

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION

LOCAL 703, I.B. OF T. GROCERY AND FOOD) Civil Action No. 2:10-cv-02847-IPJ
EMPLOYEES WELFARE FUND, et al.,)
Individually and on Behalf of All Others Similarly)
Situating,)
)
) Plaintiffs,) CLASS ACTION
)
vs.)
)
REGIONS FINANCIAL CORPORATION, et al.,)
)
) Defendants.)
)
)

**NOTICE OF PROPOSED SETTLEMENT, MOTION FOR ATTORNEYS'
FEES AND SETTLEMENT FAIRNESS HEARING**

TO: ALL PERSONS WHO PURCHASED OR ACQUIRED REGIONS FINANCIAL CORPORATION ("REGIONS FINANCIAL" OR THE "COMPANY") COMMON STOCK DURING THE PERIOD FROM FEBRUARY 27, 2008, THROUGH AND INCLUDING JANUARY 19, 2009

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. YOUR RIGHTS MAY BE AFFECTED BY PROCEEDINGS IN THIS ACTION. PLEASE NOTE THAT IF YOU ARE A CLASS MEMBER, YOU MAY BE ENTITLED TO SHARE IN THE PROCEEDS OF THE SETTLEMENT DESCRIBED IN THIS NOTICE. TO CLAIM YOUR SHARE OF THE SETTLEMENT PROCEEDS, YOU MUST SUBMIT A VALID PROOF OF CLAIM AND RELEASE FORM ("PROOF OF CLAIM") **POSTMARKED OR SUBMITTED ONLINE ON OR BEFORE SEPTEMBER 9, 2015.**

This Notice of Proposed Settlement, Motion for Attorneys' Fees and Settlement Fairness Hearing ("Notice") has been sent to you pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the Northern District of Alabama, Southern Division (the "Court"). The purpose of this Notice is to inform you of the proposed settlement of the Action (the "Settlement") and of the hearing to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement as well as counsel's application for fees, costs, and expenses. This Notice describes the rights you may have in connection with your participation in the Settlement, what steps you may take in relation to the Settlement and this class action, and, alternatively, what steps you must take if you wish to be excluded from the Settlement and this Action.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
SUBMIT A CLAIM FORM	The only way to get a payment. Proof of Claim forms must be postmarked or submitted online on or before September 9, 2015.
EXCLUDE YOURSELF	Get no payment. This is the only option that allows you to ever be part of any other lawsuit against the Defendants or any other Released Persons about the legal claims in this case. Exclusions must be received on or before August 19, 2015. IF YOU REQUESTED EXCLUSION FROM THE CLASS IN CONNECTION WITH THE NOTICE OF PENDENCY OF CLASS ACTION YOU RECEIVED EARLIER THIS YEAR, DO NOT EXCLUDE YOURSELF AGAIN.
OBJECT	Write to the Court about why you do not like the Settlement, the Plan of Distribution, and/or the request for attorneys' fees, costs, and expenses. You will still be a member of the Class. Objections must be received by the Court and counsel on or before August 18, 2015.
GO TO A HEARING	Ask to speak in Court about the fairness of the Settlement. Requests to speak must be received by the Court and counsel on or before August 18, 2015.
DO NOTHING	Get no payment. Give up your rights. You will remain a member of the Class.

SUMMARY NOTICE

Statement of Class Recovery

Pursuant to the Settlement described herein, a \$90 million Settlement Fund has been established. Lead Plaintiffs estimate that there were approximately 505 million shares of Regions Financial common stock which may have been damaged during the Class Period. Lead Plaintiffs estimate that the average recovery under the Settlement is roughly \$0.18 per damaged share before deduction of any taxes on the income thereof, notice and administration costs and the attorneys' fee, cost, and expense award as determined by the Court. A Class Member's actual recovery will be a proportion of the Net Settlement Fund determined by that claimant's Recognized Claim as compared to the total of all Recognized Claims. An individual Class Member may receive more or less than the average amount depending on the number of claims submitted, as estimated by Lead Plaintiffs, when during the Class Period a Class Member purchased or acquired Regions Financial common stock, the purchase price paid, and whether those shares were held at the end of the Class Period or sold during the Class Period, and, if sold, when they were sold and the amount received. See Plan of Distribution as set forth at pages 9-11 below for more information on your Recognized Claim.

Statement of Potential Outcome of Case

The parties disagree on both liability and damages and do not agree on the average amount of damages per Regions Financial common share, if any, that would be recoverable if the Class prevailed on each claim alleged. Defendants deny that they are liable to the Class and deny that the Class has suffered any damages. The issues on which the parties disagree are many, but include: (1) whether Defendants engaged in conduct that would give rise to any liability to the Class under the federal securities laws, or any other laws; (2) whether Defendants have valid defenses to any such claims of liability; (3) the appropriate economic model for determining the amount by which the price of Regions Financial common stock was allegedly artificially inflated (if at all) during the Class Period; (4) the amount by which the price of Regions Financial common stock was allegedly artificially inflated (if at all) during the Class Period; (5) the effect of various market forces on the price of Regions Financial common stock at various times during the Class Period; (6) the extent to which external factors influenced the price of Regions Financial common stock at various times during the Class Period; and (7) the extent to which the various matters that Lead Plaintiffs alleged were materially false or misleading, or the various allegedly adverse material facts that Lead Plaintiffs alleged were omitted, influenced (if at all) the price of Regions Financial common stock at various times during the Class Period.

