals and institutional clients who desire services that include investment advice, assistance in managing assets, and estate planning.

Products and services offered by Wealth are available in all three Geographic Structures. For the year ended December 31, 2016, the Wealth Management Group contributed approximately $70 million of net income to the Company.

C. Consolidated Financial Information Regarding Assets, Liabilities, Capital and Major Funding Sources

C.1 Balance Sheet

Figure C-1 is based on Regions Bank's Consolidated Report of Condition and Income, as filed with the FDIC on FFIEC Form 031, and on the Parent's Balance Sheet Summary, as filed on FR Y-9C.

Figure C-1 Consolidated Balance Sheet Summary as of December 31, 2016

December 31, 2016 ($'000)	Regions Bank Consolidated	Regions Financial Consolidated
Assets:		
Cash and due from banks	1,930,942	2,044,760
Interest-bearing deposits in other banks	3,581,119	3,582,979
Federal funds sold and securities purchased under agreements to resell	15,000	15,000
Trading account assets	367,777	373,685
Securities available for sale	23,718,212	23,781,337
Securities held to maturity	1,361,612	1,362,313
Loans held for sale	718,132	718,132
Loans, net of unearned income	80,093,973	80,094,411
Allowance for loan losses	(1,090,815)	(1,090,815)
Net loans	79,003,158	79,003,596
Investment in unconsolidated subsidiaries	—	—
Premises and equipment, net	1,945,006	1,994,551
Other real estate owned	100,111	100,111
Goodwill	4,264,414	4,904,415
Other identifiable intangible assets	528,351	574,570
Other assets	7,508,187	7,738,508
Total Assets	**$ 125,042,021**	**$ 126,193,957**
Liabilities and Stockholders' Equity:		
Deposits:		
Non-interest-bearing	37,388,097	36,268,566
Interest-bearing	63,015,550	62,989,284
Total deposits	100,403,647	99,257,850
Borrowed funds:		
Federal funds purchased and securities sold under agreements to repurchase	—	—
Other borrowings	6,260,612	7,838,913
Total borrowed funds	6,260,612	7,838,913
Trading liabilities	18,523	—
Other liabilities	2,263,401	2,433,966
Total Liabilities	**$ 108,946,183**	**$ 109,530,729**
Stockholder's equity:		
Preferred stock	—	819,869
Common stock	103	12,558
Additional paid-in capital	16,462,834	17,092,033
Retained earnings (deficit)	183,614	665,689
Other equity capital components	—	(1,376,462)
Accumulated other comprehensive income (loss), net	(550,713)	(550,459)
Total stockholders' equity	**16,095,838**	**16,663,228**
Total liabilities and stockholder's equity	**$ 125,042,021**	**$ 126,193,957**

C.2. Capital Summary

Regions Bank is an Alabama state-chartered bank and a state member bank of the Federal Reserve System. It is subject to supervision and examination by the Federal Reserve, the Alabama State Banking Department, the FDIC, and the Consumer Financial Protection Bureau (CFPB).

The Company is required to comply with applicable capital adequacy standards. Currently, the minimum guidelines to be considered well-capitalized for Tier 1 Leverage Ratio and Total Risk-Based Capital Ratio are 5 percent and 10 percent, respectively.

To ensure that current and projected capital levels remain adequate relative to not only these regulatory well-capitalized thresholds but also internal limits, Regions Bank employs a robust capital planning process. Among other things, this process seeks continually to evaluate and challenge the adequacy of capital by identifying and aggregating risks from across the Company to inform the creation of scenarios designed to stress the unique sensitivities of the Company.

The Company is required to submit capital plans annually, under the Federal Reserve's Comprehensive Capital Analysis and Review ("CCAR") process. The Federal Reserve assesses the overall financial condition, risk profile, and capital adequacy of bank holding companies, and considers quantitative and qualitative factors when reviewing and evaluating capital plans.

In June 2017, the Federal Reserve notified the Company that it did not object to the Company's Capital Plan included in the Company's 2017 CCAR submission.