Statement of Attorneys' Fees, Costs, and Expenses Sought

Lead Counsel will apply to the Court for an award of attorneys' fees not to exceed thirty percent (30%) of the Settlement Fund, plus costs and expenses not to exceed \$1,900,000, plus interest earned on both amounts at the same rate as earned by the Settlement Fund. Since the Action's inception, Lead Counsel have expended considerable time and effort in the prosecution of this litigation on a contingent fee basis and advanced the expenses of the litigation in the expectation that if they were successful in obtaining a recovery for the Class they would be paid from such recovery. In this type of litigation it is customary for counsel to be awarded a percentage of the common fund recovery as their attorneys' fees. In addition, Lead Plaintiffs may seek payment for their time and expenses incurred in representing the Class. The requested fees, costs, and expenses amount to an average of approximately \$0.06 per damaged share. The average cost per damaged share will vary depending on the number of acceptable Proofs of Claim submitted.

Further Information

For further information regarding the Action, this Notice or to review the Stipulation and Agreement of Settlement, please contact the Claims Administrator toll-free at 1-877-290-8970, or www.regionsfinancialsecuritieslitigation.com.

You may also contact representatives of counsel for the Class: Rick Nelson, c/o Shareholder Relations, Robbins Geller Rudman & Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, 1-800-449-4900.

Please do not call the Court or Defendants with questions about the Settlement.

Reasons for the Settlement

The principal reason for the Settlement is the benefit to be provided to the Class now. This benefit must be compared to the risk that no recovery might be achieved after a contested trial and likely appeals, possibly years into the future.

BASIC INFORMATION

1. Why did I get this notice package?

You or someone in your family may have purchased or acquired Regions Financial common stock during the time period from February 27, 2008, through and including January 19, 2009 (the "Class Period").

The Court directed that this Notice be sent to Class Members because they have a right to know about the proposed Settlement of this class action lawsuit, and about all of their options, before the Court decides whether to approve the Settlement. If the Court approves the Settlement and after objections and appeals, if any, are resolved, the Claims Administrator appointed by the Court will make the payments provided for in the Settlement.

This Notice explains the class action lawsuit, the Settlement, Class Members' legal rights, what benefits are available, who is eligible for them, and how to get them.

The Court in charge of the Action is the United States District Court for the Northern District of Alabama, Southern Division, and the case is known as *Local 703, I.B. of T. Grocery and Food Employees Welfare Fund, et al. v. Regions Financial Corporation, et al.*, Civil Action No. 2:10-cv-02847-IPJ. The case has been assigned to the Honorable Inge Prytz Johnson. The pension funds representing the Class are the "Lead Plaintiffs," and the company and individuals they sued are called the Defendants.

2. What is this lawsuit about?

On October 20, 2010, an action entitled *Local 703, I.B. of T. Grocery and Food Employees Welfare Fund v. Regions Financial Corporation, et al.*, Civil Action No. CV-10-J-2847-S was filed in the Court on behalf of the purchasers of Regions Financial common stock during the Class Period. Lead Plaintiffs and Class Representatives, District No. 9, I.A. of M. & A.W. Pension Trust and Employees' Retirement System of the Government of the Virgin Islands, allege in their amended complaint, filed on February 28, 2011, that Defendants made materially false and misleading statements and omissions about the quality of Regions Financial's loans, the adequacy of its loan loss reserves, and the value of its goodwill. Lead Plaintiffs further allege that these materially false and misleading statements and omissions caused Regions Financial common stock to trade at artificially inflated prices, in violation of §§10(b) and 20(a) of the Securities Exchange Act of 1934 and Rule 10b-5 promulgated thereunder.

Lead Plaintiffs allege that, before the market opened on January 20, 2009, Regions Financial announced that it was reporting a net loss of \$5.6 billion for the fourth quarter, "largely driven by a \$6 billion non-cash charge for impairment of goodwill," in addition to an increase in loan loss reserves. Lead Plaintiffs further allege that, on this news, Regions Financial's stock fell as the truth of Defendants' fraud was revealed to the market, causing Class Members to suffer damages.

Defendants deny all of the allegations of wrongdoing asserted in the Action and deny any liability whatsoever to any member of the Class. Specifically, Defendants assert, among other things, that Regions Financial's loan loss reserves and goodwill calculations were appropriate and were reported appropriately at all times during the Class Period, and that any decline in the value of Regions Financial stock was attributable to the historic economic crisis that impacted all financial institutions.