The regulatory capital summary shown in Figure C-2 is based on Regions Bank's Consolidated Report of Condition and Income as filed with the FDIC on FFIEC Form 031, as well as the Parent's Regulatory Capital Summary as filed on FR Y-9C for year-end date of December 31, 2016.

Figure C-2 Regulatory Capital as of December 31, 2016

Regulatory Capital ($000)	Regions Bank	Regions Financial Corporation
Common Equity Tier 1 Capital before adjustments and deductions	$ 16,095,838	$ 15,843,359
LESS: Goodwill net of associated deferred tax liabilities	*4,151,774*	*4,758,171*
LESS: Identified intangible assets, net of associated deferred tax liabilities	*85,942*	*117,801*
LESS: Deferred tax assets that arise from net operating loss and tax credit carryforwards	*2,842*	*36,511*
LESS: Net unrealized gains (losses) on available-for-sale securities	*(106,251)*	*(105,997)*
LESS: Accumulated net gains (losses) on cash flow hedges and amounts recorded in AOCI attributed to defined benefit postretirement plans	*(411,622)*	*(411,622)*
LESS: Net unrealized gains (losses) on held-to-maturity securities recorded in AOCI	*(32,840)*	*(32,840)*
LESS: Deductions applied to CET1 capital due to insufficient additional Tier 1 capital and Tier 2 capital to cover deductions	*1,895*	—
Common Equity Tier 1 Capital	**$ 12,404,098**	**$ 11,481,335**
Additional Tier 1 Capital:		
Preferred stock	—	819,869
LESS: Additional tier 1 capital deductions	—	24,340
Tier 1 capital	**$ 12,404,098**	**$ 12,276,864**
Qualifying subordinated debt	744,643	555,974
Total capital minority interest not included in Tier 1 capital	—	505,359
Allowance for loan and lease losses includable in Tier 2 capital	1,159,433	1,159,433
Unrealized gains on available-for-sale equity exposures includable in Tier 2 capital	3,127	3,522
Tier 2 capital	**$ 1,907,203**	**$ 2,224,288**
Total capital	**$ 14,311,301**	**$ 14,501,152**
Capital Ratios		
Common Equity Tier 1 Capital	12.14%	11.21%
Tier 1 Capital	12.14%	11.98%
Total Capital	14.00%	14.15%
Tier 1 Leverage Ratio	10.34%	10.20%
Capital Conservation Buffer	6.00%	5.98%

Major Funding Sources

The Parent is primarily funded by its only IDI, Regions Bank.

The Bank maintains access to, and utilizes, diverse wholesale and non-wholesale funding sources. The Bank's primary source of funding is its deposits, which represented approximately $100.4 billion as of December 31, 2016.

Short-term borrowings used as a source of funding include Federal Funds purchased, repurchase agreements, and customer-related borrowings. For the year end 2016, the Company did not have any balances for Federal Funds purchased and securities sold under agreements to repurchase, but other borrowing sources included the Federal Home Loan Bank ("FHLB"), with a balance of approximately $4.3 billion as of December 31, 2016.

The Bank's long-term borrowings consist primarily of senior notes, subordinated notes, and other long-term notes payable. The Parent Company debt totaled approximately $1.7 billion.

The Bank's liquidity management function ensures the availability of funds to finance assets while meeting obligations to debt holders and depositors in normal business conditions. To ensure an appropriate level of liquidity is maintained, the Bank performs specific procedures including scenario analysis and stress testing at the Bank and Parent affiliate levels, and complies with the Liquidity Coverage Ratio ("LCR") requirements.

The securities portfolio is one of the Bank's primary sources of liquidity as are loan portfolio secured borrowings, specifically the FHLB line. As of December 31, 2016, the available balance for the Bank's FHLB line was approximately $12.1 billion, and the Bank's investment portfolio contributed to the Bank's liquidity with $12.8 billion in free-to-pledge securities.