Defendants moved to dismiss Lead Plaintiffs' amended complaint, and that motion was denied on June 7, 2011. Fact discovery is complete, and expert discovery is now ongoing. The Court has not ruled on the merits of Lead Plaintiffs' claims or Defendants' defenses.

The parties attended formal mediation sessions before Ronald Rolfe, Esq. in September 2013 and May 2015. With the assistance of Mr. Rolfe, and following arm's-length negotiations, the parties ultimately reached an agreement to resolve the litigation, and on May 8, 2015, executed a Memorandum of Understanding setting forth the parties' agreement-in-principle to settle the litigation.

Defendants deny each and all of the claims and contentions of wrongdoing alleged by Lead Plaintiffs in the litigation. Defendants contend that they did not make any materially false or misleading statements, and that they disclosed all material information required to be disclosed by the federal securities laws, and that any misstatements or omissions were not made with the requisite intent or knowledge of wrongdoing. Defendants also contend that any losses suffered by members of the Class were not caused by any false or misleading statements by Defendants and/or were caused by intervening events.

3. Why is this a class action?

In a class action, one or more people called the plaintiff sues on behalf of people who have similar claims. All of the people with similar claims are referred to as a class or class members. One court resolves the issues for all class members, except for those who exclude themselves from the class.

4. Why is there a settlement?

The Court has not decided in favor of the Defendants or of the Class. Instead, both sides agreed to the Settlement to avoid the distraction, costs and risks of further litigation, including trial, and Lead Plaintiffs agreed to the Settlement in order to ensure that Class Members will receive compensation. Lead Plaintiffs and Lead Counsel believe the Settlement is in the best interest of all Class Members in light of the real possibility that continued litigation could result in no recovery at all.

WHO IS IN THE SETTLEMENT

To see if you will get money from this Settlement, you first have to decide if you are a Class Member.

5. How do I know if I am part of the Settlement?

The Court directed that everyone who fits this description is a Class Member: ***all Persons or entities who purchased or acquired Regions Financial common stock during the period from February 27, 2008, through and including January 19, 2009***, except those Persons and entities that are excluded, as described below.

6. Are there exceptions to being included?

Excluded from the Class are current and former defendants, members of the immediate family of any current or former defendants, the directors, officers, subsidiaries and affiliates of Regions Financial, any person, firm, trust, corporation, officer, director, or other individual or entity in which any current or former defendant has a controlling interest, and the legal representatives, affiliates, heirs, successors-in-interest or assigns of any such excluded party. Also excluded from the Class are those Persons who timely and validly excluded themselves in connection with the Notice of Pendency of Class Action, mailed in March, 2015, and those Persons who exclude themselves therefrom by submitting a request for exclusion in accordance with the requirements set forth in question 13 below.

If one of your mutual funds own Regions Financial common stock, that alone does not make you a Class Member. You are a Class Member only if you directly purchased or acquired Regions Financial common stock during the Class Period. Contact your broker to see if you have purchased or acquired Regions Financial common stock.

If you sold Regions Financial common stock during the Class Period, that alone does not make you a Class Member. You are a Class Member only if you ***purchased or acquired*** Regions Financial common stock, as defined above.

7. What if I am still not sure if I am included?

If you are still not sure whether you are included, you can ask for free help. You can contact the Claims Administrator toll-free at 1-877-290-8970, or you can fill out and return the Proof of Claim form enclosed with this Notice package, to see if you qualify.

THE SETTLEMENT BENEFITS – WHAT YOU GET

8. What does the Settlement provide?

In exchange for the Settlement and the release of the Released Claims (defined below) as well as dismissal of the Action, Defendants have agreed that a payment of \$90 million will be made by Defendants (or on their behalf) to be divided, after taxes, fees, and expenses, among all Class Members who send in a valid Proof of Claim form.

9. How much will my payment be?

Your share of the fund will depend on several things, including, how many Class Members submit timely and valid Proof of Claim forms, the total Recognized Claims represented by the valid Proof of Claim forms that Class Members send in, the number of shares of Regions Financial common stock you purchased or acquired, how much you paid for the shares, when you purchased, and if you sold your shares and for how much.

By following the instructions in the Plan of Distribution, you can calculate what is called your Recognized Claim. It is unlikely that you will get a payment for all of your Recognized Claim. After all Class Members have sent in their Proof of Claim forms, the payment you get will be a part of the Net Settlement Fund equal to your Recognized Claim divided by the total of everyone's Recognized Claim. See the Plan of Distribution at pages 9-11 hereof for more information on your Recognized Claim.

HOW YOU GET A PAYMENT – SUBMITTING A CLAIM FORM

10. How can I get a payment?

To qualify for a payment, you must submit a Proof of Claim form. A Proof of Claim form is enclosed with this Notice or it may be downloaded at www.regionsfinancialsecuritieslitigation.com. Read the instructions carefully, fill out the Proof of Claim form, include all the documents the form asks for, sign it, and mail or submit it online so that it is **postmarked (if mailed) or received (if filed electronically) no later than September 9, 2015**. The claim form may be submitted online at www.regionsfinancialsecuritieslitigation.com.

11. When would I get my payment?

The Court will hold a Settlement Hearing on **September 9, 2015**, to decide whether to approve the Settlement. If the Court approves the Settlement after that, there might be appeals. It is always uncertain whether these appeals can be resolved, and resolving them can take time, perhaps more than a year. It also takes time for all the Proofs of Claim to be processed. Please be patient.

12. What am I giving up to get a payment or to stay in the Class?

Unless you exclude yourself, you will remain a Class Member, and that means that, if the Settlement is approved, you will give up all "Released Claims" (as defined below), including "Unknown Claims" (as defined below), against the "Released Persons" (as defined below):

- "Released Claims" means any and all claims, demands, rights, causes of action or liabilities of every nature and description whatsoever (including, but not limited to, any claims for damages, interest, attorneys' fees, expert or consulting fees, and any other costs, expenses or liabilities whatsoever), whether based on federal, state, local, foreign, statutory or common law or any other law, rule, ordinance, administrative provision or regulation, including both known claims and unknown claims, whether class or individual in nature, whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, at law or in equity, matured or unmatured, based on, arising from or relating to (i) the purchase or acquisition of the common stock of Regions Financial during the Class Period, and (ii) the transactions, facts, matters, events, disclosures, public filings, acts, occurrences, representations, statements, omissions or failures to act that were or could have been alleged by Lead Plaintiffs in the Action against the Released Persons. Released Claims does not include claims to enforce the Settlement; nor does it include any governmental or regulatory agency's claims in any criminal or civil action against any of the Defendants or any claims in any related ERISA or derivative actions.
- "Released Persons" means each and all of the Defendants and each and all of their Related Persons.

- “Related Persons” means, with respect to the Defendants, each and all of their respective present or former parents, subsidiaries, affiliates, successors and assigns, and each and all of their and Defendants’ respective present or former officers, directors, employees, employers, attorneys, accountants, financial advisors, commercial bank lenders, insurers, reinsurers, investment bankers, underwriters, representatives, general and limited partners and partnerships, heirs, executors, administrators, successors, affiliates, agents, spouses, associates, and assigns of each of them, in their capacity as such, or any trust of which any Defendant is the settlor or which is for the benefit of any Defendant and/or member(s) of his or her family and any entity in which any such Defendant has a controlling interest.
- “Unknown Claims” means any Released Claims which the Lead Plaintiffs or any Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Persons, and any claims that any of the Released Persons does not know or suspect to exist in his, her, or its favor at the time of the release of the Lead Plaintiffs, each and all of the Class Members and Plaintiffs’ Counsel, which, if known by him, her or it, might have affected his, her or its settlement with and release of the Released Persons or Lead Plaintiffs, each and all of the Class Members and Plaintiffs’ Counsel, or might have affected his, her or its decision not to object to this Settlement or seek exclusion. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, Lead Plaintiffs and Defendants shall have, and each of the Class Members and Released Persons shall be deemed to have, and by operation of the Judgment shall have, expressly waived to the fullest extent permitted by law the provisions, rights, and benefits of California Civil Code §1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

Lead Plaintiffs and Defendants shall have, and each of the Class Members and Released Persons shall be deemed to have, and by operation of the Judgment shall have, expressly waived any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable, or equivalent to California Civil Code §1542. Lead Plaintiffs, Class Members, and Released Persons may hereafter discover facts in addition to or different from those which he, she or it now knows or believes to be true with respect to the subject matter of the Released Claims and the claims released by the Released Persons, but Lead Plaintiffs and Defendants shall have, and each Class Member and Released Person, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released any and all Released Claims, or the claims released by the Released Persons, as the case may be, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct that is negligent, intentional, with or without malice, or a breach of any duty, law, or rule, without regard to the subsequent discovery or existence of such different or additional facts, whether or not previously or currently asserted in any action. Lead Plaintiffs and Defendants acknowledge, and the Class Members and Released Persons shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and is an essential term of the Settlement of which this release is a part.

If you remain a member of the Class, all of the Court’s orders will apply to you and legally bind you.

EXCLUDING YOURSELF FROM THE SETTLEMENT

If you do not want a payment from this Settlement, and you want to keep the right to sue the Defendants and the other Released Persons, on your own, about the legal issues in this case, then you must take steps to remove yourself from the Settlement. This is called excluding yourself – or is sometimes referred to as “opting out.”