D. Description of Derivative Activities and Hedging Activities

D.1. Balance Sheet Hedging

Derivatives are entered into by the Bank's Treasury group to manage interest rate risk and facilitate asset/ liability management strategies. Derivative financial instruments that qualify for an ASC 815 hedging relationship are classified based on the exposure being hedged as either fair value hedges, or cash flow hedges. The Bank formally documents all hedging relationships between hedging instruments and hedged items, as well as its risk management objective and strategy for entering into various hedge transactions. The Bank performs periodic assessments to determine whether the hedging relationship has been effective in offsetting changes in fair values or cash flows of hedged items, and whether the relationship is expected to continue to be effective in the future.

D.2. Mortgage Servicing Rights ("MSR") Hedging

The Bank's Treasury group leads MSR hedging efforts and manages its risk. The majority of hedge positions are via Treasury futures, interest rate swaps, and options, or to-be-announced mortgage backed securities ("TBA MBS"). TBA MBS are agreements to purchase MBS at a regular forward settlement date. Regions Bank accounts for the MSR and the derivatives used to hedge them using fair market value.

D.3. Capital Markets Trading

The Bank hedges interest rate risk resulting from trading interest rate swaps and options on behalf of the Bank's clients. Types of trades booked include interest rate swaps, interest rate options (caps, floors, swaps, options), forward rate agreements, Treasuries, and Repos/ Reverse Repos.

The Bank also hedges commodity risk resulting from trading commodities with the Bank's clients. Types of trades booked include commodity swaps and commodity options. Foreign exchange ("FX") rate risk is hedged as a result from trading foreign exchange with the Bank's clients. Types of FX trades booked include foreign exchange spot, forward, swap, and option trades.

D.4. Mortgage Origination Pipeline Hedging

Mortgage pipeline hedging objectives are conducted by using a combination of mandatory forward commitments on mortgage backed securities ("MBS") and purchased over-the-counter ("OTC") options on MBS. Mandatory forward sales of MBS are the primary hedging vehicle for mortgage loan customer rate lock and closed loan positions. Hedges are primarily set to cover expected deliverable products/ coupons/delivery month; however, some level of cross-hedging is necessary where it is not economically feasible to hedge with deliverable instruments. Options may be used to hedge the increased uncertainty of interest rate lock commitments ("IRLC") as they move further out of the money to the borrower.

E. Memberships in Material Payment, Clearing and Settlement Systems

Title VIII of the Dodd-Frank Act, the Payment, Clearing, and Settlement Supervision Act of 2010, introduces the term Financial Market Utility ("FMU") for those multilateral systems that transfer, clear, or settle payments, securities, or other financial transactions among financial institutions or between an FMU and a financial institution.

Utilities and financial institutions transfer funds and settle accounts with other financial institutions to facilitate normal day-to-day transactions occurring in the U.S. economy. Services include wire transfers, settlement, and securities safekeeping, as well as services regarding currency and coin, check clearing and collection, and automated clearing house ("ACH") transactions.

As the central bank of the United States, the Federal Reserve provides certain payment and settlement services to depository institutions. Private sector operators of payment, clearing, and settlement systems also provide such services to financial institutions. Funds transfers occur primarily through the Fedwire Funds Service, CHIPS, the National Settlement Service ("NSS"), ACH, and payment card networks.

E.1. Parent

The Parent has limited use of FMUs, and receives indirect access through the Bank. The Parent is not a direct member or client of any FMU, and does not provide FMU access to the Bank.

E.2. Bank

Regions Bank utilizes directly or indirectly a series of FMUs that are operated by the Federal Reserve and by private sector organizations.

The FMUs utilized by the Bank, in the course of its operations, include:

- Derivatives Clearing Houses: Chicago Mercantile Exchange, Inc ("CME") and London Clearing House Clearnet Ltd. ("LCH"), which are indirectly accessed though brokers.
- Securities Depository, Processing, Clearing and Settlement Systems: Bank of NY Mellon ("BNY"), Depository Trust Company ("DTC"), and Fed Securities.
- Payment Systems: FedWire Funds, FedACH, SWIFT, Visa, SPVCO, ViewPointe, and Society for Worldwide Interbank Financial Telecommunication ("SWIFT").