13. How do I get out of the proposed Settlement?

To exclude yourself from the Class, you must send a letter by First-Class Mail stating that you “request exclusion from the Class in the *Regions Financial Securities Litigation*.” Your letter must include the date(s), price(s), and number(s) of shares of all purchases, acquisitions and sales of Regions Financial common stock during the Class Period. In addition, you must include your name, address, telephone number, and your signature. You must submit your exclusion request so that it is **received no later than August 19, 2015** to:

Regions Financial Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 808012
Petaluma, CA 94975-8012

If you ask to be excluded, you will not get any payment, and you cannot object to the Settlement. You will not be legally bound by anything that happens in this lawsuit, and you may be able to sue the Defendants and the other Released Persons in the future. **IF YOU PREVIOUSLY REQUESTED EXCLUSION FROM THE CLASS, DO NOT SUBMIT ANOTHER REQUEST FOR EXCLUSION.**

14. If I do not exclude myself, can I sue the Defendants and the other Released Persons for the same thing later?

No. Unless you exclude yourself, you give up any rights to sue the Defendants and the other Released Persons for any and all Released Claims. If you have a pending lawsuit against the Released Persons speak to your lawyer in that case immediately. You must exclude yourself from this Action to continue your own lawsuit. Remember, the exclusion deadline is **August 19, 2015**.

15. If I exclude myself, can I get money from the proposed Settlement?

No. If you exclude yourself, you may not send in a Proof of Claim to ask for any money. But, you may sue or be part of a different lawsuit against the Defendants and the other Released Persons.

THE LAWYERS REPRESENTING YOU

16. Do I have a lawyer in this case?

The Court ordered that the law firm of Robbins Geller Rudman & Dowd LLP represent the Class Members, including you. These lawyers are called Lead Counsel. If you want to be represented by your own lawyer, you may hire one at your own expense.

17. How will the lawyers be paid?

Lead Counsel will move the Court for an award of attorneys’ fees in an amount not greater than thirty percent (30%) of the Settlement Fund and for expenses and costs in an amount not to exceed \$1,900,000, plus interest on such fees, costs, and expenses at the same rate earned by the Settlement Fund. In addition, Lead Plaintiffs may each seek up to \$10,000 for their time and expenses incurred in representing the Class. Such sums as may be approved by the Court will be paid from the Settlement Fund.

OBJECTING TO THE SETTLEMENT

18. How do I tell the Court that I object to the proposed Settlement?

If you are a Class Member, you can object to the proposed Settlement, the proposed Plan of Distribution, and/or Lead Counsel’s fee, cost, and expense application. You can write to the Court setting out your objection. The Court will consider your views. To object, you must send a signed letter saying that you object to the proposed Settlement in the *Regions Financial Securities Litigation*. Be sure to include your name, address, telephone number, and your signature, identify the date(s), price(s), and number(s) of shares of Regions Financial common stock you purchased, acquired and sold during the Class Period, and state the reasons why you object to the proposed Settlement. Your objection must be filed with the Court and mailed or delivered to each of the following addresses such that it is **received no later than August 18, 2015**:

COURT

Clerk of the Court
 United States District Court
 Northern District of Alabama
 Southern Division
 Hugo L. Black U.S. Courthouse
 1729 Fifth Avenue North
 Birmingham, AL 35203

LEAD COUNSEL

Andrew J. Brown
 Robbins Geller Rudman &
 Dowd LLP
 655 West Broadway
 Suite 1900
 San Diego, CA 92101

DEFENDANTS' COUNSEL

Maibeth J. Porter
 Maynard, Cooper & Gale, P.C.
 1901 Sixth Avenue, North
 2400 Regions/Harbert Plaza
 Birmingham, AL 35203

 Julian D. Butler
 Sirote & Permutt, P.C.
 305 Church Street, S.W.
 Huntsville, AL 35801

19. What is the difference between objecting and excluding myself?

Objecting is simply telling the Court that you do not like something about the proposed Settlement. You can object only if you stay in the Class. Excluding yourself is telling the Court that you do not want to be part of the Class. If you exclude yourself, you have no basis to object because the case no longer affects you.

THE COURT'S SETTLEMENT HEARING

The Court will hold a hearing to decide whether to approve the proposed Settlement. You may attend and you may ask to speak, but you do not have to.

20. When and where will the Court decide whether to approve the proposed Settlement?

The Court will hold a Settlement Hearing at **10:00 a.m., on September 9, 2015**, at the United States District Court for the Northern District of Alabama, Southern Division, Hugo L. Black U.S. Courthouse, 1729 Fifth Avenue North, Birmingham, AL 35203. At the hearing the Court will consider whether the Settlement is fair, reasonable, and adequate. If there are objections, the Court will consider them. The Court will listen to people who have asked to speak at the hearing. The Court may also decide how much to pay to Lead Counsel and the Lead Plaintiffs. After the Settlement Hearing, the Court will decide whether to approve the Settlement. We do not know how long these decisions will take. You should be aware that the Court may change the date and time of the Settlement Hearing without another notice being sent to Class Members. If you want to attend the hearing, you should check with Lead Counsel beforehand to be sure that the date and/or time has not changed.