A description of FMUs utilized by the Bank include:

- CME is a subsidiary of the Chicago Mercantile Exchange Group. The CME provides financial derivative exchange and clearing and settlement services for derivative products.
- LCH is subsidiary of LCH Clearnet Group, a multinational clearing house that provides services to major exchanges, platforms, as well as over-the-counter derivatives (OTC) markets.
- BNY is utilized by the Bank for the purposes of clearing, settlement and custody of collateral. BNY Mellon securities clearance service is widely utilized in the US market and offers clearance capability in Fed Clearing (through the Federal Reserve Bank's Fedwire Securities Service) and DTCC Securities Clearance.
- The DTC is a central securities depository of the The Depository Trust & Clearing Corporation ("DTCC") providing depository and book-entry services for eligible securities and other financial assets to its participants, which are principally banks and broker-dealers.
- Fedwire Securities is a real-time delivery versus payment securities settlement system that allows for the immediate, final and simultaneous transfer of eligible securities against funds in central bank money. Fedwire Securities provides a system for maintaining and transferring book-entry securities issued by the US Treasury, government agencies, GSEs and certain international organizations. The transfer of securities and associated payment occurs simultaneously and is final when the respective securities and funds accounts are credited and debited.
- FedACH is a national electronic funds transfer systems that serves to clear debit and credit payments, that is operated by the Federal Reserve.
- FedWire Funds Service is a wire transfer service and real-time, gross settlement system used to send and receive payments, that is operated by the Federal Reserve.
- SVPCO is a business of The Clearing House Payments Company LLC that provides electronic check image exchange services.
- Viewpointe Archive Services, LLC provides check and document image services along with archival and retrieval services for financial institutions.
- Visa, Inc. is a global payments technology company that connects consumers, businesses, banks and governments in more than 200 countries and territories.
- SWIFT is a member-owned cooperative that provides the communications platform, products and services to connect more than 10,800 financial institutions and their corporate clients and customers in more than 200 countries. The role of SWIFT's messaging service infrastructure is to transport data securely between financial institutions.

F. Description of Foreign Operations

The Company's operations are primarily located in the United States, and the Bank does not have any material foreign operations. The great majority of income, assets, and liabilities are related to the Bank's domestic operations.

G. Material Supervisory Authorities

Regions Financial, a bank holding company, has elected to be treated as a financial holding company pursuant to the Bank Holding Company ("BHC") Act of 1956, as amended. As such, Regions and its subsidiaries are subject to the requirements of the BHC Act and the regulations codified by the Federal Reserve. Regions is also an Alabama state-chartered bank and is thus subject to oversight and regulation by the Alabama State Banking Department ("State"). Regions Bank is also a member of the FDIC, and, as such, its deposits are insured by the FDIC to the extent provided by law.

The Parent, as a publicly traded entity on the New York Stock Exchange ("NYSE"), is also subject to applicable U.S. Securities and Exchange Commission ("SEC") regulations and financial filing requirements.

The Parent's limited-purpose broker-dealer arms, not material for the purposes of the 165(d) Rule and the IDI Rule, are subject to regulation and supervision by Financial Industry Regulatory Authority ("FINRA").

The Parent's insurance agency subsidiaries, not material under the Resolution Plan Rules, are regulated by their respective State Insurance Commissioners.

Regions Bank is generally subject to supervision and examination by both the Fed and the State. Both the Fed and the State regularly examine the operations of Regions Bank and are given authority to approve or disapprove mergers, acquisitions, consolidations, the establishment of branches and similar corporate actions, as well as planned capital actions such as declaration of dividends and share repurchases.

Regions Bank is further subject to numerous statutes and regulations that affect its business activities and operations, including various consumer protection laws and regulations. Under the Dodd-Frank Act, depository institutions with assets exceeding $10 billion, such as Regions Bank, are subject to oversight by the Consumer Financial Protection Bureau (the "CFPB"). Depository institutions meeting the $10 billion threshold, their affiliates and other "larger participants" in the markets for consumer financial services (as determined by the CFPB), are subject to direct supervision by the CFPB. This can include any applicable examination, enforcement, and reporting requirements that the CFPB may establish.

The Company has no Material Legal Entities or businesses subject to foreign authorities.

Figures G-1 and G-2 detail the supervisory authorities for the Company as of December 31, 2016.

Figure G-1 Primary Regulatory and Supervisory Agencies

Regulatory/Supervisory Authority	Activities Regulated
The Federal Reserve System	The Central Bank of the United States is responsible for overseeing the nation's monetary policy, and supervising banks and other financial institutions to ensure the safety and soundness of the nation's banking and financial systems. The Fed is organized into 12 Districts based on geography. Seven members, nominated by the President of the United States and confirmed by the Senate, sit on the Board of Governors. Regions Bank is in the 6th Reserve District, and its Federal Reserve Bank is located in Atlanta, Georgia.
Federal Reserve Bank of Atlanta - Safety & Soundness	General compliance with applicable laws and regulations including Comprehensive Capital Analysis and Review (CCAR), Liquidity, Information Technology, Vendor Management, Data Integrity, among others.
Federal Reserve Bank of Atlanta - Consumer Division	General compliance with applicable laws and regulations including Community Reinvestment Act (CRA), Fair Housing Act (FHA), Service Members Civil Relief Act (SCRA), Home Mortgage Disclosure Act (HMDA), flood insurance compliance, and others.
Alabama State Banking Department	The State typically partners with Regions' other regulatory agencies in examining the Bank.
Federal Deposit Insurance Corporation (FDIC)	General compliance with applicable laws and regulations particularly affecting the Bank. The FDIC typically partners with the Fed and the State on examinations and ongoing monitoring of the Bank.
Consumer Financial Protection Bureau (CFPB)	The CFPB enforces federal consumer financial laws and protects consumers in the financial marketplace from unfair, deceptive, or abusive practices.

Figure G-2 Other Regulatory Authorities

Regulatory/Supervisory Authority	Activities Regulated
Financial Industry Regulatory Authority (FINRA)	Investor protection and market integrity through its regulation of the securities industry.
Securities and Exchange Commission (SEC)	Required disclosures and regulatory requirements.

H. Principal Officers

Executive Council members of Regions Financial Corporation and Regions Bank are described in the table below:

Principal Officers	Position and Offices Held with Registrant and Subsidiaries	Executive Officer Since
O.B. Grayson Hall, Jr.	Chairman, President and Chief Executive Officer, Regions and Regions Bank	1993
Fournier J. “Boots” Gale, III	Senior Executive Vice President, General Counsel and Corporate Secretary, Regions and Regions Bank	2011
C. Matthew Lusco	Senior Executive Vice President and Chief Risk Officer, Regions and Regions Bank	2011
John B. Owen	Senior Executive Vice President and Head of the Regional Bank, Regions and Regions Bank	2009
David J. Turner, Jr.	Senior Executive Vice President and Chief Financial Officer, Regions and Regions Bank	2010
John M. Turner, Jr.	Senior Executive Vice President and Head of the Corporate Bank, Regions and Regions Bank	2011

As of December 2017 there were no changes to the composition of the Executive Council of Regions Financial Corporation and Regions Bank.