21. Do I have to come to the hearing?

No. Lead Counsel will answer questions the Court may have. But, you are welcome to come at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as you mailed your written objection on time, the Court will consider it. You may also pay your own lawyer to attend, but it is not necessary. Class Members do not need to appear at the hearing or take any other action to indicate their approval.

22. May I speak at the hearing?

If you object to the Settlement, you may ask the Court for permission to speak at the Settlement Hearing. To do so, you must include with your objection (see question 18 above) a statement saying that it is your "Notice of Intention to Appear in the *Regions Financial Securities Litigation*." Persons who intend to object to the Settlement, the Plan of Distribution, and/or the application for an award of attorneys' fees, costs, and expenses and desire to present evidence at the Settlement Hearing must include in their written objections the identity of any witnesses they may call to testify and exhibits they intend to introduce into evidence at the Settlement Hearing. You cannot speak at the hearing if you exclude yourself.

IF YOU DO NOTHING**23. What happens if I do nothing at all?**

If you do nothing, you will get no money from this Settlement. But, unless you exclude yourself, you will not be able to start a lawsuit or be part of any other lawsuit against the Released Persons about the legal issues in this case, ever again.

GETTING MORE INFORMATION

24. Are there more details about the proposed Settlement?

This Notice summarizes the proposed Settlement. More details are in a Stipulation and Agreement of Settlement dated May 18, 2015 (the "Settlement Agreement"). You can get a copy of the Settlement Agreement and obtain answers to common questions regarding the proposed Settlement by contacting the Claims Administrator toll-free at 1-877-290-8970. A copy of the Settlement Agreement can be obtained from the website maintained by the Claims Administrator, www.regionsfinancialsecuritieslitigation.com.

25. How do I get more information?

For even more detailed information concerning the matters involved in this Action, reference is made to the pleadings, to the Settlement Agreement, to the Orders entered by the Court and to the other papers filed in the Action, which may be inspected at the Office of the Clerk of the United States District Court for the Northern District of Alabama, Southern Division, Hugo L. Black U.S. Courthouse, 1729 Fifth Avenue North, Birmingham, AL 35203, during regular business hours. For a fee, all papers filed in this Action are available at www.pacer.gov.

PLAN OF DISTRIBUTION OF NET SETTLEMENT FUND AMONG CLASS MEMBERS

The Settlement Amount of \$90 million and any interest earned thereon shall be the "Settlement Fund." The Settlement Fund, less all taxes, approved costs, fees, and expenses (the "Net Settlement Fund") shall be distributed to Class Members who submit timely and valid Proof of Claim forms to the Claims Administrator ("Authorized Claimants").

The Claims Administrator shall determine each Authorized Claimant's *pro rata* share of the Net Settlement Fund based upon each Authorized Claimant's "Recognized Claim." The Recognized Claim formula (below) is not intended to be an estimate of the amount of what a Class Member might have been able to recover after a trial; nor is it an estimate of the amount that will be paid to Authorized Claimants pursuant to the Settlement. The Recognized Claim formula is the basis upon which the Net Settlement Fund will be proportionately allocated to the Authorized Claimants. The Court may approve the Plan of Distribution, or modify it without additional notice to the Class. Any order modifying the Plan of Distribution will be posted to the website for the Settlement, www.regionsfinancialsecuritieslitigation.com.

The following proposed Plan of Distribution reflects the assumption that the prices of Regions Financial common stock were allegedly artificially inflated during the Class Period. The Plan of Distribution was created with the assistance of a consulting damages expert who analyzed the movement of Region Financial's common stock after the alleged disclosures. It takes into account the portion of the stock drops attributable to the alleged fraud.

Accordingly, "Recognized Claims" will be calculated for purposes of the Settlement as follows:

The allocation below is based on the following inflation per share amounts for Class Period common stock purchases, acquisitions and sales as well as the statutory PSLRA 90-day look-back amount of \$3.97. Furthermore, the calculation of claims below is not an estimate of the amount you will receive. It is a formula for allocating the Net Settlement Fund among all Authorized Claimants.

Inflation Period	Inflation per Share
February 27, 2008 – April 14, 2008	\$0.37
April 15, 2008 – October 22, 2008	\$1.40
October 23, 2008 – January 19, 2009	\$0.89

For shares of Regions Financial common stock purchased or acquired, on or between February 27, 2008 through January 19, 2009, the recovery per share shall be as follows:

a) If sold on or between February 27, 2008 through January 19, 2009, the recovery per share shall be the lesser of: (i) the inflation per share at the time of purchase less the inflation per share at the time of sale; and (ii) the difference between the purchase price and the selling price.

b) If retained at the end of January 19, 2009 and sold before April 17, 2009, the recovery per share shall be the lesser of: (i) the inflation per share at the time of purchase; (ii) the difference between the purchase price and the selling price; and (iii) the difference between the purchase price per share and the average closing price per share up to the date of sale as set forth in the table below.

c) If retained on April 17, 2009, or sold thereafter, the recovery per share shall be the lesser of: (i) the inflation per share at the time of purchase; and (ii) the difference between the purchase price per share and \$3.97 per share.