I. Resolution Planning Corporate Governance

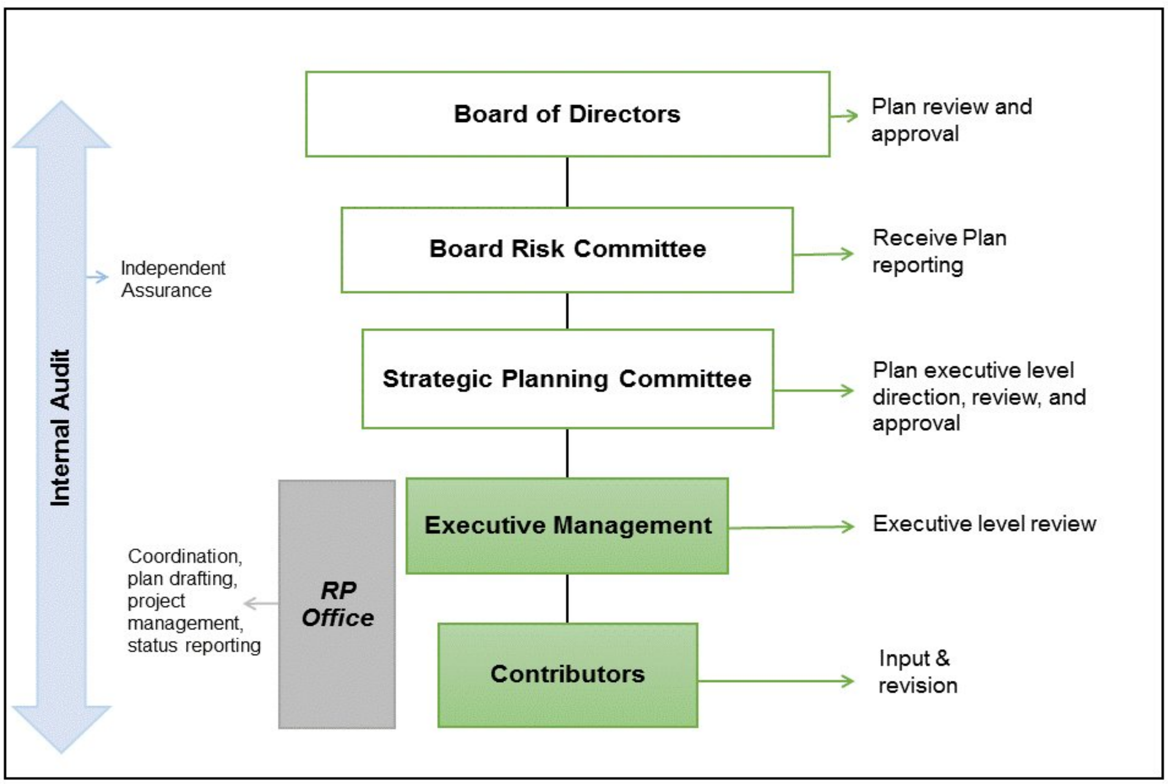
The Company's Corporate Governance Structure, established and approved by the Board of Directors, consists of committees, working groups, processes, and procedures that provide a framework by which the Company is directed and controlled. The Resolution Planning governance is aligned with the Bank's Corporate Governance.

Ultimate authority and responsibility for the Company's Resolution Plans rests with the Board of Directors.

Regions has established a Resolution Planning Process ("RPP") that supports prudent development of resolution plans subject to sufficient review, challenge, and approval by key executives and subject matter experts. Regions recognizes the importance of effective governance and oversight of RPP activities and has developed a multi-layered framework that leverages existing corporate governance and is embedded in Regions' existing strategic management processes.

Figure I-1 depicts the governance framework for Regions' RPP. Each governance layer serves an important role in the governance framework.

Figure I-1 Resolution Planning Governance Structure



The Resolution Planning Office ("RP Office"), within Regions Risk Management, is the engine of the RPP. The RP Office's responsibilities include project management,aggregating input from subject matter experts, and drafting of Plans. The RP Office, led by the Head of Market, Liquidity and Capital Risk, is responsible for coordinating the development and evolution of future Resolution Plans submissions, ongoing review, revisions, and maintenance of the Plans, as well as the execution of actions that address potential impediments to an orderly resolution.

The Board of Directors reviews and approves the Company's Resolution Plans, and has approved this Public Section, as well as the Confidential Section of the Company's 2017 165(d) Plan.

J. Description of Material Management Information Systems

Management Information Systems (“MIS") are defined as the systems, applications, and infrastructure that enable the Company to conduct its operations and report information to the Company's management or for regulatory compliance.

The Company compiled a list of critical MIS in three categories: financial and accounting reporting, risk management, and business operations, explained as follows.

- Financial and Accounting reporting: systems used to compile and report information to monitor the Bank's financial health and to provide necessary information to the Bank's management and regulators.
- Risk Management reporting: systems used to generate information to comply with regulatory requirements managed by the Risk Management function, and to inform risk management decisions by measuring, monitoring, and modeling key risk indicators.
- Business operations: systems required for the operations of the Core Business Lines. Those systems were identified based on the Company's disaster recovery tier list, and this Plan assumes that most systems classified in the top tiers are considered critical MIS.

While these categories are not mutually exclusive (e.g., there are source systems required for business operations that also produce reports to comply with regulatory requirements), all critical systems included in this Plan serve at least one of these purposes, if not more.

The Operations and Technology departments of the Bank support the Company’s systems to ensure that they are operational for internal, regulatory, and customer-facing business requirements.

The Company maintains appropriate policies, procedures, and organizational structure related to business continuity planning to ensure that the Company is able to provide essential business and technology services in the event of disasters and other business interruptions. The Company has established an experienced Business Continuity Management team to oversee its Business Continuity and Incident Response programs. The team works with all lines of business and their technology partners to implement the programs for developing, maintaining, and testing business continuity plans. The plans are created using an all-hazards approach with flexibility for responding to incidents of varying types.

The Company employs a comprehensive Business Continuity Program that governs plan development, maintenance, training, and testing. The Company conducts an annual impact analysis of business processes that provides the requirements for plan development and testing. Businesses develop and maintain plans to ensure continuance of critical and essential functions, and conduct training and testing of these plans at least annually. Business Continuity Management periodically reviews these plans to ensure compliance with planning guidance and best practices.

K. High-Level Description of Resolution Strategy

K1. Introduction

Pursuant to the 165(d) Rule and the IDI Rule, Resolution Plans must address strategies for a quick and orderly resolution of the Holding Company, Regions Financial Corporation, and its CIDI, Regions Bank, while avoiding systemic risk to the U.S. financial system and the broader U.S. economy.

The Company believes its simple business model, lack of systemic industry interconnections, limited use of subsidiary companies, and strong resolution planning governance, would enable the Company to be resolved under the resolution regimes available to regulators. The Company has developed strategies under the assumptions provided by the rules and supervisory guidance for the Resolution Plans, considering the Company's structure and operating model and historical facts and conditions.

The Parent conducts its operations through Regions Bank, which represents 99.1% of its assets, and the overwhelming source of its revenue, profit, funding and liquidity. Therefore, in this Plan's scenario, the hypothetical failure of the Parent is caused by the Bank's failure.

In devising and modeling a hypothetical failure scenario for the Bank, the Resolution Planning team took into account the requirements of the 165(d) Rule, the IDI Rule, and all subsequent letters and guidance..

With those considerations in mind, Regions created a hypothetical scenario for the Bank's failure that includes a series of cascading events. The hypothetical runway is based on the Bank's Balance Sheet as of December 31, 2016, and assumes that the Company is operating under business-as-usual conditions as of end of year 2016. The Bank then experiences hypothetical idiosyncratic loss events under economic conditions consistent with the Supervisory Severely Adverse Scenario developed by the Federal Reserve for the Company's April 2017 DFAST submission.

At the end of the Bank's ten-day runway to failure, the Bank would be placed in receivership by the FDIC, and the Parent, losing its main source of funding, capital, and liquidity, would file for Bankruptcy under Chapter 7 of the U.S. Bankruptcy Code.

K.2. The Parent

Under the 165(d) Rule, the Plan must address strategies for a quick and orderly resolution of the Parent, that avoids any systemic risk to the U.S. financial system and the broader U.S. economy.

This Plan assumes that a hypothetical idiosyncratic event specific to the Bank leads to the Parent's failure.

Upon a failure of the Bank, the Parent would commence a proceeding under Chapter 7 of the U.S. Bankruptcy Code (a “Chapter 7 Liquidation”) in order to liquidate remaining assets.

The Company does not believe that a reorganization of the Parent is practical, considering that the Parent has no material operating business that could emerge as a going concern after the failure of the Bank, and it has few assets other than the Bank and cash.

K.3. The Bank

Regions Bank maintains Capital, Liquidity and Contingency Funding Plans that detail the actions it would take to avoid failure by staying well-capitalized and well-funded in adverse scenarios. In the hypothetical and highly unlikely event that the Bank was in danger of failure, and Capital, Liquidity and Contingency Funding Plans or other timely private sector alternative were not able to prevent the default, Regions Bank would be subject to FDIC receivership.

The hypothetical failure scenario for the Bank, developed for this Resolution Plan, includes a series of cascading events, triggered by a highly detrimental idiosyncratic event, which occurs under economic conditions consistent with the Supervisory Severely Adverse Scenario developed by the Federal Reserve for the Company’s April 2017 DFAST submission. At the end of a ten-day runway, the cumulative effects of the events and reactions deplete the Bank's liquidity and capital. At this point, the FDIC, using its authority under section 11 of the FDIA, is appointed as the Bank's receiver.

Regions Bank 2015 IDI Plan considers that the FDIC will not use its orderly liquidation authority under Title II of the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd Frank Act”) in connection with the resolution of the Company. The FDIC will assume receivership of the Bank according to its traditional resolution powers pursuant to the FDIA.

The 2015 IDI Plan details four different strategies for the FDIC's consideration and presents the quantification analysis of each strategy's value. This analysis would allow the FDIC to select a strategy that would achieve maximum value for the receivership, ensure depositors’ access to Regions Bank’s insured deposits, and limit contagion and loss of franchise value that might be caused by a lengthy resolution process.

The four strategies outlined in the 2015 IDI Plan are tailored to the size, complexity, and risk profile of the Bank, and provide a range of sale and disposition options for the FDIC to consider. The options considered are consistent with the Bank's Balance Sheet at time of failure and the overall economic environment in which the hypothetical failure would occur. The 2015 IDI Plan also details the methodologies, assumptions and analysis used to estimate the net present value of each strategy and the potential distribution/ losses to the FDIC's Deposit Insurance Fund ("DIF") and remaining claims.

Three of the four strategies contemplate that the FDIC would form a bridge bank to maintain and operate the Bank's businesses until it returns the Bank to private ownership. The bridge bank would continue all Core Business Lines and Critical Services until the whole Bank or its parts are transitioned to new purchasers and fully returned to private ownership.

Regions Bank represents a desirable target for purchase due to its geographic footprint, branch network, and strong deposit base. Potential acquirers include US-headquartered banks with complementary branch networks and service offerings looking to expand into the Bank's territory, or to deepen their presence through an attractive franchise acquisition. Also in consideration would be foreign-based global banking groups interested in entering the US market or expanding their US operations.

The comparison among the options presented in the 2015 IDI Plan would assist in determining the strategy that incurs the least cost to the DIF.

Conclusion

The Company has developed its Resolution Plans pursuant to the 165(d) Rule and the IDI Rule. The Plans provide information for the rapid and orderly resolution of the Bank and the Parent, and contain strategic analysis describing how the Bank can be separated from the Parent and resolved without posing systemic risk to the larger financial system or needing any government or taxpayer support.

The 2017 165(d) Tailored Plan is focused on the Company's nonbanking operations and its resolution.

Upon the hypothetical failure of the Bank, losing its main source of revenues, funding and assets, the Parent would commence a Chapter 7 Liquidation proceeding under the U.S. Bankruptcy Code in order to liquidate remaining assets. The Company does not believe that a reorganization of the Parent is practical, considering that the Parent has no material operating business that could emerge as a going concern after the failure of its IDI, and it has few assets other than the Bank and cash. There are no material obstacles to the resolution of the Parent through a Chapter 7 Liquidation.

The Company remains committed to working with its Regulators to strengthen Resolution Planning, and to identify and remediate potential obstacles to resolution, devoting resources to develop robust Plans.