Date	Closing Price	Average Closing Price	Date	Closing Price	Average Closing Price
1/20/2009	\$4.60	\$4.60	3/5/2009	\$3.10	\$3.58
1/21/2009	\$4.95	\$4.78	3/6/2009	\$2.94	\$3.56
1/22/2009	\$4.25	\$4.60	3/9/2009	\$3.27	\$3.55
1/23/2009	\$4.66	\$4.62	3/10/2009	\$3.74	\$3.56
1/26/2009	\$4.10	\$4.51	3/11/2009	\$3.53	\$3.56
1/27/2009	\$4.08	\$4.44	3/12/2009	\$3.76	\$3.56
1/28/2009	\$4.56	\$4.46	3/13/2009	\$3.89	\$3.57
1/29/2009	\$4.14	\$4.42	3/16/2009	\$3.85	\$3.58
1/30/2009	\$3.46	\$4.31	3/17/2009	\$4.09	\$3.59
2/2/2009	\$2.92	\$4.17	3/18/2009	\$4.95	\$3.63
2/3/2009	\$2.61	\$4.03	3/19/2009	\$4.34	\$3.64
2/4/2009	\$2.50	\$3.90	3/20/2009	\$4.02	\$3.65
2/5/2009	\$2.83	\$3.82	3/23/2009	\$4.50	\$3.67
2/6/2009	\$4.20	\$3.85	3/24/2009	\$4.49	\$3.69
2/9/2009	\$4.64	\$3.90	3/25/2009	\$4.69	\$3.71
2/10/2009	\$3.24	\$3.86	3/26/2009	\$4.55	\$3.73
2/11/2009	\$3.68	\$3.85	3/27/2009	\$4.32	\$3.74
2/12/2009	\$3.57	\$3.83	3/30/2009	\$3.90	\$3.74
2/13/2009	\$3.38	\$3.81	3/31/2009	\$4.26	\$3.75
2/17/2009	\$3.09	\$3.77	4/1/2009	\$4.41	\$3.77
2/18/2009	\$2.99	\$3.74	4/2/2009	\$4.45	\$3.78
2/19/2009	\$2.64	\$3.69	4/3/2009	\$4.56	\$3.80
2/20/2009	\$2.84	\$3.65	4/6/2009	\$4.23	\$3.80
2/23/2009	\$2.69	\$3.61	4/7/2009	\$3.99	\$3.81
2/24/2009	\$3.29	\$3.60	4/8/2009	\$3.83	\$3.81
2/25/2009	\$3.76	\$3.60	4/9/2009	\$4.31	\$3.82
2/26/2009	\$3.94	\$3.62	4/13/2009	\$5.03	\$3.84
2/27/2009	\$3.42	\$3.61	4/14/2009	\$4.73	\$3.85
3/2/2009	\$3.57	\$3.61	4/15/2009	\$5.00	\$3.87
3/3/2009	\$3.43	\$3.60	4/16/2009	\$6.70	\$3.92
3/4/2009	\$3.52	\$3.60	4/17/2009	\$7.23	\$3.97

For Class Members who held Regions Financial common stock at the beginning of the Class Period or made more than one purchase, acquisition or sale of Regions Financial common stock during the Class Period, all purchases, acquisitions and sales within the Class Period shall be matched on a First-In, First-Out (“FIFO”) basis. Under the FIFO method, Class Period sales will be matched first against any holdings at the beginning of the Class Period, and then against purchases or acquisitions in chronological order, beginning with the earliest purchase or acquisition made during the Class Period.

A purchase, acquisition or sale of Regions Financial common stock shall be deemed to have occurred on the “contract” or “trade” date as opposed to the “settlement” or “payment” date. The receipt or grant by gift, devise or operation of law of Regions Financial common stock during the Class Period shall not be deemed a purchase, acquisition or sale of Regions Financial common stock for the calculation of an Authorized Claimant’s Recognized Claim nor shall it be deemed an assignment of any claim relating to the purchase or acquisition of such shares unless specifically provided in the instrument of gift or assignment. The receipt of Regions

Financial common stock during the Class Period in exchange for securities of any other corporation or entity shall not be deemed a purchase, acquisition or sale of Regions Financial common stock.

To the extent a claimant had a gain from his, her, or its overall transactions in Regions Financial common stock during the Class Period, the value of the Recognized Claim will be zero. However, the proceeds from sales of common stock that have been matched against the common stock held at the beginning of the Class Period will not be used in the calculation of such net loss. In addition, shares of Regions Financial common stock held at the end of trading on April 17, 2009 shall be assigned a holding value of \$3.97 for purposes of calculating an overall gain or loss. The date of covering a "short sale" is deemed to be the date of purchase of shares. The date of a "short sale" is deemed to be the date of sale of shares. In accordance with the Plan of Distribution, however, the Recognized Claim on "short sales" is zero. In the event that a claimant has an opening short position in Regions Financial common stock, the earliest Class Period purchases will be matched against such opening short position and not entitled to a recovery until that short position is fully covered.

Payments according to the Plan of Distribution will be deemed conclusive against all Authorized Claimants. A Recognized Claim will be calculated as defined herein and cannot be less than zero. Each Authorized Claimant shall be allocated a *pro rata* share of the Net Settlement Fund based on his, her, or its Recognized Claim as compared to the total Recognized Claims of all Authorized Claimants. No distribution will be made to Class Members who would otherwise receive a distribution of less than \$10.00.

Class Members who do not submit acceptable Proofs of Claim will not share in the Settlement proceeds. The Settlement and the Final Judgment and Order of Dismissal with Prejudice dismissing this Action will nevertheless bind Class Members who do not either submit a request for exclusion or submit an acceptable Proof of Claim.

Please contact the Claims Administrator or Lead Counsel if you disagree with any determinations made by the Claims Administrator regarding your Proof of Claim. If you are unsatisfied with the result, you may ask the Court, which retains jurisdiction over the claims administration process, to decide the issue by submitting a written request.

Defendants, their respective counsel, and all other Released Persons will have no responsibility or liability whatsoever for the investment of the Settlement Fund, the distribution of the Net Settlement Fund, the Plan of Distribution or the payment of any claim. Lead Plaintiffs and Plaintiffs' Counsel, likewise, will have no liability for their reasonable efforts to execute, administer, and distribute the Settlement Fund.

Distributions will be made to Authorized Claimants after all claims have been processed and after the Court has finally approved the Settlement. If any funds remain in the Net Settlement Fund by reason of uncashed distribution checks or otherwise, then, after the Claims Administrator has made reasonable and diligent efforts to have Class Members who are entitled to participate in the distribution of the Net Settlement Fund cash their distributions, any balance remaining in the Net Settlement Fund after at least six (6) months after the initial distribution of such funds shall be used: (a) first, to pay any amounts omitted from the initial disbursement, including claims submitted after the initial distribution or previously defective claims cured after the date of the initial distribution; (b) second, to pay any additional settlement administration fees, costs, and expenses, including those of Lead Counsel as may be approved by the Court; and (c) finally, to make a second distribution to claimants who cashed their checks from the initial distribution and who would receive at least \$10.00, after payment of the estimated costs, expenses, or fees to be incurred in administering the Net Settlement Fund and in making this second distribution, if such second distribution is economically feasible. These redistributions shall be repeated until the balance remaining in the Net Settlement Fund is *de minimis* and such remaining balance shall then be distributed to a non-sectarian, not-for-profit organization identified by Lead Counsel.

DATED: May 27, 2015

BY ORDER OF THE COURT
UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION

EXHIBIT A

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION

LOCAL 703, I.B. OF T. GROCERY AND FOOD) Civil Action No. 2:10-cv-02847-IPJ
EMPLOYEES WELFARE FUND, et al.,)
Individually and on Behalf of All Others Similarly)
Situated,)
)
Plaintiffs,) CLASS ACTION
)
vs.)
)
REGIONS FINANCIAL CORPORATION, et al.,)
)
Defendants.)
)

SPECIAL NOTICE TO SECURITIES BROKERS AND OTHER NOMINEES OF PROPOSED SETTLEMENT, MOTION FOR ATTORNEYS' FEES AND SETTLEMENT FAIRNESS HEARING

If you purchased or acquired Regions Financial Corporation common stock (CUSIP Number 7591EP100) during the Class Period for the beneficial interest of an individual or organization other than yourself, the Court has directed that, **WITHIN TEN (10) DAYS OF YOUR RECEIPT OF THIS NOTICE**, you either (a) provide to the Claims Administrator the name and last known address of each person or organization for whom or which you purchased such securities during such time period or (b) request additional copies of the Notice of Proposed Settlement, Motion for Attorneys' Fees and Settlement Fairness Hearing ("Notice") and the Proof of Claim and Release ("Proof of Claim") form, which will be provided to you free of charge, and within ten (10) days mail the Notice and Proof of Claim form directly to the beneficial owners of the securities referred to herein. If you choose to follow alternative procedure (b), the Court has ordered that, upon such mailing, you send a statement to the Claims Administrator confirming that the mailing was made as directed. You are entitled to reimbursement from the Settlement Fund of your reasonable expenses actually incurred in connection with the foregoing, including reimbursement of postage expense and the cost of ascertaining the names and addresses of beneficial owners. Those expenses will be paid upon request and submission of appropriate supporting documentation. All communications concerning the foregoing should be addressed to the Claims Administrator:

Regions Financial Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 808012
Petaluma, CA 94975-8012
(1-877-290-8970)
www.regionsfinancialsecuritieslitigation.com

DATED: May 27, 2015

BY ORDER OF THE COURT
UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION