REGIONS FINANCIAL CORP
Form 10-Q
August 05, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

ý Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended June 30, 2015
or
¨ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from to
Commission File Number: 001-34034

Regions Financial Corporation
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	63-0589368 (I.R.S. Employer Identification No.)
1900 Fifth Avenue North Birmingham, Alabama (Address of principal executive offices)	35203 (Zip Code)

(800) 734-4667
(Registrant's telephone number, including area code)
NOT APPLICABLE
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ý Yes ¨ No
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ý Yes ¨ No
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one): Large accelerated filer ý Accelerated filer ¨ Non-accelerated filer ¨ (Do not check if a smaller reporting company) Smaller reporting company ¨
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ¨ Yes ý No

The number of shares outstanding of each of the issuer’s classes of common stock was 1,324,907,149 shares of common stock, par value $.01, outstanding as of August 3, 2015.

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Forward-Looking Statements

This Quarterly Report on Form 10-Q, other periodic reports filed by Regions Financial Corporation under the Securities Exchange Act of 1934, as amended, and any other written or oral statements made by us or on our behalf to analysts, investors, the media and others, may include forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. The terms "Regions," the "Company," "we," "us" and "our" mean Regions Financial Corporation, a Delaware corporation, and its subsidiaries when or where appropriate. The words "anticipates," "intends," "plans," "seeks," "believes," "estimates," "expects," "targets," "projects," "outlook," "forecast," "will," "may," "could," "shou expressions often signify forward-looking statements. Forward-looking statements are not based on historical information, but rather are related to future operations, strategies, financial results or other developments.

Forward-looking statements are based on management's current expectations as well as certain assumptions and estimates made by, and information available to, management at the time the statements are made. Those statements are based on general assumptions and are subject to various risks, and because they also relate to the future they are likewise subject to inherent uncertainties and other factors that may cause actual results to differ materially from the views, beliefs and projections expressed in such statements. Therefore, we caution you against relying on any of these forward-looking statements. These risks, uncertainties and other factors include, but are not limited to, those described below:

- Current and future economic and market conditions in the United States generally or in the communities we serve, including the effects of declines in property values, unemployment rates and potential reductions of economic growth, which may adversely affect our lending and other businesses and our financial results and conditions.
- Possible changes in trade, monetary and fiscal policies of, and other activities undertaken by, governments, agencies, central banks and similar organizations, which could have a material adverse effect on our earnings.
- The effects of a possible downgrade in the U.S. government's sovereign credit rating or outlook, which could result in risks to us and general economic conditions that we are not able to predict.
- Possible changes in market interest rates or capital markets could adversely affect our revenue and expense, the value of assets and obligations, and the availability and cost of capital and liquidity.
- Any impairment of our goodwill or other intangibles, or any adjustment of valuation allowances on our deferred tax assets due to adverse changes in the economic environment, declining operations of the reporting unit, or other factors.
- Possible changes in the creditworthiness of customers and the possible impairment of the collectability of loans.
- Changes in the speed of loan prepayments, loan origination and sale volumes, charge-offs, loan loss provisions or actual loan losses where our allowance for loan losses may not be adequate to cover our eventual losses.
- Possible acceleration of prepayments on mortgage-backed securities due to low interest rates, and the related acceleration of premium amortization on those securities.
- Our ability to effectively compete with other financial services companies, some of whom possess greater financial resources than we do and are subject to different regulatory standards than we are.
- Loss of customer checking and savings account deposits as customers pursue other, higher-yield investments, which could increase our funding costs.
- Our inability to develop and gain acceptance from current and prospective customers for new products and services in a timely manner could have a negative impact on our revenue.
- Changes in laws and regulations affecting our businesses, such as the Dodd-Frank Act and other legislation and regulations relating to bank products and services, as well as changes in the enforcement and interpretation of such laws and regulations by applicable governmental and self-regulatory agencies, which could require us to change certain business practices, increase compliance risk, reduce our revenue, impose additional costs on us, or otherwise negatively affect our businesses.
- Our ability to obtain no regulatory objection (as part of the comprehensive capital analysis and review ("CCAR") process or otherwise) to take certain capital actions, including paying dividends and any plans to increase common stock dividends, repurchase common stock under current or future programs, or redeem preferred stock or other regulatory capital instruments, may impact our ability to return capital to stockholders and market perceptions of us.

- Our ability to comply with applicable capital and liquidity requirements (including the Basel III capital standards), including our ability to generate capital internally or raise capital on favorable terms, and if we fail to meet requirements, our financial condition could be negatively impacted.
- The costs, including possibly incurring fines, penalties, or other negative effects (including reputational harm) of any adverse judicial, administrative, or arbitral rulings or proceedings, regulatory enforcement actions, or other legal actions to which we or any of our subsidiaries are a party, and which may adversely affect our results.
- Our ability to manage fluctuations in the value of assets and liabilities and off-balance sheet exposure so as to maintain sufficient capital and liquidity to support our business.
- Possible changes in consumer and business spending and saving habits and the related effect on our ability to increase assets and to attract deposits, which could adversely affect our net income.
- Any inaccurate or incomplete information provided to us by our customers or counterparties.
- Inability of our framework to manage risks associated with our business such as credit risk and operational risk, including third-party vendors and other service providers, which could, among other things, result in a breach of operating or security systems as a result of a cyber attack or similar act.

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- The inability of our internal disclosure controls and procedures to prevent, detect or mitigate any material errors or fraudulent acts.
- The effects of geopolitical instability, including wars, conflicts and terrorist attacks and the potential impact, directly or indirectly on our businesses.
- The effects of man-made and natural disasters, including fires, floods, droughts, tornadoes, hurricanes, and environmental damage, which may negatively affect our operations and/or our loan portfolios and increase our cost of conducting business.
- Our inability to keep pace with technological changes could result in losing business to competitors.
- Our ability to identify and address cyber-security risks such as data security breaches, "denial of service" attacks, "hacking" and identity theft, a failure of which could disrupt our business and result in the disclosure of and/or misuse or misappropriation of confidential or proprietary information; increased costs; losses; or adverse effects to our reputation.
- Possible downgrades in our credit ratings or outlook could increase the costs of funding from capital markets.
- The effects of problems encountered by other financial institutions that adversely affect us or the banking industry generally could require us to change certain business practices, reduce our revenue, impose additional costs on us, or otherwise negatively affect our businesses.
- The effects of the failure of any component of our business infrastructure provided by a third party could disrupt our businesses; result in the disclosure of and/or misuse of confidential information or proprietary information; increase our costs; negatively affect our reputation; and cause losses.
- Our ability to receive dividends from our subsidiaries could affect our liquidity and ability to pay dividends to stockholders.
- Changes in accounting policies or procedures as may be required by the Financial Accounting Standards Board or other regulatory agencies could materially affect how we report our financial results.
- The effects of any damage to our reputation resulting from developments related to any of the items identified above.

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

See also the reports filed with the Securities and Exchange Commission, including the discussion under the “Risk Factors” section of Regions’ Annual Report on Form 10-K for the year ended December 31, 2014 as filed with the Securities and Exchange Commission and available on its website at www.sec.gov.

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PART I
FINANCIAL INFORMATION
Item 1. Financial Statements (Unaudited)
REGIONS FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	June 30, 2015	December 31, 2014
	(In millions, except share data)	
Assets		
Cash and due from banks	$1,661	$1,601
Interest-bearing deposits in other banks	2,094	2,303
Federal funds sold and securities purchased under agreements to resell	—	100
Trading account securities	110	106
Securities held to maturity (estimated fair value of $2,093 and $2,209, respectively)	2,067	2,175
Securities available for sale	22,672	22,580
Loans held for sale (includes $466 and $440 measured at fair value, respectively)	511	541
Loans, net of unearned income	80,149	77,307
Allowance for loan losses	(1,115)	(1,103)
Net loans	79,034	76,204
Other interest-earning assets	70	89
Premises and equipment, net	2,147	2,193
Interest receivable	305	310
Goodwill	4,816	4,816
Residential mortgage servicing rights at fair value	268	257
Other identifiable intangible assets	268	275
Other assets	5,832	6,013
Total assets	$121,855	$119,563
Liabilities and Stockholders' Equity		
Deposits:		
Non-interest-bearing	$33,810	$31,747
Interest-bearing	63,265	62,453
Total deposits	97,075	94,200
Borrowed funds:		
Short-term borrowings:		
Federal funds purchased and securities sold under agreements to repurchase	96	1,753
Other short-term borrowings	1,750	500
Total short-term borrowings	1,846	2,253
Long-term borrowings	3,602	3,462
Total borrowed funds	5,448	5,715
Other liabilities	2,433	2,775
Total liabilities	104,956	102,690
Stockholders' equity:		
Preferred stock, authorized 10 million shares, par value $1.00 per share		
Non-cumulative perpetual, liquidation preference $1,000.00 per share, including related surplus, net of issuance costs; issued—1,000,000 shares	852	884
Common stock, authorized 3 billion shares, par value $.01 per share:		
	14	14

Issued including treasury stock—1,371,885,146 and 1,395,204,638 shares, respectively		
Additional paid-in capital	18,355	18,767
Retained earnings (deficit)	(658)	(1,177)
Treasury stock, at cost—41,262,678 and 41,262,645 shares, respectively	(1,377)	(1,377)
Accumulated other comprehensive income (loss), net	(287)	(238)
Total stockholders' equity	16,899	16,873
Total liabilities and stockholders' equity	$121,855	$119,563

See notes to consolidated financial statements.

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REGIONS FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME

	Three Months Ended June 30		Six Months Ended June 30	
	2015	2014	2015	2014
	(In millions, except per share data)			
Interest income on:				
Loans, including fees	$728	$737	$1,453	$1,469
Securities - taxable	149	156	302	310
Loans held for sale	4	4	7	12
Trading account securities	1	—	4	2
Other interest-earning assets	1	3	3	5
Total interest income	883	900	1,769	1,798
Interest expense on:				
Deposits	27	25	55	52
Short-term borrowings	1	1	1	1
Long-term borrowings	35	51	78	106
Total interest expense	63	77	134	159
Net interest income	820	823	1,635	1,639
Provision for loan losses	63	35	112	37
Net interest income after provision for loan losses	757	788	1,523	1,602
Non-interest income:				
Service charges on deposit accounts	168	174	329	347
Card and ATM fees	90	84	175	163
Mortgage income	46	43	86	83
Securities gains (losses), net	6	6	11	8
Other	280	168	459	331
Total non-interest income	590	475	1,060	932
Non-interest expense:				
Salaries and employee benefits	477	443	935	898
Net occupancy expense	89	90	180	183
Furniture and equipment expense	76	70	147	140
Other	292	217	577	416
Total non-interest expense	934	820	1,839	1,637
Income from continuing operations before income taxes	413	443	744	897
Income tax expense	124	148	219	299
Income from continuing operations	289	295	525	598
Discontinued operations:				
Income (loss) from discontinued operations before income taxes	(6)	2	(10)	21
Income tax expense (benefit)	(2)	1	(4)	8
Income (loss) from discontinued operations, net of tax	(4)	1	(6)	13
Net income	$285	$296	$519	$611
Net income from continuing operations available to common shareholders	$273	$287	$493	$582
Net income available to common shareholders	$269	$288	$487	$595
Weighted-average number of shares outstanding:				
Basic	1,335	1,378	1,340	1,378
Diluted	1,346	1,390	1,352	1,390

Earnings per common share from continuing operations:				
Basic	$0.20	$0.21	$0.37	$0.42
Diluted	0.20	0.21	0.36	0.42
Earnings per common share:				
Basic	$0.20	$0.21	$0.36	$0.43
Diluted	0.20	0.21	0.36	0.43
Cash dividends declared per common share	0.06	0.05	0.11	0.08

See notes to consolidated financial statements.

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REGIONS FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three Months Ended June 30	
	2015	2014
	(In millions)	
Net income	$285	$296
Other comprehensive income (loss), net of tax:		
Unrealized losses on securities transferred to held to maturity:		
Unrealized losses on securities transferred to held to maturity during the period (net of zero and zero tax effect, respectively)	—	—
Less: reclassification adjustments for amortization of unrealized losses on securities transferred to held to maturity (net of ($2) and ($2) tax effect, respectively)	(2)	(2)
Net change in unrealized losses on securities transferred to held to maturity, net of tax	2	2
Unrealized gains (losses) on securities available for sale:		
Unrealized holding gains (losses) arising during the period (net of ($94) and $91 tax effect, respectively)	(152)	151
Less: reclassification adjustments for securities gains (losses) realized in net income (net of $2 and $2 tax effect, respectively)	4	4
Net change in unrealized gains (losses) on securities available for sale, net of tax	(156)	147
Unrealized gains (losses) on derivative instruments designated as cash flow hedges:		
Unrealized holding gains (losses) on derivatives arising during the period (net of ($3) and $26 tax effect, respectively)	(4)	41
Less: reclassification adjustments for gains (losses) realized in net income (net of $13 and $11 tax effect, respectively)	21	18
Net change in unrealized gains (losses) on derivative instruments, net of tax	(25)	23
Defined benefit pension plans and other post employment benefits:		
Net actuarial gains (losses) arising during the period (net of zero and $2 tax effect, respectively)	—	1
Less: reclassification adjustments for amortization of actuarial loss and prior service cost realized in net income, (net of ($5) and ($2) tax effect, respectively)	(7)	(4)
Net change from defined benefit pension plans and other post employment benefits, net of tax	7	5
Other comprehensive income (loss), net of tax	(172)	177
Comprehensive income	$113	$473

	Six Months Ended June 30	
	2015	2014
	(In millions)	
Net income	$519	$611
Other comprehensive income (loss), net of tax:		
Unrealized losses on securities transferred to held to maturity:		
Unrealized losses on securities transferred to held to maturity during the period (net of zero and zero tax effect, respectively)	—	—
Less: reclassification adjustments for amortization of unrealized losses on securities transferred to held to maturity (net of ($3) and ($3) tax effect, respectively)	(4)	(4)
Net change in unrealized losses on securities transferred to held to maturity, net of tax	4	4
Unrealized gains (losses) on securities available for sale:		
	(72)	230

Unrealized holding gains (losses) arising during the period (net of ($45) and $140 tax effect, respectively)		
Less: reclassification adjustments for securities gains (losses) realized in net income (net of $4 and $3 tax effect, respectively)	7	5
Net change in unrealized gains (losses) on securities available for sale, net of tax	(79)	225
Unrealized gains (losses) on derivative instruments designated as cash flow hedges:		
Unrealized holding gains (losses) on derivatives arising during the period (net of $32 and $40 tax effect, respectively)	54	64
Less: reclassification adjustments for gains (losses) realized in net income (net of $25 and $22 tax effect, respectively)	42	35
Net change in unrealized gains (losses) on derivative instruments, net of tax	12	29
Defined benefit pension plans and other post employment benefits:		
Net actuarial gains (losses) arising during the period (net of zero and $2 tax effect, respectively)	(1)	1
Less: reclassification adjustments for amortization of actuarial loss and prior service cost realized in net income (net of($9) and $(4) tax effect, respectively)	(15)	(8)
Net change from defined benefit pension plans and other post employment benefits, net of tax	14	9
Other comprehensive income (loss), net of tax	(49)	267
Comprehensive income	$470	$878

See notes to consolidated financial statements.

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

	Preferred Stock Shares	Preferred Stock Amount	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Retained Earnings (Deficit)	Treasury Stock, At Cost	Accumulated Other Comprehensive Income (Loss), Net	Total
	(In millions, except per share data)								
BALANCE AT JANUARY 1, 2014	1	$ 450	1,378	$ 14	$ 19,216	$(2,324)	$(1,377)	$ (319)	$ 15,660
Net income	—	—	—	—	—	611	—	—	611
Amortization of unrealized losses on securities transferred to held to maturity, net of tax	—	—	—	—	—	—	—	4	4
Net change in unrealized gains and losses on securities available for sale, net of tax and reclassification adjustment	—	—	—	—	—	—	—	225	225
Net change in unrealized gains and losses on derivative instruments, net of tax and reclassification adjustment	—	—	—	—	—	—	—	29	29
Net change from employee benefit plans, net of tax	—	—	—	—	—	—	—	9	9
Cash dividends declared—$0.08 per share	—	—	—	—	(111)	—	—	—	(111)
Preferred stock dividends	—	(16)	—	—	—	—	—	—	(16)
Preferred stock transactions:									
Net proceeds from issuance of 500 thousand shares of Series B, fixed to floating rate, non-cumulative perpetual preferred stock, including related surplus	—	486	—	—	—	—	—	—	486
Common stock transactions:									
Impact of share repurchase	—	—	(1)	—	(8)	—	—	—	(8)
Impact of stock transactions under compensation plans, net	—	—	1	—	24	—	—	—	24
BALANCE AT JUNE 30, 2014	1	$ 920	1,378	$ 14	$ 19,121	$(1,713)	$(1,377)	$ (52)	$ 16,913
BALANCE AT JANUARY 1, 2015	1	$ 884	1,354	$ 14	$ 18,767	$(1,177)	$(1,377)	$ (238)	$ 16,873
Net income	—	—	—	—	—	519	—	—	519
Amortization of unrealized losses on securities transferred to held to maturity, net of tax	—	—	—	—	—	—	—	4	4

Net change in unrealized gains and losses on securities available for sale, net of tax and reclassification adjustment	—	—	—	—	—	—	—	(79)	(79)
Net change in unrealized gains and losses on derivative instruments, net of tax and reclassification adjustment	—	—	—	—	—	—	—	12	12
Net change from employee benefit plans, net of tax	—	—	—	—	—	—	—	14	14
Cash dividends declared—$0.11 per share	—	—	—	—	(147)	—	—	—	(147)
Preferred stock dividends	—	(32)	—	—	—	—	—	—	(32)
Common stock transactions:									
Impact of share repurchase	—	—	(28)	—	(274)	—	—	—	(274)
Impact of stock transactions under compensation plans, net	—	—	5	—	9	—	—	—	9
BALANCE AT JUNE 30, 2015	1	$ 852	1,331	$ 14	$ 18,355	$(658)	$(1,377)	$ (287)	$16,899

See notes to consolidated financial statements.

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REGIONS FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six Months Ended June 30	
	2015	2014
	(In millions)	
Operating activities:		
Net income	$519	$611
Adjustments to reconcile net income to net cash from operating activities:		
Provision for loan losses	112	37
Depreciation, amortization and accretion, net	252	248
Securities (gains) losses, net	(11)	(8)
Deferred income tax expense	40	167
Originations and purchases of loans held for sale	(1,224)	(1,204)
Proceeds from sales of loans held for sale	1,295	1,201
Gain on TDRs held for sale, net	—	(35)
(Gain) loss on sale of loans, net	(48)	(20)
(Gain) loss on early extinguishment of debt	43	—
Net change in operating assets and liabilities:		
Trading account securities	(4)	11
Other interest-earning assets	19	21
Interest receivable and other assets	91	(351)
Other liabilities	(347)	60
Other	30	5
Net cash from operating activities	767	743
Investing activities:		
Proceeds from maturities of securities held to maturity	109	79
Proceeds from sales of securities available for sale	828	1,004
Proceeds from maturities of securities available for sale	1,911	1,481
Purchases of securities available for sale	(2,860)	(2,452)
Proceeds from sales of loans	49	635
Purchases of loans	(547)	(518)
Net change in loans	(2,565)	(1,686)
Net purchases of premises and equipment and other assets	(74)	(95)
Net cash from investing activities	(3,149)	(1,552)
Financing activities:		
Net change in deposits	2,875	1,369
Net change in short-term borrowings	(407)	(364)
Proceeds from long-term borrowings	1,248	—
Payments on long-term borrowings	(1,142)	(1,004)
Cash dividends on common stock	(147)	(111)
Cash dividends on preferred stock	(32)	(16)
Repurchase of common stock	(274)	(8)
Net proceeds from issuance of preferred stock	—	486
Other	12	3
Net cash from financing activities	2,133	355
Net change in cash and cash equivalents	(249)	(454)
Cash and cash equivalents at beginning of year	4,004	5,273

Cash and cash equivalents at end of period	$3,755	$4,819

See notes to consolidated financial statements.

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REGIONS FINANCIAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
Three and Six Months Ended June 30, 2015 and 2014

NOTE 1. BASIS OF PRESENTATION

Regions Financial Corporation ("Regions" or the "Company") provides a full range of banking and bank-related services to individual and corporate customers through its subsidiaries and branch offices located primarily in Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Iowa, Kentucky, Louisiana, Mississippi, Missouri, North Carolina, South Carolina, Tennessee, Texas and Virginia. The Company is subject to competition from other financial institutions, is subject to the regulations of certain government agencies and undergoes periodic examinations by certain of those regulatory authorities.

The accounting and reporting policies of Regions and the methods of applying those policies that materially affect the consolidated financial statements conform with accounting principles generally accepted in the United States ("GAAP") and with general financial services industry practices. The accompanying interim financial statements have been prepared in accordance with the instructions for Form 10-Q and, therefore, do not include all information and notes to the consolidated financial statements necessary for a complete presentation of financial position, results of operations, comprehensive income and cash flows in conformity with GAAP. In the opinion of management, all adjustments, consisting of normal and recurring items, necessary for the fair presentation of the consolidated financial statements have been included. These interim financial statements should be read in conjunction with the consolidated financial statements and notes thereto in Regions' Form 10-K for the year ended December 31, 2014. Regions has evaluated all subsequent events for potential recognition and disclosure through the filing date of this Form 10-Q.

On January 11, 2012, Regions entered into an agreement to sell Morgan Keegan & Company, Inc. ("Morgan Keegan") and related affiliates. The transaction closed on April 2, 2012. See Note 2 and Note 15 for further details. Results of operations for the entities sold are presented separately as discontinued operations for all periods presented on the consolidated statements of income. This presentation is consistent with the consolidated financial statements included in the Annual Report on Form 10-K for the year ended December 31, 2014.

Effective January 1, 2015, the Company adopted new guidance related to the accounting for investments in qualified affordable housing projects. For investments that met the criteria specified in the guidance, Regions elected to use the proportional amortization method. Under this method, the initial investment was amortized in proportion to the actual tax credits and other tax benefits to be received in the current period as compared to the total tax credits and other tax benefits expected to be received over the life of the investment. The amortization and tax benefits were included as a component of income tax expense. The guidance required retrospective application. All prior period amounts impacted by this guidance were revised. The cumulative effect of the retrospective application was a $116 million decrease to retained earnings (deficit), a $22 million increase to other interest-earning assets and a $138 million decrease to other assets. The Company's total investments in qualified affordable housing projects were $897 million and $818 million at June 30, 2015 and December 31, 2014, respectively. These investments are reflected in other assets on Regions' consolidated balance sheets. The Company recognized $51 million and $45 million of amortization expense and $58 million and $50 million of tax credits related to these investments during the six months ended June 30, 2015 and 2014, respectively. The Company also recognized $11 million of other tax benefits related to these investments for both six months ended June 30, 2015 and 2014.

Certain other prior period amounts have been reclassified to conform to the current period presentation. These reclassifications are immaterial and have no effect on net income, comprehensive income, total assets or total stockholders' equity as previously reported.

NOTE 2. DISCONTINUED OPERATIONS

On January 11, 2012, Regions entered into a stock purchase agreement to sell Morgan Keegan and related affiliates to Raymond James Financial, Inc. ("Raymond James"). The transaction closed on April 2, 2012. Regions Investment Management, Inc. (formerly known as Morgan Asset Management, Inc.) and Regions Trust were not included in the sale. In connection with the closing of the sale, Regions agreed to indemnify Raymond James for all litigation matters related to pre-closing activities. See Note 15 for related disclosure.

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

	Three Months Ended June 30		Six Months Ended June 30	
	2015	2014	2015	2014
	(In millions, except per share data)			
Non-interest expense:				
Professional and legal expenses	$5	$(3)	$9	$(22)
Other	1	1	1	1
Total non-interest expense	6	(2)	10	(21)
Income (loss) from discontinued operations before income taxes	(6)	2	(10)	21
Income tax expense (benefit)	(2)	1	(4)	8
Income (loss) from discontinued operations, net of tax	$(4)	$1	$(6)	$13
Earnings (loss) per common share from discontinued operations:				
Basic	$(0.00)	$0.00	$(0.00)	$0.01
Diluted	$(0.00)	$0.00	$(0.00)	$0.01

NOTE 3. SECURITIES

The amortized cost, gross unrealized gains and losses, and estimated fair value of securities held to maturity and securities available for sale are as follows:

	June 30, 2015						
		Recognized in OCI [1]			Not recognized in OCI		
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Carrying Value	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(In millions)						
Securities held to maturity:							
U.S. Treasury securities	$1	$—	$—	$1	$—	$—	$1
Federal agency securities	350	—	(11)	339	8	—	347
Mortgage-backed securities:							
Residential agency	1,597	—	(67)	1,530	22	(2)	1,550
Commercial agency	202	—	(5)	197	—	(2)	195
	$2,150	$—	$(83)	$2,067	$30	$(4)	$2,093
Securities available for sale:							
U.S. Treasury securities	$180	$1	$—	$181			$181
Federal agency securities	225	3	—	228			228
Obligations of states and political subdivisions	2	—	—	2			2
Mortgage-backed securities:							
Residential agency	15,793	225	(76)	15,942			15,942
Residential non-agency	6	—	—	6			6
Commercial agency	2,167	17	(8)	2,176			2,176
Commercial non-agency	1,479	11	(9)	1,481			1,481
Corporate and other debt securities	1,823	20	(39)	1,804			1,804
Equity securities	841	11	—	852			852
	$22,516	$288	$(132)	$22,672			$22,672

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	December 31, 2014						
		Recognized in OCI [1]			Not recognized in OCI		
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Carrying Value	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(In millions)						
Securities held to maturity:							
U.S. Treasury securities	$1	$—	$—	$1	$—	$—	$1
Federal agency securities	350	—	(12)	338	6	—	344
Mortgage-backed securities:							
Residential agency	1,698	—	(71)	1,627	35	(1)	1,661
Commercial agency	216	—	(7)	209	—	(6)	203
	$2,265	$—	$(90)	$2,175	$41	$(7)	$2,209
Securities available for sale:							
U.S. Treasury securities	$176	$—	$—	$176			$176
Federal agency securities	233	2	—	235			235
Obligations of states and political subdivisions	2	—	—	2			2
Mortgage-backed securities:							
Residential agency	15,788	283	(33)	16,038			16,038
Residential non-agency	7	1	—	8			8
Commercial agency	1,959	14	(9)	1,964			1,964
Commercial non-agency	1,489	14	(9)	1,494			1,494
Corporate and other debt securities	1,980	36	(26)	1,990			1,990
Equity securities	662	12	(1)	673			673
	$22,296	$362	$(78)	$22,580			$22,580

(1) The gross unrealized losses recognized in other comprehensive income (OCI) on held to maturity securities resulted from a transfer of available for sale securities to held to maturity in the second quarter of 2013.

Equity securities in the tables above included the following amortized cost related to Federal Reserve Bank stock and Federal Home Loan Bank ("FHLB") stock. Shares in the Federal Reserve Bank and FHLB are accounted for at amortized cost, which approximates fair value.

	June 30, 2015	December 31, 2014
	(In millions)	
Federal Reserve Bank	$484	$488
Federal Home Loan Bank	144	39

Securities with carrying values of $12.7 billion and $12.1 billion at June 30, 2015 and December 31, 2014, respectively, were pledged to secure public funds, trust deposits and certain borrowing arrangements. Of the $12.7 billion and the $12.1 billion securities pledged, approximately $12 million and zero represents encumbered U.S. Treasury securities at June 30, 2015 and December 31, 2014, respectively.

The amortized cost and estimated fair value of securities available for sale and securities held to maturity at June 30, 2015, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

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	Amortized Cost	Estimated Fair Value
	(In millions)	
Securities held to maturity:		
Due in one year or less	$—	$—
Due after one year through five years	351	348
Due after five years through ten years	—	—
Mortgage-backed securities:		
Residential agency	1,597	1,550
Commercial agency	202	195
	$2,150	$2,093
Securities available for sale:		
Due in one year or less	$101	$102
Due after one year through five years	830	839
Due after five years through ten years	1,007	992
Due after ten years	292	282
Mortgage-backed securities:		
Residential agency	15,793	15,942
Residential non-agency	6	6
Commercial agency	2,167	2,176
Commercial non-agency	1,479	1,481
Equity securities	841	852
	$22,516	$22,672

The following tables present gross unrealized losses and the related estimated fair value of securities available for sale and held to maturity at June 30, 2015 and December 31, 2014. For securities transferred to held to maturity from available for sale, the analysis in the tables below is comparing the securities' original amortized cost to its current estimated fair value. These securities are segregated between investments that have been in a continuous unrealized loss position for less than twelve months and for twelve months or more.

	June 30, 2015					
	Less Than Twelve Months		Twelve Months or More		Total	
	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses
	(In millions)					
Securities held to maturity:						
Federal agency securities	$149	$(1)	$198	$(2)	$347	$(3)
Mortgage-backed securities:						
Residential agency	346	(8)	1,203	(39)	1,549	(47)
Commercial agency	—	—	195	(7)	195	(7)
	$495	$(9)	$1,596	$(48)	$2,091	$(57)
Securities available for sale:						
U.S. Treasury securities	$7	$—	$8	$—	$15	$—
Federal agency securities	—	—	4	—	4	—
Mortgage-backed securities:						
Residential agency	4,955	(57)	940	(19)	5,895	(76)
Commercial agency	528	(6)	228	(2)	756	(8)

Commercial non-agency	562	(6)	237	(3)	799	(9)
All other securities	743	(21)	273	(18)	1,016	(39)
	$6,795	$(90)	$1,690	$(42)	$8,485	$(132)

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	December 31, 2014					
	Less Than Twelve Months		Twelve Months or More		Total	
	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses
	(In millions)					
Securities held to maturity:						
Federal agency securities	$—	$—	$344	$(6)	$344	$(6)
Mortgage-backed securities:						
Residential agency	—	—	1,659	(37)	1,659	(37)
Commercial agency	—	—	203	(13)	203	(13)
	$—	$—	$2,206	$(56)	$2,206	$(56)
Securities available for sale:						
U.S. Treasury securities	$74	$—	$3	$—	$77	$—
Federal agency securities	—	—	3	—	3	—
Mortgage-backed securities:						
Residential agency	1,178	(5)	2,587	(28)	3,765	(33)
Commercial agency	464	(4)	316	(5)	780	(9)
Commercial non-agency	242	(1)	500	(8)	742	(9)
All other securities	400	(7)	455	(20)	855	(27)
	$2,358	$(17)	$3,864	$(61)	$6,222	$(78)

The number of individual securities in an unrealized loss position in the tables above increased from 827 at December 31, 2014 to 895 at June 30, 2015. The increase in the number of securities and the total amount of unrealized losses from year-end 2014 was primarily due to changes in interest rates, and credit spreads in certain instances. In instances where an unrealized loss did occur, there was no indication of an adverse change in credit on any of the underlying securities in the tables above. Management believes no individual unrealized loss represented an other-than-temporary impairment as of those dates. The Company does not intend to sell, and it is not more likely than not that the Company will be required to sell, the securities before the recovery of their amortized cost basis, which may be at maturity.

Gross realized gains and gross realized losses on sales of securities available for sale are shown in the table below. The cost of securities sold is based on the specific identification method.

	Three Months Ended June 30		Six Months Ended June 30	
	2015	2014	2015	2014
	(In millions)			
Gross realized gains	$9	$13	$14	$16
Gross realized losses	(3)	(5)	(3)	(6)
Other-than-temporary-impairment ("OTTI")	—	(2)	—	(2)
Securities gains, net	$6	$6	$11	$8

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NOTE 4. LOANS AND THE ALLOWANCE FOR CREDIT LOSSES

LOANS

The following table presents the distribution of Regions' loan portfolio by segment and class, net of unearned income:

	June 30, 2015	December 31, 2014
	(In millions, net of unearned income)	
Commercial and industrial	$35,347	$32,732
Commercial real estate mortgage—owner-occupied	7,797	8,263
Commercial real estate construction—owner-occupied	448	407
Total commercial	43,592	41,402
Commercial investor real estate mortgage	4,509	4,680
Commercial investor real estate construction	2,419	2,133
Total investor real estate	6,928	6,813
Residential first mortgage	12,589	12,315
Home equity	10,899	10,932
Indirect—vehicles	3,782	3,642
Indirect—other consumer	383	206
Consumer credit card	992	1,009
Other consumer	984	988
Total consumer	29,629	29,092
	$80,149	$77,307

During the three months ended June 30, 2015 and 2014, Regions purchased approximately $291 million and $272 million, respectively, in indirect-vehicles and indirect-other consumer loans from third parties. During the six months ended June 30, 2015 and 2014, the comparable loan purchase amounts were approximately $547 million and $518 million, respectively.

At June 30, 2015, $13.3 billion in loans held by Regions were pledged to secure borrowings from the FHLB. At June 30, 2015, an additional $31.1 billion of loans held by Regions were pledged to the Federal Reserve Bank.

ALLOWANCE FOR CREDIT LOSSES

Regions determines the appropriate level of the allowance on at least a quarterly basis. Refer to Note 1 “Summary of Significant Accounting Policies” to the consolidated financial statements to the Annual Report on Form 10-K for the year ended December 31, 2014, for a description of the methodology.

ROLLFORWARD OF ALLOWANCE FOR CREDIT LOSSES

The following tables present analyses of the allowance for credit losses by portfolio segment for the three and six months ended June 30, 2015 and 2014. The total allowance for loan losses and the related loan portfolio ending balances as of June 30, 2015 and 2014 are disaggregated to detail the amounts derived through individual evaluation and collective evaluation for impairment. The allowance for loan losses related to individually evaluated loans is attributable to reserves for non-accrual commercial and investor real estate loans and all troubled debt restructurings ("TDRs"). The allowance for loan losses and the loan portfolio ending balances related to collectively evaluated loans is attributable to the remainder of the portfolio.

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	Three Months Ended June 30, 2015			
	Commercial	Investor Real Estate	Consumer	Total
	(In millions)			
Allowance for loan losses, April 1, 2015	$696	$125	$277	$1,098
Provision (credit) for loan losses	51	(3)	15	63
Loan losses:				
Charge-offs	(25)	(4)	(57)	(86)
Recoveries	18	5	17	40
Net loan losses	(7)	1	(40)	(46)
Allowance for loan losses, June 30, 2015	740	123	252	1,115
Reserve for unfunded credit commitments, April 1, 2015	58	8	—	66
Provision (credit) for unfunded credit losses	1	(3)	—	(2)
Reserve for unfunded credit commitments, June 30, 2015	59	5	—	64
Allowance for credit losses, June 30, 2015	$799	$128	$252	$1,179

	Three Months Ended June 30, 2014			
	Commercial	Investor Real Estate	Consumer	Total
	(In millions)			
Allowance for loan losses, April 1, 2014	$692	$208	$361	$1,261
Provision (credit) for loan losses	39	(18)	14	35
Loan losses:				
Charge-offs	(40)	(7)	(63)	(110)
Recoveries	14	7	22	43
Net loan losses	(26)	—	(41)	(67)
Allowance for loan losses, June 30, 2014	705	190	334	1,229
Reserve for unfunded credit commitments, April 1, 2014	63	11	4	78
Provision (credit) for unfunded credit losses	11	1	(1)	11
Reserve for unfunded credit commitments, June 30, 2014	74	12	3	89
Allowance for credit losses, June 30, 2014	$779	$202	$337	$1,318

	Six Months Ended June 30, 2015			
	Commercial	Investor Real Estate	Consumer	Total
	(In millions)			
Allowance for loan losses, January 1, 2015	$654	$150	$299	$1,103
Provision (credit) for loan losses	110	(28)	30	112
Loan losses:				
Charge-offs	(59)	(12)	(116)	(187)
Recoveries	35	13	39	87
Net loan losses	(24)	1	(77)	(100)
Allowance for loan losses, June 30, 2015	740	123	252	1,115
Reserve for unfunded credit commitments, January 1, 2015	57	8	—	65
Provision (credit) for unfunded credit losses	2	(3)	—	(1)

Reserve for unfunded credit commitments, June 30, 2015	59	5	—	64
Allowance for credit losses, June 30, 2015	$799	$128	$252	$1,179
Portion of ending allowance for loan losses:				
Individually evaluated for impairment	$189	$42	$69	$300
Collectively evaluated for impairment	551	81	183	815
Total allowance for loan losses	$740	$123	$252	$1,115
Portion of loan portfolio ending balance:				
Individually evaluated for impairment	$722	$264	$845	$1,831
Collectively evaluated for impairment	42,870	6,664	28,784	78,318
Total loans evaluated for impairment	$43,592	$6,928	$29,629	$80,149

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	Six Months Ended June 30, 2014			
	Commercial	Investor Real Estate	Consumer	Total
	(In millions)			
Allowance for loan losses, January 1, 2014	$711	$236	$394	$1,341
Provision (credit) for loan losses	44	(45)	38	37
Loan losses:				
Charge-offs	(81)	(16)	(137)	(234)
Recoveries	31	15	39	85
Net loan losses	(50)	(1)	(98)	(149)
Allowance for loan losses, June 30, 2014	705	190	334	1,229
Reserve for unfunded credit commitments, January 1, 2014	63	12	3	78
Provision (credit) for unfunded credit losses	11	—	—	11
Reserve for unfunded credit commitments, June 30, 2014	74	12	3	89
Allowance for credit losses, June 30, 2014	$779	$202	$337	$1,318
Portion of ending allowance for loan losses:				
Individually evaluated for impairment	$212	$92	$82	$386
Collectively evaluated for impairment	493	98	252	843
Total allowance for loan losses	$705	$190	$334	$1,229
Portion of loan portfolio ending balance:				
Individually evaluated for impairment	$846	$523	$858	$2,227
Collectively evaluated for impairment	39,898	6,450	27,938	74,286
Total loans evaluated for impairment	$40,744	$6,973	$28,796	$76,513

PORTFOLIO SEGMENT RISK FACTORS

The following describe the risk characteristics relevant to each of the portfolio segments.

Commercial—The commercial loan portfolio segment includes commercial and industrial loans to commercial customers for use in normal business operations to finance working capital needs, equipment purchases or other expansion projects. Commercial also includes owner-occupied commercial real estate mortgage loans to operating businesses, which are loans for long-term financing of land and buildings, and are repaid by cash flow generated by business operations. Owner-occupied construction loans are made to commercial businesses for the development of land or construction of a building where the repayment is derived from revenues generated from the business of the borrower. Collection risk in this portfolio is driven by the creditworthiness of underlying borrowers, particularly cash flow from customers' business operations.

Investor Real Estate—Loans for real estate development are repaid through cash flow related to the operation, sale or refinance of the property. This portfolio segment includes extensions of credit to real estate developers or investors where repayment is dependent on the sale of real estate or income generated from the real estate collateral. A portion of Regions' investor real estate portfolio segment consists of loans secured by residential product types (land, single-family and condominium loans) within Regions' markets. Additionally, these loans are made to finance income-producing properties such as apartment buildings, office and industrial buildings, and retail shopping centers. Loans in this portfolio segment are particularly sensitive to valuation of real estate.

Consumer—The consumer loan portfolio segment includes residential first mortgage, home equity, indirect-vehicles, indirect-other consumer, consumer credit card, and other consumer loans. Residential first mortgage loans represent loans to consumers to finance a residence. These loans are typically financed over a 15 to 30 year term and, in most cases, are extended to borrowers to finance their primary residence. Home equity lending includes both home equity loans and lines of credit. This type of lending, which is secured by a first or second mortgage on the borrower's residence, allows customers to borrow against the equity in their home. Real estate market values as of the time the loan or line is secured directly affect the amount of credit extended and, in addition, changes in these values impact the depth of potential losses. Indirect-vehicles lending, which is lending initiated through third-party business partners, largely consists of loans made through automotive dealerships. Indirect-other consumer lending represents other point of sale lending through third parties. Consumer credit card includes Regions branded consumer credit card accounts. Other consumer loans include other revolving consumer accounts, direct consumer loans, and overdrafts. Loans in this portfolio segment are sensitive to unemployment and other key consumer economic measures.

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CREDIT QUALITY INDICATORS

The following tables present credit quality indicators for the loan portfolio segments and classes, excluding loans held for sale, as of June 30, 2015 and December 31, 2014. Commercial and investor real estate loan portfolio segments are detailed by categories related to underlying credit quality and probability of default. Regions assigns these categories at loan origination and reviews the relationship utilizing a risk-based approach on, at minimum, an annual basis or at any time management becomes aware of information affecting the borrowers' ability to fulfill their obligations. Both quantitative and qualitative factors are considered in this review process. These categories are utilized to develop the associated allowance for credit losses.

- Pass—includes obligations where the probability of default is considered low;
- Special Mention—includes obligations that have potential weakness which may, if not reversed or corrected, weaken the credit or inadequately protect the Company’s position at some future date. Obligations in this category may also be subject to economic or market conditions which may, in the future, have an adverse effect on debt service ability;
- Substandard Accrual—includes obligations that exhibit a well-defined weakness that presently jeopardizes debt repayment, even though they are currently performing. These obligations are characterized by the distinct possibility that the Company may incur a loss in the future if these weaknesses are not corrected;
- Non-accrual—includes obligations where management has determined that full payment of principal and interest is in doubt.

Substandard accrual and non-accrual loans are often collectively referred to as “classified.” Special mention, substandard accrual, and non-accrual loans are often collectively referred to as “criticized and classified.” Classes in the consumer portfolio segment are disaggregated by accrual status.

	June 30, 2015				
	Pass	Special Mention	Substandard Accrual	Non-accrual	Total
	(In millions)				
Commercial and industrial	$33,741	$608	$701	$297	$35,347
Commercial real estate mortgage—owner-occupied	6,942	331	321	203	7,797
Commercial real estate construction—owner-occupied	413	20	11	4	448
Total commercial	$41,096	$959	$1,033	$504	$43,592
Commercial investor real estate mortgage	$4,119	$173	$154	$63	$4,509
Commercial investor real estate construction	2,355	31	31	2	2,419
Total investor real estate	$6,474	$204	$185	$65	$6,928

	Accrual	Non-accrual	Total
	(In millions)		
Residential first mortgage	$12,503	$86	$12,589
Home equity	10,803	96	10,899
Indirect—vehicles	3,782	—	3,782
Indirect—other consumer	383	—	383
Consumer credit card	992	—	992
Other consumer	984	—	984
Total consumer	$29,447	$182	$29,629
			$80,149

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	December 31, 2014				
	Pass	Special Mention	Substandard Accrual	Non-accrual	Total
	(In millions)				
Commercial and industrial	$31,492	$626	$362	$252	$32,732
Commercial real estate mortgage—owner-occupied	7,425	315	285	238	8,263
Commercial real estate construction—owner-occupied	387	9	8	3	407
Total commercial	$39,304	$950	$655	$493	$41,402
Commercial investor real estate mortgage	$4,152	$234	$171	$123	$4,680
Commercial investor real estate construction	2,060	22	49	2	2,133
Total investor real estate	$6,212	$256	$220	$125	$6,813

	Accrual	Non-accrual	Total
	(In millions)		
Residential first mortgage	$12,206	$109	$12,315
Home equity	10,830	102	10,932
Indirect—vehicles	3,642	—	3,642
Indirect—other consumer	206	—	206
Consumer credit card	1,009	—	1,009
Other consumer	988	—	988
Total consumer	$28,881	$211	$29,092
			$77,307

AGING ANALYSIS

The following tables include an aging analysis of days past due (DPD) for each portfolio segment and class as of June 30, 2015 and December 31, 2014:

	June 30, 2015						
	Accrual Loans						
	30-59 DPD	60-89 DPD	90+ DPD	Total 30+ DPD	Total Accrual	Non-accrual	Total
	(In millions)						
Commercial and industrial	$9	$14	$3	$26	$35,050	$297	$35,347
Commercial real estate mortgage—owner-occupied	32	6	2	40	7,594	203	7,797
Commercial real estate construction—owner-occupied	—	—	—	—	444	4	448
Total commercial	41	20	5	66	43,088	504	43,592
Commercial investor real estate mortgage	14	4	1	19	4,446	63	4,509
Commercial investor real estate construction	—	—	—	—	2,417	2	2,419
Total investor real estate	14	4	1	19	6,863	65	6,928
Residential first mortgage	91	56	212	359	12,503	86	12,589
Home equity	54	30	61	145	10,803	96	10,899
Indirect—vehicles	36	10	6	52	3,782	—	3,782

Indirect—other consumer	1	—	—	1	383	—	383
Consumer credit card	6	4	11	21	992	—	992
Other consumer	11	3	4	18	984	—	984
Total consumer	199	103	294	596	29,447	182	29,629
	$254	$127	$300	$681	$79,398	$751	$80,149

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	December 31, 2014						
	Accrual Loans						
	30-59 DPD	60-89 DPD	90+ DPD	Total 30+ DPD	Total Accrual	Non-accrual	Total
	(In millions)						
Commercial and industrial	$16	$7	$7	$30	$32,480	$252	$32,732
Commercial real estate mortgage—owner-occupied	21	13	5	39	8,025	238	8,263
Commercial real estate construction—owner-occupied	1	—	—	1	404	3	407
Total commercial	38	20	12	70	40,909	493	41,402
Commercial investor real estate mortgage	17	3	3	23	4,557	123	4,680
Commercial investor real estate construction	—	—	—	—	2,131	2	2,133
Total investor real estate	17	3	3	23	6,688	125	6,813
Residential first mortgage	99	64	247	410	12,206	109	12,315
Home equity	73	38	63	174	10,830	102	10,932
Indirect—vehicles	43	10	7	60	3,642	—	3,642
Indirect—other consumer	—	—	—	—	206	—	206
Consumer credit card	8	5	12	25	1,009	—	1,009
Other consumer	13	4	3	20	988	—	988
Total consumer	236	121	332	689	28,881	211	29,092
	$291	$144	$347	$782	$76,478	$829	$77,307

IMPAIRED LOANS

The following tables present details related to the Company's impaired loans as of June 30, 2015 and December 31, 2014. Loans deemed to be impaired include all TDRs and all non-accrual commercial and investor real estate loans, excluding leases. Loans which have been fully charged-off do not appear in the tables below.

	Non-accrual Impaired Loans As of June 30, 2015						
			Book Value[3]				
	Unpaid Principal Balance[1]	Charge-offs and Payments Applied[2]	Total Impaired Loans on Non-accrual Status	Impaired Loans on Non-accrual Status with No Related Allowance	Impaired Loans on Non-accrual Status with Related Allowance	Related Allowance for Loan Losses	Coverage %[4]
	(Dollars in millions)						
Commercial and industrial	$335	$39	$296	$64	$232	$94	39.7 %
Commercial real estate mortgage—owner-occupied	221	18	203	37	166	60	35.3
Commercial real estate construction—owner-occupied	4	—	4	—	4	2	50.0
Total commercial	560	57	503	101	402	156	38.0
Commercial investor real estate mortgage	97	34	63	20	43	15	50.5
Commercial investor real estate construction	11	9	2	—	2	1	90.9

Total investor real estate	108	43	65	20	45	16	54.6	
Residential first mortgage	65	21	44	—	44	6	41.5	
Home equity	21	6	15	—	15	—	28.6	
Total consumer	86	27	59	—	59	6	38.4	
	$754	$ 127	$627	$121	$506	$178	40.5	%

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	Accruing Impaired Loans As of June 30, 2015					
	Unpaid Principal Balance(1)	Charge-offs and Payments Applied(2)	Book Value(3)	Related Allowance for Loan Losses	Coverage %(4)	
	(Dollars in millions)					
Commercial and industrial	$86	$2	$84	$ 15	19.8	%
Commercial real estate mortgage—owner-occupied	144	10	134	18	19.4	
Commercial real estate construction—owner-occupied	1	—	1	—	—	
Total commercial	231	12	219	33	19.5	
Commercial investor real estate mortgage	176	7	169	21	15.9	
Commercial investor real estate construction	30	—	30	5	16.7	
Total investor real estate	206	7	199	26	16.0	
Residential first mortgage	439	12	427	55	15.3	
Home equity	349	7	342	8	4.3	
Indirect—vehicles	1	—	1	—	—	
Consumer credit card	2	—	2	—	—	
Other consumer	14	—	14	—	—	
Total consumer	805	19	786	63	10.2	
	$1,242	$38	$1,204	$ 122	12.9	%

	Total Impaired Loans As of June 30, 2015							
			Book Value(3)					
	Unpaid Principal Balance(1)	Charge-offs and Payments Applied(2)	Total Impaired Loans	Impaired Loans with No Related Allowance	Impaired Loans with Related Allowance	Related Allowance for Loan Losses	Coverage %(4)	
	(Dollars in millions)							
Commercial and industrial	$421	$41	$380	$ 64	$316	$109	35.6	%
Commercial real estate mortgage—owner-occupied	365	28	337	37	300	78	29.0	
Commercial real estate construction—owner-occupied	5	—	5	—	5	2	40.0	
Total commercial	791	69	722	101	621	189	32.6	
Commercial investor real estate mortgage	273	41	232	20	212	36	28.2	
Commercial investor real estate construction	41	9	32	—	32	6	36.6	
Total investor real estate	314	50	264	20	244	42	29.3	
Residential first mortgage	504	33	471	—	471	61	18.7	
Home equity	370	13	357	—	357	8	5.7	
Indirect—vehicles	1	—	1	—	1	—	—	
Consumer credit card	2	—	2	—	2	—	—	
Other consumer	14	—	14	—	14	—	—	
Total consumer	891	46	845	—	845	69	12.9	
	$1,996	$ 165	$1,831	$ 121	$1,710	$300	23.3	%

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(1) Unpaid principal balance represents the contractual obligation due from the customer and includes the net book value plus charge-offs and payments applied.

(2) Charge-offs and payments applied represents cumulative partial charge-offs taken, as well as interest payments received that have been applied against the outstanding principal balance.

(3) Book value represents the unpaid principal balance less charge-offs and payments applied; it is shown before any allowance for loan losses.

(4) Coverage % represents charge-offs and payments applied plus the related allowance as a percent of the unpaid principal balance.

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	Non-accrual Impaired Loans As of December 31, 2014						
			Book Value(3)				
	Unpaid Principal Balance(1)	Charge-offs and Payments Applied(2)	Total Impaired Loans on Non-accrual Status	Impaired Loans on Non-accrual Status with No Related Allowance	Impaired Loans on Non-accrual Status with Related Allowance	Related Allowance for Loan Losses	Coverage %(4)
	(Dollars in millions)						
Commercial and industrial	$286	$36	$250	$11	$239	$83	41.6 %
Commercial real estate mortgage—owner-occupied	267	29	238	43	195	69	36.7
Commercial real estate construction—owner-occupied	3	—	3	—	3	1	33.3
Total commercial	556	65	491	54	437	153	39.2
Commercial investor real estate mortgage	162	39	123	26	97	30	42.6
Commercial investor real estate construction	3	1	2	—	2	1	66.7
Total investor real estate	165	40	125	26	99	31	43.0
Residential first mortgage	79	26	53	—	53	7	41.8
Home equity	22	7	15	—	15	1	36.4
Total consumer	101	33	68	—	68	8	40.6
	$822	$138	$684	$80	$604	$192	40.1 %

	Accruing Impaired Loans As of December 31, 2014				
	Unpaid Principal Balance(1)	Charge-offs and Payments Applied(2)	Book Value(3)	Related Allowance for Loan Losses	Coverage %(4)
	(Dollars in millions)				
Commercial and industrial	$102	$3	$99	$17	19.6 %
Commercial real estate mortgage—owner-occupied	162	10	152	16	16.0
Total commercial	264	13	251	33	17.4
Commercial investor real estate mortgage	267	8	259	28	13.5
Commercial investor real estate construction	33	—	33	6	18.2
Total investor real estate	300	8	292	34	14.0
Residential first mortgage	426	11	415	57	16.0
Home equity	359	6	353	13	5.3
Indirect—vehicles	1	—	1	—	—
Consumer credit card	2	—	2	—	—
Other consumer	17	—	17	—	—
Total consumer	805	17	788	70	10.8
	$1,369	$38	$1,331	$137	12.8 %

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	Total Impaired Loans As of December 31, 2014							
			Book Value(3)					
	Unpaid Principal Balance(1)	Charge-offs and Payments Applied(2)	Total Impaired Loans	Impaired Loans with No Related Allowance	Impaired Loans with Related Allowance	Related Allowance for Loan Losses	Coverage %(4)	
	(Dollars in millions)							
Commercial and industrial	$388	$ 39	$349	$ 11	$338	$ 100	35.8	%
Commercial real estate mortgage—owner-occupied	429	39	390	43	347	85	28.9	
Commercial real estate construction—owner-occupied	3	—	3	—	3	1	33.3	
Total commercial	820	78	742	54	688	186	32.2	
Commercial investor real estate mortgage	429	47	382	26	356	58	24.5	
Commercial investor real estate construction	36	1	35	—	35	7	22.2	
Total investor real estate	465	48	417	26	391	65	24.3	
Residential first mortgage	505	37	468	—	468	64	20.0	
Home equity	381	13	368	—	368	14	7.1	
Indirect—vehicles	1	—	1	—	1	—	—	
Consumer credit card	2	—	2	—	2	—	—	
Other consumer	17	—	17	—	17	—	—	
Total consumer	906	50	856	—	856	78	14.1	
	$2,191	$ 176	$2,015	$ 80	$1,935	$ 329	23.0	%

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(1) Unpaid principal balance represents the contractual obligation due from the customer and includes the net book value plus charge-offs and payments applied.

(2) Charge-offs and payments applied represents cumulative partial charge-offs taken, as well as interest payments received that have been applied against the outstanding principal balance.

(3) Book value represents the unpaid principal balance less charge-offs and payments applied; it is shown before any allowance for loan losses.

(4) Coverage % represents charge-offs and payments applied plus the related allowance as a percent of the unpaid principal balance.

The following table presents the average balances of total impaired loans and interest income for the three and six months ended June 30, 2015 and 2014. Interest income recognized represents interest on accruing loans modified in a TDR. TDRs are considered impaired loans.

	Three Months Ended June 30				Six Months Ended June 30			
	2015		2014		2015		2014	
	Average Balance	Interest Income Recognized	Average Balance	Interest Income Recognized	Average Balance	Interest Income Recognized	Average Balance	Interest Income Recognized
	(In millions)							
Commercial and industrial	$398	$ 2	$382	$ 2	$378	$ 3	$424	$ 5
Commercial real estate mortgage—owner-occupied	348	2	499	3	364	5	505	7
	4	—	38	—	4	—	40	—

Commercial real estate construction—owner-occupied								
Total commercial	750	4	919	5	746	8	969	12
Commercial investor real estate mortgage	257	3	529	6	294	6	575	14
Commercial investor real estate construction	32	—	74	1	32	1	80	2
Total investor real estate	289	3	603	7	326	7	655	16
Residential first mortgage	474	4	454	3	475	8	456	7
Home equity	358	4	383	5	360	9	385	10
Indirect—vehicles	1	—	1	—	1	—	1	—
Consumer credit card	2	—	2	—	2	—	2	—
Other consumer	15	—	22	1	15	—	23	1
Total consumer	850	8	862	9	853	17	867	18
Total impaired loans	$1,889	$ 15	$2,384	$ 21	$1,925	$ 32	$2,491	$ 46

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TROUBLED DEBT RESTRUCTURINGS

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

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

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

None of the modified consumer loans listed in the following TDR disclosures were collateral-dependent at the time of modification. At June 30, 2015, approximately $49 million in residential first mortgage TDRs were in excess of 180 days past due and were considered collateral-dependent. At June 30, 2015, approximately $8 million in home equity first lien TDRs were in excess of 180 days past due and approximately $4 million in home equity second lien TDRs were in excess of 120 days past due, both of which were considered collateral-dependent.

Further discussion related to TDRs, including their impact on the allowance for loan losses and designation of TDRs in periods subsequent to the modification is included in Note 1 in the consolidated financial statements included in the Annual Report on Form 10-K for the year ended December 31, 2014.

The following tables present the end of period balance for loans modified in a TDR during the periods presented by portfolio segment and class, and the financial impact of those modifications. The tables include modifications made to new TDRs, as well as renewals of existing TDRs. The end of period balance, for the period in which it was added, of total loans first reported as new TDRs totaled approximately $154 million and $209 million for the six months ended June 30, 2015 and 2014, respectively.

	Three Months Ended June 30, 2015		
	Number of Obligors	Recorded Investment	Financial Impact of Modifications Considered TDRs Increase in Allowance at Modification
	(Dollars in millions)		
Commercial and industrial	62	$45	$1
Commercial real estate mortgage—owner-occupied	61	37	1
Total commercial	123	82	2
Commercial investor real estate mortgage	31	15	—
Commercial investor real estate construction	12	6	—
Total investor real estate	43	21	—
Residential first mortgage	96	20	3

Home equity	187	9	—
Consumer credit card	41	1	—
Indirect—vehicles and other consumer	109	1	—
Total consumer	433	31	3
	599	$134	$5

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	Three Months Ended June 30, 2014		
	Number of Obligors	Recorded Investment	Financial Impact of Modifications Considered TDRs Increase in Allowance at Modification
	(Dollars in millions)		
Commercial and industrial	58	$70	$2
Commercial real estate mortgage—owner-occupied	72	77	2
Commercial real estate construction—owner-occupied	2	2	—
Total commercial	132	149	4
Commercial investor real estate mortgage	52	101	4
Commercial investor real estate construction	13	8	—
Total investor real estate	65	109	4
Residential first mortgage	139	21	3
Home equity	185	10	—
Consumer credit card	32	—	—
Indirect—vehicles and other consumer	66	1	—
Total consumer	422	32	3
	619	$290	$11

	Six Months Ended June 30, 2015		
	Number of Obligors	Recorded Investment	Financial Impact of Modifications Considered TDRs Increase in Allowance at Modification
	(Dollars in millions)		
Commercial and industrial	103	$102	$2
Commercial real estate mortgage—owner-occupied	103	62	2
Total commercial	206	164	4
Commercial investor real estate mortgage	60	39	1
Commercial investor real estate construction	13	7	—
Total investor real estate	73	46	1
Residential first mortgage	229	52	7
Home equity	312	15	—
Consumer credit card	73	1	—
Indirect—vehicles and other consumer	196	2	—
Total consumer	810	70	7
	1,089	$280	$12

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	Six Months Ended June 30, 2014		
	Number of Obligors	Recorded Investment	Financial Impact of Modifications Considered TDRs Increase in Allowance at Modification
	(Dollars in millions)		
Commercial and industrial	149	$164	$2
Commercial real estate mortgage—owner-occupied	157	147	3
Commercial real estate construction—owner-occupied	3	3	—
Total commercial	309	314	5
Commercial investor real estate mortgage	150	208	4
Commercial investor real estate construction	28	15	—
Total investor real estate	178	223	4
Residential first mortgage	264	45	7
Home equity	339	20	—
Consumer credit card	64	—	—
Indirect—vehicles and other consumer	117	2	—
Total consumer	784	67	7
	1,271	$604	$16

Defaulted TDRs

The following table presents by portfolio segment and class TDRs that defaulted during the three and six months ended June 30, 2015 and 2014, and that were modified in the previous twelve months (i.e., the twelve months prior to the default). For purposes of this disclosure, default is defined as 90 days past due and still accruing for the consumer portfolio segment, and placement on non-accrual status for the commercial and investor real estate portfolio segments. Consideration of defaults in the calculation of the allowance for loan losses is described in detail in the consolidated financial statements included in the Annual Report on Form 10-K for the year ended December 31, 2014.

	Three Months Ended June 30		Six Months Ended June 30	
	2015	2014	2015	2014
	(In millions)			
Defaulted During the Period, Where Modified in a TDR Twelve Months Prior to Default				
Commercial and industrial	$3	$4	$4	$46
Commercial real estate mortgage—owner-occupied	2	4	3	7
Total commercial	5	8	7	53
Commercial investor real estate mortgage	—	2	1	4
Commercial investor real estate construction	—	—	—	1
Total investor real estate	—	2	1	5
Residential first mortgage	5	3	8	12
Home equity	1	1	1	2
Total consumer	6	4	9	14
	$11	$14	$17	$72

Commercial and investor real estate loans that were on non-accrual status at the time of the latest modification are not included in the default table above, as they are already considered to be in default at the time of the restructuring. At June 30, 2015, approximately $36 million of commercial and investor real estate loans modified in a TDR during the three months ended June 30, 2015 were on non-accrual status. Less than $1 million of this amount was 90 days past due.

At June 30, 2015, Regions had restructured binding unfunded commitments totaling $84 million where a concession was granted and the borrower was in financial difficulty.

NOTE 5. SERVICING OF FINANCIAL ASSETS

RESIDENTIAL MORTGAGE BANKING ACTIVITIES

The fair value of residential mortgage servicing rights is calculated using various assumptions including future cash flows, market discount rates, expected prepayment rates, servicing costs and other factors. A significant change in prepayments of mortgages in the servicing portfolio could result in significant changes in the valuation adjustments, thus creating potential volatility in the carrying amount of residential mortgage servicing rights. The Company compares fair value estimates and assumptions to observable market data when available, and also considers recent market activity and actual portfolio experience.

The table below presents an analysis of residential mortgage servicing rights under the fair value measurement method:

	Three Months Ended June 30		Six Months Ended June 30	
	2015	2014	2015	2014
	(In millions)			
Carrying value, beginning of period	$239	$288	$257	$297
Additions	12	7	19	15
Increase (decrease) in fair value[1]:				
Due to change in valuation inputs or assumptions	28	(10)	11	(20)
Economic amortization associated with borrower repayments	(11)	(9)	(19)	(16)
Carrying value, end of period	$268	$276	$268	$276

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(1) "Economic amortization associated with borrower repayments" includes both total loan payoffs as well as partial paydowns. Prior to the fourth quarter of 2014, this line item reflected total loan payoffs only, while partial paydowns were included in the "Due to change in valuation inputs or assumptions" line item. The 2014 three and six months ended amount disclosed in the table has been reclassified to reflect the revised presentation.

Data and assumptions used in the fair value calculation, as well as the valuation’s sensitivity to rate fluctuations, related to residential mortgage servicing rights (excluding related derivative instruments) are as follows:

	June 30	
	2015	2014
	(Dollars in millions)	
Unpaid principal balance	$26,637	$27,261
Weighted-average prepayment speed (CPR; percentage)	10.0%	10.4%
Estimated impact on fair value of a 10% increase	$(15)	$(14)
Estimated impact on fair value of a 20% increase	$(27)	$(27)
Option-adjusted spread (basis points)	998	888
Estimated impact on fair value of a 10% increase	$(11)	$(9)
Estimated impact on fair value of a 20% increase	$(21)	$(18)
Weighted-average coupon interest rate	4.4%	4.5%
Weighted-average remaining maturity (months)	279	278
Weighted-average servicing fee (basis points)	27.8	27.8

The sensitivity calculations above are hypothetical and should not be considered to be predictive of future performance. Changes in fair value based on adverse changes in assumptions generally cannot be extrapolated because the relationship of the change in assumption to the change in fair value may not be linear. Also, the effect of an adverse variation in a particular assumption on the fair value of the residential mortgage servicing rights is calculated without changing any other assumption, while in reality changes in one factor may result in changes in another, which may either magnify or counteract the effect of the change. The derivative instruments utilized by Regions would serve to reduce the estimated impacts to fair value included in the table above.

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

	Three Months Ended June 30		Six Months Ended June 30	
	2015	2014	2015	2014
	(In millions)			
Servicing related fees and other ancillary income	$20	$22	$41	$43

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

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

	Three Months Ended June 30		Six Months Ended June 30	
	2015	2014	2015	2014
	(In millions)			
Beginning balance	$26	$39	$26	$39
Additions (reductions), net	(5)	(2)	(4)	1
Losses	(1)	(3)	(2)	(6)
Ending balance	$20	$34	$20	$34

COMMERCIAL MORTGAGE BANKING ACTIVITIES

On July 18, 2014, Regions was approved as a Fannie Mae Delegated Underwriting and Servicing ("DUS") lender and acquired a DUS servicing portfolio totaling approximately $1.0 billion. The Fannie Mae DUS program provides liquidity to the multi-family housing market. As part of the transaction, Regions recorded $12 million in commercial mortgage servicing rights accounted for under the amortization method and $15 million in intangible assets associated with the DUS license purchased. Regions also assumed a one-third loss share guarantee associated with the purchased portfolio and any future originations. Regions estimated the fair value of the loss share guarantee to be approximately $4 million. See Note 1 "Summary of Significant Accounting Policies" in the 2014 Annual Report on Form 10-K for additional information.

As of June 30, 2015, the DUS servicing portfolio remained at approximately $1.0 billion, the related commercial mortgage servicing rights were valued at approximately $12 million, due to new loan originations, and the loss share guarantee was valued at approximately $2 million.

NOTE 6. GOODWILL

Goodwill allocated to each reportable segment (each a reporting unit) is presented as follows:

	June 30, 2015	December 31, 2014
	(In millions)	
Corporate Bank	$2,258	$2,258
Consumer Bank	2,095	2,095
Wealth Management	463	463
	$4,816	$4,816

Regions evaluates each reporting unit's goodwill for impairment on an annual basis in the fourth quarter, or more often if events or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. A detailed description of the Company's methodology and valuation approaches used to determine the estimated fair value of each reporting unit is included in the consolidated financial statements in the Annual Report on Form 10-K for the year ended December 31, 2014. Adverse changes in the economic environment, declining operations, or other factors could result in a decline in the implied fair value of goodwill.

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During the second quarter of 2015, Regions assessed events and circumstances for all three reporting units as of June 30, 2015 and through the date of the filing of this Quarterly Report on Form 10-Q that could potentially indicate goodwill impairment. The indicators assessed included:

- Recent operating performance,
- Changes in market capitalization,
- Regulatory actions and assessments,
- Changes in the business climate (including legislation, legal factors, and competition),
- Company-specific factors (including changes in key personnel, asset impairments, and business dispositions), and
- Trends in the banking industry.

Results of the 2014 annual test indicated that the estimated fair value of each reporting unit exceeded its carrying amount as of the test date. Additionally, after assessing the indicators noted above, Regions determined that it was not more likely than not that the fair value of each of its reporting units had declined below their carrying values as of June 30, 2015. Therefore, Regions determined that a test of goodwill impairment was not required for each of Regions' reporting units for the June 30, 2015 interim period.

NOTE 7. STOCKHOLDERS' EQUITY AND ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

PREFERRED STOCK

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

					June 30, 2015	December 31, 2014
	Issuance Date	Earliest Redemption Date	Dividend Rate	Liquidation Amount	Carrying Amount	Carrying Amount
	(Dollars in millions)					
Series A	11/1/2012	12/15/2017	6.375 %	$ 500	$ 403	$ 419
Series B	4/29/2014	9/15/2024	6.375 %(1)	500	449	465
				$ 1,000	$ 852	$ 884

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

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

The Board of Directors declared $8 million in cash dividends on Series A Preferred Stock during the first and second quarters of 2015 and 2014. Series B Preferred Stock dividends were $8 million for the first and second quarters of 2015. Because the Company was in a retained deficit position, preferred dividends were recorded as a reduction of preferred stock, including related surplus.

COMMON STOCK

During the first quarter of 2015, Regions received no objection from the Federal Reserve to its 2015 capital plan that was submitted as part of the Comprehensive Capital Analysis and Review ("CCAR") process. On April 23, 2015, Regions' Board of Directors approved an increase of its quarterly common stock dividend to $0.06 per share effective with the quarterly dividend paid in July 2015, as well as the authorization of a new $875 million common stock repurchase plan, permitting repurchases from the beginning of the second quarter of 2015 through the end of the second quarter of 2016. During the second quarter of 2015, Regions repurchased approximately 17 million shares of common stock at a total cost of approximately $172 million. The Company continued to repurchase shares under this plan in the third quarter of 2015, and as of August 4, 2015, Regions had additional repurchases of approximately 10 million shares of common stock at a total cost of approximately $101 million. All common shares repurchased under this plan were immediately retired and therefore will not be included in treasury stock.

As part of its 2014 CCAR submission, Regions' Board of Directors approved an increase to its quarterly common stock dividend from $0.03 per share to $0.05 per share effective with the quarterly dividend paid in July 2014, as well as a $350 million

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common stock repurchase plan. The Company closed out this repurchase plan in the first quarter of 2015, repurchasing an additional approximately 11 million shares of common stock at a total cost of approximately $102 million. These shares were immediately retired and therefore are not included in treasury stock.
The Board of Directors declared a $0.06 per share cash dividend on common stock for the second quarter of 2015, and a $0.05 per share cash dividend for the first quarter of 2015, totaling $0.11 per share cash dividend for the first six months of 2015. The Board of Directors declared a $0.05 per share cash dividend on common stock for the second quarter of 2014, and a $0.03 per share cash dividend for the first quarter of 2014, totaling $0.08 per share cash dividend for the first six months of 2014.

ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

Activity within the balances in accumulated other comprehensive income (loss) is shown in the following tables:

	Three Months Ended June 30, 2015				
	Unrealized losses on securities transferred to held to maturity	Unrealized gains (losses) on securities available for sale	Unrealized gains (losses) on derivative instruments designated as cash flow hedges	Defined benefit pension plans and other post employment benefits	Accumulated other comprehensive income (loss), net of tax
	(In millions)				
Beginning of period	$(53)	$252	$70	$(384)	$ (115)
Net change	2	(156)	(25)	7	(172)
End of period	$(51)	$96	$45	$(377)	$ (287)

	Three Months Ended June 30, 2014				
	Unrealized losses on securities transferred to held to maturity	Unrealized gains (losses) on securities available for sale	Unrealized gains (losses) on derivative instruments designated as cash flow hedges	Defined benefit pension plans and other post employment benefits	Accumulated other comprehensive income (loss), net of tax
	(In millions)				
Beginning of period	$(62)	$56	$21	$(244)	$ (229)
Net change	2	147	23	5	177
End of period	$(60)	$203	$44	$(239)	$ (52)

	Six Months Ended June 30, 2015				
	Unrealized losses on securities transferred to held to maturity	Unrealized gains (losses) on securities available for sale	Unrealized gains (losses) on derivative instruments designated as cash flow hedges	Defined benefit pension plans and other post employment benefits	Accumulated other comprehensive income (loss), net of tax
	(In millions)				
Beginning of period	$(55)	$175	$33	$(391)	$ (238)
Net change	4	(79)	12	14	(49)
End of period	$(51)	$96	$45	$(377)	$ (287)

Six Months Ended June 30, 2014

	Unrealized losses on securities transferred to held to maturity	Unrealized gains (losses) on securities available for sale	Unrealized gains (losses) on derivative instruments designated as cash flow hedges	Defined benefit pension plans and other post employment benefits	Accumulated other comprehensive income (loss), net of tax
	(In millions)				
Beginning of period	$(64)	$(22)	$15	$(248)	$ (319)
Net change	4	225	29	9	267
End of period	$(60)	$203	$44	$(239)	$ (52)

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The following tables present amounts reclassified out of accumulated other comprehensive income (loss) for the three and six months ended June 30, 2015 and 2014:

Details about Accumulated Other Comprehensive Income (Loss) Components	Three Months Ended June 30, 2015 Amount Reclassified from Accumulated Other Comprehensive Income (Loss)(1)	Three Months Ended June 30, 2014 Amount Reclassified from Accumulated Other Comprehensive Income (Loss)(1)	Affected Line Item in the Consolidated Statements of Income
	(In millions)		
Unrealized losses on securities transferred to held to maturity:			
	$(4)	$(4)	Net interest income
	2	2	Tax (expense) or benefit
	$(2)	$(2)	Net of tax
Unrealized gains and (losses) on available-for-sale securities:			
	$6	$6	Securities gains, net
	(2)	(2)	Tax (expense) or benefit
	$4	$4	Net of tax
Gains and (losses) on cash flow hedges:			
Interest rate contracts	$34	$29	Net interest income
	(13)	(11)	Tax (expense) or benefit
	$21	$18	Net of tax
Amortization of defined benefit pension plans and other post employment benefits:			
Prior-service cost	$—	$(1)	(2)
Actuarial gains (losses)	(12)	(5)	(2)
	(12)	(6)	Total before tax
	5	2	Tax (expense) or benefit
	$(7)	$(4)	Net of tax
Total reclassifications for the period	$16	$16	Net of tax

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Details about Accumulated Other Comprehensive Income (Loss) Components	Six Months Ended June 30, 2015 Amount Reclassified from Accumulated Other Comprehensive Income (Loss)[1]		Six Months Ended June 30, 2014 Amount Reclassified from Accumulated Other Comprehensive Income (Loss)[1]		Affected Line Item in the Consolidated Statements of Income
	(In millions)				
Unrealized losses on securities transferred to held to maturity:					
	$(7	)	$(7	)	Net interest income
	3		3		Tax (expense) or benefit
	$(4	)	$(4	)	Net of tax
Unrealized gains and (losses) on available-for-sale securities:					
	$11		$8		Securities gains, net
	(4	)	(3	)	Tax (expense) or benefit
	$7		$5		Net of tax
Gains and (losses) on cash flow hedges:					
Interest rate contracts	$67		$57		Net interest income
	(25	)	(22	)	Tax (expense) or benefit
	$42		$35		Net of tax
Amortization of defined benefit pension items:					
Prior-service cost	$—		$(1	)	[2]
Actuarial gains/(losses)	(24	)	(11	)	[2]
	(24	)	(12	)	Total before tax
	9		4		Tax (expense) or benefit
	$(15	)	$(8	)	Net of tax
Total reclassifications for the period	$30		$28		Net of tax

(1) Amounts in parentheses indicate reductions to net income.
(2) These accumulated other comprehensive income (loss) components are included in the computation of net periodic pension cost and are included in salaries and employee benefits on the consolidated statements of income (see Note 10 for additional details).

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NOTE 8. EARNINGS (LOSS) PER COMMON SHARE

The following table sets forth the computation of basic earnings (loss) per common share and diluted earnings (loss) per common share:

	Three Months Ended June 30		Six Months Ended June 30	
	2015	2014	2015	2014
	(In millions, except per share amounts)			
Numerator:				
Income from continuing operations	$289	$295	$525	$598
Preferred stock dividends	(16)	(8)	(32)	(16)
Income from continuing operations available to common shareholders	273	287	493	582
Income (loss) from discontinued operations, net of tax	(4)	1	(6)	13
Net income available to common shareholders	$269	$288	$487	$595
Denominator:				
Weighted-average common shares outstanding—basic	1,335	1,378	1,340	1,378
Potential common shares	11	12	12	12
Weighted-average common shares outstanding—diluted	1,346	1,390	1,352	1,390
Earnings per common share from continuing operations available to common shareholders(1):				
Basic	$0.20	$0.21	$0.37	$0.42
Diluted	0.20	0.21	0.36	0.42
Earnings (loss) per common share from discontinued operations(1):				
Basic	(0.00)	0.00	(0.00)	0.01
Diluted	(0.00)	0.00	(0.00)	0.01
Earnings per common share(1):				
Basic	0.20	0.21	0.36	0.43
Diluted	0.20	0.21	0.36	0.43

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

For earnings (loss) per common share from discontinued operations, basic and diluted weighted-average common shares outstanding are the same for the three and six months ended June 30, 2015 due to a net loss.

The effect from the assumed exercise of 30 million and 29 million stock options for the three and six months ended June 30, 2015, respectively, was not included in the above computations of diluted earnings per common share because such amounts would have had an antidilutive effect on earnings per common share. The effect from the assumed exercise of 23 million and 24 million stock options for the three and six months ended June 30, 2014, respectively, was not included in the above computations of diluted earnings per common share because such amounts would have had an antidilutive effect on earnings per common share.

NOTE 9. SHARE-BASED PAYMENTS

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

On April 23, 2015, the shareholders of the Company approved the Regions Financial Corporation 2015 Long Term Incentive Plan ("2015 LTIP"), which permits the Company to grant to employees and directors various forms of incentive compensation. These forms of incentive compensation are similar to the types of compensation approved in prior plans. The 2015 LTIP authorizes 60 million common share equivalents available for grant, where grants of options and grants of full value awards (e.g., shares of

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restricted stock, restricted stock units and performance stock units) count as one share equivalent. Unless otherwise determined by the Compensation Committee of the Board of Directors, grants of restricted stock, restricted stock units, and performance stock units accrue dividends, or their notional equivalent, as they are declared by the Board of Directors, and are paid upon vesting of the award. Upon adoption of the 2015 LTIP, Regions closed the prior long-term incentive plan to new grants, and, accordingly, prospective grants must be made under the 2015 LTIP or a successor plan. All existing grants under prior long-term incentive plans are unaffected by adoption of the 2015 LTIP. The number of remaining share equivalents available for future issuance under the 2015 LTIP was approximately 54 million at June 30, 2015.

STOCK OPTIONS

The following table summarizes the activity related to stock options:

	Six Months Ended June 30			
	2015		2014	
	Number of Options	Weighted-Average Exercise Price	Number of Options	Weighted-Average Exercise Price
Outstanding at beginning of period	25,316,676	$ 23.07	32,127,235	$22.81
Exercised	(291,460)	6.96	(1,852,880)	4.11
Canceled/Forfeited	(5,301,942)	31.95	(4,386,408)	30.48
Outstanding at end of period	19,723,274	$ 20.92	25,887,947	$22.85
Exercisable at end of period	19,723,274	$ 20.92	25,843,106	$22.87

RESTRICTED STOCK AWARDS AND PERFORMANCE STOCK AWARDS

Regions periodically grants restricted stock awards that vest upon service conditions. Regions also periodically grants restricted stock awards and performance stock awards that vest based upon service conditions and performance conditions. Incremental shares earned above the performance target associated with previous performance stock awards are included when and if performance targets are achieved. Dividend payments during the vesting period are deferred to the end of the vesting term. The fair value of these restricted shares, restricted stock units and performance stock units was estimated based upon the fair value of the underlying shares on the date of the grant. The valuation was not adjusted for the deferral of dividends.

The following table summarizes the activity related to restricted stock awards and performance stock awards:

	Six Months Ended June 30			
	2015		2014	
	Number of Shares	Weighted-Average Grant Date Fair Value	Number of Shares	Weighted-Average Grant Date Fair Value
Non-vested at beginning of period	18,427,409	$ 8.07	16,212,198	$ 6.83
Granted	6,603,342	9.90	5,345,093	11.22
Vested	(7,968,049)	6.01	(2,471,617)	6.83
Forfeited	(371,998)	8.18	(178,505)	7.42
Non-vested at end of period	16,690,704	$ 9.50	18,907,169	$ 8.06

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NOTE 10. PENSION AND OTHER POSTRETIREMENT BENEFITS
Regions has a defined benefit pension plan qualified under the Internal Revenue Code covering only certain employees as the pension plan is closed to new entrants. The Company also sponsors a supplemental executive retirement program (the "SERP"), which is a non-qualified pension plan that provides certain senior executive officers defined benefits in relation to their compensation.
Net periodic pension cost, which is recorded in salaries and employee benefits on the consolidated statements of income, included the following components:

	Qualified Plan		Non-qualified Plans		Total	
	Three Months Ended June 30					
	2015	2014	2015	2014	2015	2014
	(In millions)					
Service cost	$10	$8	$2	$1	$12	$9
Interest cost	21	22	2	2	23	24
Expected return on plan assets	(38)	(35)	—	—	(38)	(35)
Amortization of actuarial loss	11	5	1	—	12	5
Amortization of prior service cost	—	—	—	1	—	1
Settlement charge	—	—	—	3	—	3
Net periodic pension cost	$4	$—	$5	$7	$9	$7

	Qualified Plan		Non-qualified Plans		Total	
	Six Months Ended June 30					
	2015	2014	2015	2014	2015	2014
	(In millions)					
Service cost	$20	$16	$3	$2	$23	$18
Interest cost	42	44	3	3	45	47
Expected return on plan assets	(74)	(69)	—	—	(74)	(69)
Amortization of actuarial loss	22	10	2	1	24	11
Amortization of prior service cost	—	—	—	1	—	1
Settlement charge	—	—	—	3	—	3
Net periodic pension cost	$10	$1	$8	$10	$18	$11

Regions' policy for funding the qualified pension plan is to contribute annually at least the amount required by Internal Revenue Service ("IRS") minimum funding standards. Regions made a contribution of $150 million for the 2014 plan year during the first three months of 2015.
Regions also provides other postretirement benefits such as defined benefit health care plans and life insurance plans that cover certain retired employees. There was no material impact from other postretirement benefits on the consolidated financial statements for the six months ended June 30, 2015 or 2014.

NOTE 11. INCOME TAXES
During the second quarter of 2015, the Company reached an agreement with the IRS to settle audits for the tax years 2010, 2011 and 2012. The settlement reduced income tax expense by $4 million in the second quarter of 2015, including a reduction in unrecognized tax benefits ("UTBs") of $3 million. The Company has entered the IRS’s Compliance Assurance Process program for 2015.
A state audit settlement during the second quarter of 2015 resulted in a reduction in income tax expense of $3 million. With few exceptions, the Company is no longer subject to state and local tax examinations for tax years before 2008. Currently there are disputed tax positions taken in previously filed tax returns with certain states. The Company continues to evaluate these positions and intends to defend proposed adjustments made by these tax authorities. The Company does not anticipate the ultimate resolution of these examinations will result in a material change to its business, financial position, results of operations or cash flows.

As of June 30, 2015 and December 31, 2014, the balance in the Company's UTBs was $44 million and $50 million, respectively. The decrease of $6 million is principally related to the settlement of the state audit and the IRS audit previously discussed. As of June 30, 2015 and December 31, 2014, the balance of UTBs that would reduce the effective tax rate, if recognized, was $29 million and $34 million, respectively.

NOTE 12. DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGING ACTIVITIES

The following tables present the notional amount and estimated fair value of derivative instruments on a gross basis as of June 30, 2015 and December 31, 2014.

	June 30, 2015			December 31, 2014		
	Notional	Estimated Fair Value		Notional	Estimated Fair Value	
	Amount	Gain[(1)]	Loss[(1)]	Amount	Gain[(1)]	Loss[(1)]
	(In millions)					
Derivatives in fair value hedging relationships:						
Interest rate swaps	$2,217	$8	$15	$2,817	$6	$30
Derivatives in cash flow hedging relationships:						
Interest rate swaps	8,950	60	12	8,050	38	31
Total derivatives designated as hedging instruments	$11,167	$68	$27	$10,867	$44	$61
Derivatives not designated as hedging instruments:						
Interest rate swaps	$40,012	$528	$575	$45,860	$941	$972
Interest rate options	2,991	17	1	3,016	10	2
Interest rate futures and forward commitments	17,530	11	5	17,978	3	8
Other contracts	4,441	134	134	4,149	217	211
Total derivatives not designated as hedging instruments	$64,974	$690	$715	$71,003	$1,171	$1,193
Total derivatives	$76,141	$758	$742	$81,870	$1,215	$1,254

(1) Derivatives in a gain position are recorded as other assets and derivatives in a loss position are recorded as other liabilities on the consolidated balance sheets.

HEDGING DERIVATIVES

Derivatives entered into to manage interest rate risk and facilitate asset/liability management strategies are designated as hedging derivatives. Derivative financial instruments that qualify in a hedging relationship are classified, based on the exposure being hedged, as either fair value hedges or cash flow hedges. See Note 1 "Summary of Significant Accounting Policies" of the Annual Report on Form 10-K for the year ended December 31, 2014 for additional information regarding accounting policies for derivatives.

FAIR VALUE HEDGES

Fair value hedge relationships mitigate exposure to the change in fair value of an asset, liability or firm commitment. Regions enters into interest rate swap agreements to manage interest rate exposure on the Company’s fixed-rate borrowings, which includes long-term debt and certificates of deposit. These agreements involve the receipt of fixed-rate amounts in exchange for floating-rate interest payments over the life of the agreements. Regions enters into interest rate swap agreements to manage interest rate exposure on certain of the Company's fixed-rate available for sale securities. These agreements involve the payment of fixed-rate amounts in exchange for floating-rate interest receipts.

CASH FLOW HEDGES

Cash flow hedge relationships mitigate exposure to the variability of future cash flows or other forecasted transactions.

Regions enters into interest rate swap agreements to manage overall cash flow changes related to interest rate risk exposure on LIBOR-based loans. The agreements effectively modify the Company’s exposure to interest rate risk by utilizing receive fixed/pay LIBOR interest rate swaps.

Regions issues long-term fixed-rate debt for various funding needs. Regions may enter into receive LIBOR/pay fixed forward starting swaps to hedge risks of changes in the projected quarterly interest payments attributable to changes in the benchmark interest rate ("LIBOR") during the time leading up to the probable issuance date of the new long-term fixed-rate debt.

Regions recognized an unrealized after-tax gain of $18 million and $48 million in accumulated other comprehensive income (loss) at June 30, 2015 and 2014, respectively, related to terminated cash flow hedges of loan and debt instruments, which will be

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amortized into earnings in conjunction with the recognition of interest payments through 2018. Regions recognized pre-tax income of $11 million and $13 million during the three months ended June 30, 2015 and 2014, respectively, and pre-tax income of $22 million and $24 million during the six months ended June 30, 2015 and 2014, respectively, related to the amortization of cash flow hedges of loan and debt instruments.

Regions expects to reclassify out of accumulated other comprehensive income (loss) and into earnings approximately $100 million in pre-tax income due to the receipt of interest payments on all cash flow hedges within the next twelve months. Included in this amount is $27 million in pre-tax net gains related to the amortization of discontinued cash flow hedges. The maximum length of time over which Regions is hedging its exposure to the variability in future cash flows for forecasted transactions is approximately six years as of June 30, 2015.

The following tables present the effect of hedging derivative instruments on the consolidated statements of income:

	Gain or (Loss) Recognized in Income on Derivatives		Location of Amounts Recognized in Income on Derivatives and Related Hedged Item	Gain or (Loss) Recognized in Income on Related Hedged Item	
	Three Months Ended June 30			Three Months Ended June 30	
	2015	2014		2015	2014
	(In millions)			(In millions)	
Fair Value Hedges:					
Interest rate swaps on:					
Debt/CDs	$4	$6	Interest expense	$2	$6
Debt/CDs	(3)	(6)	Other non-interest expense	3	8
Securities available for sale	(4)	(4)	Interest income	—	—
Securities available for sale	25	(14)	Other non-interest expense	(25)	13
Total	$22	$(18)		$(20)	$27

	Effective Portion[3]				
	Gain or (Loss) Recognized in AOCI[1]		Location of Amounts Reclassified from AOCI into Income	Gain or (Loss) Reclassified from AOCI into Income[2]	
	Three Months Ended June 30			Three Months Ended June 30	
	2015	2014		2015	2014
	(In millions)			(In millions)	
Cash Flow Hedges:					
Interest rate swaps	$(25)	$22	Interest income on loans	$34	$31
Forward starting swaps	—	1	Interest expense on debt	—	(2)
Total	$(25)	$23		$34	$29

	Gain or (Loss) Recognized in Income on Derivatives		Location of Amounts Recognized in Income on Derivatives and Related Hedged Item	Gain or (Loss) Recognized in Income on Related Hedged Item	
	Six Months Ended June 30			Six Months Ended June 30	
	2015	2014		2015	2014
	(In millions)			(In millions)	
Fair Value Hedges:					
Interest rate swaps on:					

Debt/CDs	$8	$15	Interest expense	$6	$8
Debt/CDs	4	(14)	Other non-interest expense	(4)	17
Securities available for sale	(8)	(8)	Interest income	—	—
Securities available for sale	5	(32)	Other non-interest expense	(6)	27
Total	$9	$(39)		$(4)	$52

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	Effective Portion[3]				
	Gain or (Loss) Recognized in AOCI[1]		Location of Amounts Reclassified from AOCI into Income	Gain or (Loss) Reclassified from AOCI into Income[2]	
	Six Months Ended June 30			Six Months Ended June 30	
	2015	2014		2015	2014
	(In millions)			(In millions)	
Cash Flow Hedges:					
Interest rate swaps	$12	$26	Interest income on loans	$67	$62
Forward starting swaps	—	3	Interest expense on debt	—	(5)
Total	$12	$29		$67	$57

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(1) After-tax

(2) Pre-tax

(3) All cash flow hedges were highly effective for all periods presented, and the change in fair value attributed to hedge ineffectiveness was not material.

DERIVATIVES NOT DESIGNATED AS HEDGING INSTRUMENTS

The Company maintains a derivatives portfolio of interest rate swaps, option contracts, and futures and forward commitments used to meet the needs of its customers. The portfolio is primarily used to help clients manage market risk. The Company is subject to the credit risk that a counterparty will fail to perform. The Company is also subject to market risk, which is evaluated by the Company and monitored by the asset/liability management process. Separate derivative contracts are entered into to reduce overall market exposure to pre-defined limits. The contracts in this portfolio do not qualify for hedge accounting and are marked-to-market through earnings and included in other assets and other liabilities.

Regions enters into interest rate lock commitments, which are commitments to originate mortgage loans whereby the interest rate on the loan is determined prior to funding and the customers have locked into that interest rate. At June 30, 2015 and December 31, 2014, Regions had $443 million and $233 million, respectively, in total notional amount of interest rate lock commitments. Regions manages market risk on interest rate lock commitments and mortgage loans held for sale with corresponding forward sale commitments. Residential mortgage loans held for sale are recorded at fair value with changes in fair value recorded in mortgage income. Commercial mortgage loans held for sale are recorded at the lower of cost or market with changes to the value of the related forward sale commitments recorded in capital markets fee income and other. At June 30, 2015 and December 31, 2014, Regions had $859 million and $621 million, respectively, in total notional amount related to these forward sale commitments.

Regions has elected to account for residential mortgage servicing rights at fair market value with any changes to fair value being recorded within mortgage income. Concurrent with the election to use the fair value measurement method, Regions began using various derivative instruments, in the form of forward rate commitments, futures contracts, swaps and swaptions to mitigate the consolidated statement of income effect of changes in the fair value of its residential mortgage servicing rights. As of June 30, 2015 and December 31, 2014, the total notional amount related to these contracts was $3.4 billion and $3.7 billion, respectively.

The following table presents the location and amount of gain or (loss) recognized in income on derivatives not designated as hedging instruments in the consolidated statements of income for the three and six months ended June 30, 2015 and 2014:

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Derivatives Not Designated as Hedging Instruments	Three Months Ended June 30 2015	2014	Six Months Ended June 30 2015	2014
	(In millions)			
Capital markets fee income and other[1]:				
Interest rate swaps	$4	$3	$8	$5
Interest rate options	4	—	4	—
Interest rate futures and forward commitments	—	(1)	(1)	(1)
Other contracts	(11)	4	(7)	6
Total capital markets fee income and other	(3)	6	4	10
Mortgage income:				
Interest rate swaps	(16)	10	(3)	18
Interest rate options	(3)	3	4	6
Interest rate futures and forward commitments	3	(4)	7	(8)
Total mortgage income	(16)	9	8	16
	$(19)	$15	$12	$26

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(1) Capital markets fee income and other is included in Other income on the consolidated statements of income.

Credit risk, defined as all positive exposures not collateralized with cash or other assets or reserved for, at both June 30, 2015 and December 31, 2014, totaled approximately $392 million. This amount represents the net credit risk on all trading and other derivative positions held by Regions.

CREDIT DERIVATIVES

Regions has both bought and sold credit protection in the form of participations on interest rate swaps (swap participations). These swap participations, which meet the definition of credit derivatives, were entered into in the ordinary course of business to serve the credit needs of customers. Credit derivatives, whereby Regions has purchased credit protection, entitle Regions to receive a payment from the counterparty when the customer fails to make payment on any amounts due to Regions upon early termination of the swap transaction and have maturities between 2015 and 2020. Credit derivatives whereby Regions has sold credit protection have maturities between 2016 and 2022. For contracts where Regions sold credit protection, Regions would be required to make payment to the counterparty when the customer fails to make payment on any amounts due to the counterparty upon early termination of the swap transaction. Regions bases the current status of the prepayment/performance risk on bought and sold credit derivatives on recently issued internal risk ratings consistent with the risk management practices of unfunded commitments.

Regions’ maximum potential amount of future payments under these contracts as of June 30, 2015 was approximately $99 million. This scenario would only occur if variable interest rates were at zero percent and all counterparties defaulted with zero recovery. The fair value of sold protection at June 30, 2015 and 2014 was immaterial. In transactions where Regions has sold credit protection, recourse to collateral associated with the original swap transaction is available to offset some or all of Regions’ obligation.

CONTINGENT FEATURES

Certain of Regions’ derivative instrument contracts with broker-dealers contain credit-related termination provisions and/or credit-related provisions regarding the posting of collateral, allowing those broker-dealers to terminate the contracts in the event that Regions’ and/or Regions Bank’s credit ratings falls below specified ratings from certain major credit rating agencies. The aggregate fair value of all derivative instruments with any credit-risk-related contingent features that were in a liability position on June 30, 2015 and December 31, 2014, was $235 million and $272 million, respectively, for which Regions had posted collateral of $234 million and $272 million, respectively, in the normal course of business.

OFFSETTING

Regions engages in derivatives transactions with dealers and customers. These derivatives transactions are subject to enforceable master netting agreements, which include a right of setoff by the non-defaulting or non-affected party upon early termination of the derivatives transaction. The following table presents the Company's gross derivative positions, including collateral posted or received, as of June 30, 2015 and December 31, 2014.

	Offsetting Derivative Assets		Offsetting Derivative Liabilities	
	June 30, 2015	December 31, 2014	June 30, 2015	December 31, 2014
	(In millions)			
Gross amounts subject to offsetting	$679	$1,157	$673	$1,195
Gross amounts not subject to offsetting	79	58	69	59
Gross amounts recognized	758	1,215	742	1,254
Gross amounts offset in the consolidated balance sheets(1)	361	815	589	1,054
Net amounts presented in the consolidated balance sheets	397	400	153	200
Gross amounts not offset in the consolidated balance sheets:				
Financial instruments	5	8	12	—
Cash collateral received/posted	—	—	12	29
Net amounts	$392	$392	$129	$171

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(1) At June 30, 2015, gross amounts of derivative assets and liabilities offset in the consolidated balance sheets presented above include cash collateral received of $82 million and cash collateral posted of $309 million. At December 31, 2014, gross amounts of derivative assets and liabilities offset in the consolidated balance sheets presented above include cash collateral received of $111 million and cash collateral posted of $354 million.

Gross amounts of derivatives not subject to offsetting primarily consist of derivatives cleared through a Central Counterparty Clearing House ("CCP") and interest rate lock commitments to originate mortgage loans. During 2014, Regions obtained legal opinions which support that trades cleared through the Chicago Mercantile Exchange are governed under a master netting agreement and, consequently, trades cleared through this CCP receive balance sheet netting treatment. Legal opinions have not been obtained for trades cleared through the London Clearing House, Ltd,. and, therefore, trades cleared through this CCP are not offset on Regions' consolidated balance sheets.

NOTE 13. FAIR VALUE MEASUREMENTS

See Note 1 “Summary of Significant Accounting Policies” to the consolidated financial statements of the Annual Report on Form 10-K for the year ended December 31, 2014 for a description of valuation methodologies for assets and liabilities measured at fair value on a recurring and non-recurring basis. Assets and liabilities measured at fair value rarely transfer between Level 1 and Level 2 measurements. There were no such transfers during the six month periods ended June 30, 2015 and 2014. Trading account securities and securities available for sale may be periodically transferred to or from Level 3 valuation based on management’s conclusion regarding the observability of inputs used in valuing the security. Such transfers are accounted for as if they occur at the beginning of a reporting period.

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The following table presents assets and liabilities measured at estimated fair value on a recurring basis and non-recurring basis as of June 30, 2015 and December 31, 2014:

	June 30, 2015				December 31, 2014			
	Level 1	Level 2	Level 3	Total Estimated Fair Value	Level 1	Level 2	Level 3	Total Estimated Fair Value
	(In millions)							
Recurring fair value measurements								
Trading account securities	$110	$—	$—	$ 110	$106	$—	$—	$ 106
Securities available for sale:								
U.S. Treasury securities	$181	$—	$—	$ 181	$176	$—	$—	$ 176
Federal agency securities	—	228	—	228	—	235	—	235
Obligations of states and political subdivisions	—	2	—	2	—	2	—	2
Mortgage-backed securities (MBS):								
Residential agency	—	15,942	—	15,942	—	16,038	—	16,038
Residential non-agency	—	—	6	6	—	—	8	8
Commercial agency	—	2,176	—	2,176	—	1,964	—	1,964
Commercial non-agency	—	1,481	—	1,481	—	1,494	—	1,494
Corporate and other debt securities	—	1,801	3	1,804	—	1,987	3	1,990
Equity securities(1)	224	—	—	224	146	—	—	146
Total securities available for sale	$405	$21,630	$9	$ 22,044	$322	$21,720	$11	$ 22,053
Mortgage loans held for sale	$—	$466	$—	$ 466	$—	$440	$—	$ 440
Residential mortgage servicing rights	$—	$—	$268	$ 268	$—	$—	$257	$ 257
Derivative assets:								
Interest rate swaps	$—	$596	$—	$ 596	$—	$985	$—	$ 985
Interest rate options	—	2	15	17	—	2	8	10
Interest rate futures and forward commitments	—	11	—	11	—	3	—	3
Other contracts	—	134	—	134	—	217	—	217
Total derivative assets	$—	$743	$15	$ 758	$—	$1,207	$8	$ 1,215
Derivative liabilities:								
Interest rate swaps	$—	$602	$—	$ 602	$—	$1,033	$—	$ 1,033
Interest rate options	—	1	—	1	—	2	—	2
Interest rate futures and forward commitments	—	5	—	5	—	8	—	8
Other contracts	—	134	—	134	—	211	—	211
Total derivative liabilities	$—	$742	$—	$ 742	$—	$1,254	$—	$ 1,254
Nonrecurring fair value measurements								
Loans held for sale	$—	$—	$8	$ 8	$—	$—	$33	$ 33
Foreclosed property and other real estate	—	37	46	83	—	41	8	49

(1) Excludes Federal Reserve Bank and Federal Home Loan Bank Stock totaling $484 million and $144 million at June 30, 2015 and $488 million and $39 million at December 31, 2014, respectively.

Assets and liabilities in all levels could result in volatile and material price fluctuations. Realized and unrealized gains and losses on Level 3 assets represent only a portion of the risk to market fluctuations in Regions' consolidated balance sheets. Further, derivatives included in Levels 2 and 3 are used by the Asset and Liability Management Committee of the Company in a holistic approach to managing price fluctuation risks.

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The following tables illustrate a rollforward for all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the three and six months ended June 30, 2015 and 2014. The tables do not reflect the change in fair value attributable to any related economic hedges the Company used to mitigate the interest rate risk associated with these assets and liabilities. The net changes in realized gains (losses) included in earnings related to Level 3 assets and liabilities held at June 30, 2015 and 2014 are not material.

	Three Months Ended June 30, 2015									
		Total Realized / Unrealized Gains or Losses								
	Opening Balance April 1, 2015	Included in Earnings	Included in Other Compre-hensive Income (Loss)	Purchases	Sales	Issuances	Settlements	Transfers into Level 3	Transfers out of Level 3	Closing Balance June 30, 2015
	(In millions)									
Level 3 Instruments Only										
Securities available for sale:										
Residential non-agency MBS	$7	—	—	—	—	—	(1)	—	—	$6
Corporate and other debt securities	3	—	—	—	—	—	—	—	—	3
Total securities available for sale	$10	—	—	—	—	—	(1)	—	—	$9
Residential mortgage servicing rights	$239	17 (1)	—	12	—	—	—	—	—	$268
Total derivatives, net	$14	21 (1)	—	4	—	—	(24)	—	—	$15

	Three Months Ended June 30, 2014									
		Total Realized / Unrealized Gains or Losses								
	Opening Balance April 1, 2014	Included in Earnings	Included in Other Compre-hensive Income (Loss)	Purchases	Sales	Issuances	Settlements	Transfers into Level 3	Transfers out of Level 3	Closing Balance June 30, 2014
	(In millions)									
Level 3 Instruments Only										

Securities available for sale:										
Residential non-agency MBS	$9	—	—	—	—	—	—	—	—	$9
Corporate and other debt securities	3	—	—	—	—	—	(1)	—	—	2
Total securities available for sale	$12	—	—	—	—	—	(1)	—	—	$11
Residential mortgage servicing rights	$288	(19) (1)	—	7	—	—	—	—	—	$276
Total derivatives, net	$8	29 (1)	—	—	—	—	(25)	—	—	$12

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	Six Months Ended June 30, 2015									
		Total Realized / Unrealized Gains or Losses								
	Opening Balance January 1, 2015	Included in Earnings	Included in Other Compre-hensive Income (Loss)	Purchases	Sales	Issuances	Settlements	Transfers into Level 3	Transfers out of Level 3	Closing Balance June 30, 2015
	(In millions)									
Level 3 Instruments Only										
Securities available for sale:										
Residential non-agency MBS	$8	—	—	—	—	—	(2)	—	—	$6
Corporate and other debt securities	3	—	—	—	—	—	—	—	—	3
Total securities available for sale	$11	—	—	—	—	—	(2)	—	—	$9
Residential mortgage servicing rights	$257	(8) (1)	—	19	—	—	—	—	—	$268
Total derivatives, net	$8	49 (1)	—	4	—	—	(46)	—	—	$15

	Six Months Ended June 30, 2014									
		Total Realized / Unrealized Gains or Losses								
	Opening Balance January 1, 2014	Included in Earnings	Included in Other Compre-hensive Income (Loss)	Purchases	Sales	Issuances	Settlements	Transfers into Level 3	Transfers out of Level 3	Closing Balance June 30, 2014
	(In millions)									
Level 3 Instruments Only										
Securities available for sale:										
Residential non-agency MBS	$9	—	—	—	—	—	—	—	—	$9

Corporate and other debt securities	2	—	—	3	—	—	(3)	—	—	2
Total securities available for sale	$11	—	—	3	—	—	(3)	—	—	$11
Residential mortgage servicing rights	$297	(36) (1)	—	15	—	—	—	—	—	$276
Total derivatives, net	$5	50 (1)	—	—	—	—	(43)	—	—	$12

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(1) Primarily included in mortgage income.

The following table presents the fair value adjustments related to non-recurring fair value measurements:

	Three Months Ended June 30		Six Months Ended June 30	
	2015	2014	2015	2014
	(In millions)			
Loans held for sale	$(4)	$(8)	$(11)	$(23)
Foreclosed property and other real estate	(40)	(7)	(47)	(14)

The following tables present detailed information regarding assets and liabilities measured at fair value using significant unobservable inputs (Level 3) as of June 30, 2015 and December 31, 2014. The tables include the valuation techniques and the significant unobservable inputs utilized. The range of each significant unobservable input as well as the weighted average within the range utilized at June 30, 2015 and December 31, 2014 are included. Following the tables are a description of the valuation technique and the sensitivity of the technique to changes in the significant unobservable input.

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	June 30, 2015 Level 3 Estimated Fair Value at June 30, 2015 (Dollars in millions)	Valuation Technique	Unobservable Input(s)	Quantitative Range of Unobservable Inputs and (Weighted-Average)
Recurring fair value measurements:				
Securities available for sale:				
Residential non-agency MBS	$6	Discounted cash flow	Spread to LIBOR	5.4% - 49.9% (14.6%)
			Weighted-average prepayment speed (CPR; percentage)	4.6% - 30.6% (11.1%)
			Probability of default	1.4%
			Loss severity	40.7%
Corporate and other debt securities	$3	Market comparable	Evaluated quote on same issuer/comparable bond	100.0%
Residential mortgage servicing rights[(1)]	$268	Discounted cash flow	Weighted-average prepayment speed (CPR; percentage)	9.4% - 10.7% (10.0%)
			Option-adjusted spread (percentage)	8.7% - 17.3% (10.0%)
Derivative assets:				
Interest rate options	$11	Interest rate lock commitments on the residential mortgage loans are valued using discounted cash flows	Weighted-average prepayment speed (CPR; percentage)	9.4% - 10.7% (10.0%)
			Option-adjusted spread (percentage)	8.7% - 17.3% (10.0%)
			Pull-through	10.1% - 99.1% (88.4%)
	$4	Interest rate lock commitments on the commercial mortgage loans are valued using discounted cash flows	Internal rate of return	12.0%
Nonrecurring fair value measurements:				
Loans held for sale	$8	Commercial loans held for sale are valued based on multiple data points, including discount to appraised value of	Appraisal comparability adjustment (discount)	13.5% - 82.6% (58.2%)

		collateral based on recent market activity for sales of similar loans		
Foreclosed property and other real estate	$24	Property in foreclosure is valued by discount to appraised value of property based on recent market activity for sales of similar properties	Appraisal comparability adjustment (discount)	25.0% - 53.3% (28.3%)
	$22	Bank owned property valuations are based on comparable sales and local broker network estimates provided by a third-party real estate services provider	Estimated third-party valuations utilizing available sales data for similar transactions (discount)	15.4% - 89.1% (59.5%)

(1) See Note 5 for additional disclosures related to assumptions used in the fair value calculation for residential mortgage servicing rights.

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	December 31, 2014 Level 3 Estimated Fair Value at December 31, 2014 (Dollars in millions)	Valuation Technique	Unobservable Input(s)	Quantitative Range of Unobservable Inputs and (Weighted-Average)
Recurring fair value measurements:				
Securities available for sale:				
Residential non-agency MBS	$8	Discounted cash flow	Spread to LIBOR	5.4% - 49.9% (12.3%)
			Weighted-average prepayment speed (CPR; percentage)	6.3% - 15.0% (9.5%)
			Probability of default	1.4%
			Loss severity	37.4%
Corporate and other debt securities	$3	Market comparable	Evaluated quote on same issuer/comparable bond	99.9%
Residential mortgage servicing rights[(1)]	$257	Discounted cash flow	Weighted-average prepayment speed (CPR; percentage)	9.9% - 22.4% (12.0%)
			Option-adjusted spread (percentage)	7.7% - 11.3% (9.0%)
Derivative assets:				
Interest rate options	$8	Discounted cash flow	Weighted-average prepayment speed (CPR; percentage)	9.9% - 22.4% (12.0%)
			Option-adjusted spread (percentage)	7.7% - 11.3% (9.0%)
			Pull-through	7.3% - 99.1% (87.8%)
Nonrecurring fair value measurements:				
Loans held for sale	$33	Commercial loans held for sale are valued based on multiple data points, including discount to appraised value of collateral based on recent market activity for sales of similar loans	Appraisal comparability adjustment (discount)	8.3% - 90.9% (53.3%)
Foreclosed property and other real estate	$8	Property in foreclosure is valued by discount to appraised value of	Appraisal comparability adjustment (discount)	3.7% - 73.0% (29.6%)

property based on
recent market activity
for sales of similar
properties

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(1) See Note 7 to the consolidated financial statements of the Annual Report on Form 10-K for the year ended December 31, 2014 for additional disclosures related to assumptions used in the fair value calculation for residential mortgage servicing rights.

RECURRING FAIR VALUE MEASUREMENTS USING SIGNIFICANT UNOBSERVABLE INPUTS

Securities available for sale

Mortgage-backed securities: residential non-agency—The fair value reported in this category relates to retained interests in legacy securitizations. Significant unobservable inputs include the spread to LIBOR, constant prepayment rate, probability of default, and loss severity in the event of default. Significant increases in any of these inputs in isolation would result in significantly lower fair value measurement. Generally, a change in the assumption used for the probability of default is accompanied by a directionally similar change in the assumption used for loss severity and a directionally opposite change in the assumption used for prepayment rates.

Corporate and other debt securities—Significant unobservable inputs include evaluated quotes on comparable bonds for the same issuer and management-determined comparability adjustments. Changes in the evaluated quote on comparable bonds would result in a directionally similar change in the fair value of the other debt securities.

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Residential mortgage servicing rights
The significant unobservable inputs used in the fair value measurement of residential mortgage servicing rights ("MSR") are option adjusted spreads (“OAS”) and prepayment speed. This method requires generating cash flow projections over multiple interest rate scenarios and discounting those cash flows at a risk adjusted rate. Additionally, the impact of prepayments and changes in the OAS are based on a variety of underlying inputs such as servicing costs. Increases or decreases to the underlying cash flow inputs will have a corresponding impact on the value of the MSR asset. The net change in unrealized gains (losses) included in earnings related to MSRs held at period end are disclosed as the changes in valuation inputs or assumptions included in the MSR rollforward table in Note 5. See Note 5 for these amounts and additional disclosures related to assumptions used in the fair value calculation for MSRs.
Derivative assets
Residential mortgage interest rate options—These instruments are interest rate lock agreements made in the normal course of originating residential mortgage loans. Significant unobservable inputs in the fair value measurement are OAS, prepayment speeds, and pull-through. The impact of OAS and prepayment speed inputs in the valuation of these derivative instruments are consistent with the MSR discussion above. Pull-through is an estimate of the number of interest rate lock commitments that will ultimately become funded loans. Increases or decreases in the pull-through assumption will have a corresponding impact on the value of these derivative assets.
Commercial mortgage interest rate options—These instruments are interest rate lock agreements made in the normal course of originating commercial mortgage loans. The significant unobservable input in the fair value measurement using discounted cash flows is the internal rates of return. The Company's internal rates of return are compared against those of market competitors, and should those rates change the Company's rates would also change in a similar direction.
NON-RECURRING FAIR VALUE MEASUREMENTS USING SIGNIFICANT UNOBSERVABLE INPUTS
Loans held for sale
Commercial loans held for sale are valued based on multiple data points indicating the fair value for each loan. The primary data point for loans held for sale is a discount to the appraised value of the underlying collateral, which considers the return required by potential buyers of the loans. Management establishes this discount or comparability adjustment based on recent sales of loans secured by similar property types. As liquidity in the market increases or decreases, the comparability adjustment and the resulting asset valuation are impacted.
Foreclosed property and other real estate
Property in foreclosure is valued based on offered quotes as available. If no sales contract is pending for a specific property, management establishes a comparability adjustment to the appraised value based on historical activity considering proceeds for properties sold versus the corresponding appraised value. Increases or decreases in realization for properties sold impact the comparability adjustment for similar assets remaining on the balance sheet. Bank owned property available for sale is valued based on estimated third-party valuations utilizing recent sales data from similar transactions. A broker's opinion of value ("BOV") is obtained to further support the asset valuations. Updated valuations along with actual sales results of similar properties can further impact these values.
FAIR VALUE OPTION
Regions has elected the fair value option for all FNMA and FHLMC eligible residential mortgage loans originated with the intent to sell. These elections allow for a more effective offset of the changes in fair values of the loans and the derivative instruments used to economically hedge them without the burden of complying with the requirements for hedge accounting. Regions has not elected the fair value option for other loans held for sale primarily because they are not economically hedged using derivative instruments. Fair values of mortgage loans held for sale are based on traded market prices of similar assets where available and/or discounted cash flows at market interest rates, adjusted for securitization activities that include servicing values and market conditions, and are recorded in loans held for sale in the consolidated balance sheets.

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The following table summarizes the difference between the aggregate fair value and the aggregate unpaid principal balance for mortgage loans held for sale measured at fair value:

	June 30, 2015			December 31, 2014		
	Aggregate Fair Value	Aggregate Unpaid Principal	Aggregate Fair Value Less Aggregate Unpaid Principal	Aggregate Fair Value	Aggregate Unpaid Principal	Aggregate Fair Value Less Aggregate Unpaid Principal
	(In millions)					
Mortgage loans held for sale, at fair value	$466	$455	$ 11	$440	$421	$ 19

Interest income on mortgage loans held for sale is recognized based on contractual rates and is reflected in interest income on loans held for sale in the consolidated statements of income. The following table details net gains resulting from changes in fair value of these loans which were recorded in mortgage income in the consolidated statements of income during the three and six months ended June 30, 2015 and 2014, respectively. These changes in fair value are mostly offset by economic hedging activities. An immaterial portion of these amounts was attributable to changes in instrument-specific credit risk.

	Mortgage loans held for sale, at fair value			
	Three Months Ended June 30		Six Months Ended June 30	
	2015	2014	2015	2014
	(In millions)			
Net gains (losses) resulting from changes in fair value	$(4)	$11	$(8)	$17

The carrying amounts and estimated fair values, as well as the level within the fair value hierarchy, of the Company's financial instruments as of June 30, 2015 are as follows:

	June 30, 2015				
	Carrying Amount	Estimated Fair Value(1)	Level 1	Level 2	Level 3
	(In millions)				
Financial assets:					
Cash and cash equivalents	$3,755	$3,755	$3,755	$—	$—
Trading account securities	110	110	110	—	—
Securities held to maturity	2,067	2,093	1	2,092	—
Securities available for sale	22,672	22,672	405	22,258	9
Loans held for sale	511	511	—	466	45
Loans (excluding leases), net of unearned income and allowance for loan losses(2)(3)	77,186	74,140	—	—	74,140
Other interest-earning assets	70	70	—	70	—
Derivative assets	758	758	—	743	15
Financial liabilities:					
Derivative liabilities	742	742	—	742	—
Deposits	97,075	97,051	—	97,051	—
Short-term borrowings	1,846	1,846	—	1,846	—
Long-term borrowings	3,602	4,179	—	3,241	938
Loan commitments and letters of credit	104	468	—	—	468
Indemnification obligation	203	185	—	—	185

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(1) Estimated fair values are consistent with an exit price concept. The assumptions used to estimate the fair values are intended to approximate those that a market participant would use in a hypothetical orderly transaction. In estimating fair value, the Company makes adjustments for interest rates, market liquidity and credit spreads as appropriate.

(2) The estimated fair value of portfolio loans assumes sale of the loans to a third-party financial investor. Accordingly, the value to the Company if the loans were held to maturity is not reflected in the fair value estimate. In the current whole loan market, financial investors are generally requiring a higher rate of return than the return inherent in loans if held to maturity. The fair value discount at June 30, 2015 was $3.0 billion or 4.0 percent.

(3) Excluded from this table is the lease carrying amount of $1.8 billion at June 30, 2015.

The carrying amounts and estimated fair values, as well as the level within the fair value hierarchy, of the Company's financial instruments as of December 31, 2014 are as follows:

	December 31, 2014				
	Carrying Amount	Estimated Fair Value(1)	Level 1	Level 2	Level 3
	(In millions)				
Financial assets:					
Cash and cash equivalents	$4,004	$4,004	$4,004	$—	$—
Trading account securities	106	106	106	—	—
Securities held to maturity	2,175	2,209	1	2,208	—
Securities available for sale	22,580	22,580	322	22,247	11
Loans held for sale	541	541	—	440	101
Loans (excluding leases), net of unearned income and allowance for loan losses(2)(3)	74,482	70,114	—	—	70,114
Other interest-earning assets	89	89	—	89	—
Derivative assets	1,215	1,215	—	1,207	8
Financial liabilities:					
Derivative liabilities	1,254	1,254	—	1,254	—
Deposits	94,200	94,186	—	94,186	—
Short-term borrowings	2,253	2,253	—	2,253	—
Long-term borrowings	3,462	3,871	—	3,504	367
Loan commitments and letters of credit	106	539	—	—	539
Indemnification obligation	206	198	—	—	198

(1) Estimated fair values are consistent with an exit price concept. The assumptions used to estimate the fair values are intended to approximate those that a market participant would use in a hypothetical orderly transaction. In estimating fair value, the Company makes adjustments for interest rates, market liquidity and credit spreads as appropriate.

(2) The estimated fair value of portfolio loans assumes sale of the loans to a third-party financial investor. Accordingly, the value to the Company if the loans were held to maturity is not reflected in the fair value estimate. In the current whole loan market, financial investors are generally requiring a higher rate of return than the return inherent in loans if held to maturity. The fair value discount at December 31, 2014 was $4.4 billion or 5.9 percent.

(3) Excluded from this table is the lease carrying amount of $1.7 billion at December 31, 2014.

NOTE 14. BUSINESS SEGMENT INFORMATION

Each of Regions' reportable segments is a strategic business unit that serves specific needs of Regions' customers based on the products and services provided. The segments are based on the manner in which management views the financial performance of the business. The Company has three reportable segments: Corporate Bank, Consumer Bank, and Wealth Management, with the remainder split between Discontinued Operations and Other. During the fourth quarter of 2014, Regions reorganized its internal management structure and, accordingly, its segment reporting structure. Previously, Regions' three operating segments were Business Services, Consumer Services, and Wealth Management. Under the organizational realignment, Regions has created a Consumer Bank, which consists principally of the previous Consumer Services segment with businesses that serve retail and small business banking customers, and a Corporate Bank, which consists principally of the previous Business Services segment with businesses that serve middle-market and large commercial clients. Previously, small business banking was located within Business Services, but now resides in the Consumer Bank as its product set is more consistent with those offered in that segment. The Wealth Management segment remained unchanged during the reorganization. Segment results for all periods presented have been recast to reflect this organizational realignment.

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The application and development of management reporting methodologies is a dynamic process and is subject to periodic enhancements. As these enhancements are made, financial results presented by each reportable segment may be periodically revised.

The following tables present financial information for each reportable segment for the period indicated.

	Three Months Ended June 30, 2015						
	Corporate Bank	Consumer Bank	Wealth Management	Other	Continuing Operations	Discontinued Operations	Consolidated
	(In millions)						
Net interest income (loss)	$282	$609	$41	$(112)	$820	$—	$820
Provision (credit) for loan losses	(5)	49	2	17	63	—	63
Non-interest income	98	286	98	108	590	—	590
Non-interest expense	154	615	104	61	934	6	940
Income (loss) before income taxes	231	231	33	(82)	413	(6)	407
Income tax expense (benefit)	88	88	12	(64)	124	(2)	122
Net income (loss)	$143	$143	$21	$(18)	$289	$(4)	$285
Average assets	$45,884	$38,173	$2,889	$33,929	$120,875	$—	$120,875

	Three Months Ended June 30, 2014						
	Corporate Bank	Consumer Bank	Wealth Management	Other	Continuing Operations	Discontinued Operations	Consolidated
	(In millions)						
Net interest income (loss)	$288	$616	$44	$(125)	$823	$—	$823
Provision (credit) for loan losses	—	67	—	(32)	35	—	35
Non-interest income	73	285	91	26	475	—	475
Non-interest expense	132	583	100	5	820	(2)	818
Income (loss) before income taxes	229	251	35	(72)	443	2	445
Income tax expense (benefit)	87	96	14	(49)	148	1	149
Net income (loss)	$142	$155	$21	$(23)	$295	$1	$296
Average assets	$43,745	$38,266	$2,971	$32,899	$117,881	$—	$117,881

	Six Months Ended June 30, 2015						
	Corporate Bank	Consumer Bank	Wealth Management	Other	Continuing Operations	Discontinued Operations	Consolidated
	(In millions)						
Net interest income (loss)	$562	$1,209	$83	$(219)	$1,635	$—	$1,635

Provision (credit) for loan losses	(6)	101	5	12	112	—	112
Non-interest income	188	551	198	123	1,060	—	1,060
Non-interest expense	307	1,204	209	119	1,839	10	1,849
Income (loss) before income taxes	449	455	67	(227)	744	(10)	734
Income tax expense (benefit)	171	173	25	(150)	219	(4)	215
Net income (loss)	$278	$282	$42	$(77)	$525	$(6)	$519
Average assets	$45,520	$38,083	$2,901	$34,218	$120,722	$—	$120,722

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	Six Months Ended June 30, 2014						
	Corporate Bank (In millions)	Consumer Bank	Wealth Management	Other	Continuing Operations	Discontinued Operations	Consolidated
Net interest income (loss)	$570	$1,227	$89	$(247)	$1,639	$—	$1,639
Provision (credit) for loan losses	1	147	1	(112)	37	—	37
Non-interest income	149	561	183	39	932	—	932
Non-interest expense	267	1,146	200	24	1,637	(21)	1,616
Income (loss) before income taxes	451	495	71	(120)	897	21	918
Income tax expense (benefit)	172	188	27	(88)	299	8	307
Net income	$279	$307	$44	$(32)	$598	$13	$611
Average assets	$43,134	$38,496	$2,965	$33,205	$117,800	$—	$117,800

NOTE 15. COMMITMENTS, CONTINGENCIES AND GUARANTEES

COMMERCIAL COMMITMENTS

Regions issues off-balance sheet financial instruments in connection with lending activities. The credit risk associated with these instruments is essentially the same as that involved in extending loans to customers and is subject to Regions’ normal credit approval policies and procedures. Regions measures inherent risk associated with these instruments by recording a reserve for unfunded commitments based on an assessment of the likelihood that the guarantee will be funded and the creditworthiness of the customer or counterparty. Collateral is obtained based on management’s assessment of the creditworthiness of the customer.

Credit risk associated with these instruments is represented by the contractual amounts indicated in the following table:

	June 30, 2015 (In millions)	December 31, 2014
Unused commitments to extend credit	$45,142	$43,724
Standby letters of credit	1,545	1,697
Commercial letters of credit	63	71
Liabilities associated with standby letters of credit	39	40
Assets associated with standby letters of credit	39	40
Reserve for unfunded credit commitments	64	65

Unused commitments to extend credit—To accommodate the financial needs of its customers, Regions makes commitments under various terms to lend funds to consumers, businesses and other entities. These commitments include (among others) credit card and other revolving credit agreements, term loan commitments and short-term borrowing agreements. Many of these loan commitments have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of these commitments are expected to expire without being funded, the total commitment amounts do not necessarily represent future liquidity requirements.

Standby letters of credit—Standby letters of credit are also issued to customers, which commit Regions to make payments on behalf of customers if certain specified future events occur. Regions has recourse against the customer for any amount required to be paid to a third party under a standby letter of credit. Historically, a large percentage of standby letters of credit expire without being funded. The contractual amount of standby letters of credit represents the maximum potential amount of future payments Regions could be required to make and represents Regions’ maximum credit risk.

Commercial letters of credit—Commercial letters of credit are issued to facilitate foreign or domestic trade transactions for customers. As a general rule, drafts will be drawn when the goods underlying the transaction are in transit.

LEGAL CONTINGENCIES

Regions, its affiliates and subsidiaries, and current and former officers, directors and employees, are sometimes collectively referred to as Regions and certain Related Persons. Regions and its subsidiaries are subject to loss contingencies related to litigation, claims, investigations and legal and administrative cases and proceedings arising in the ordinary course of business. Regions evaluates these contingencies based on information currently available, including advice of counsel. Regions establishes accruals for those matters when a loss contingency is considered probable and the related amount is reasonably estimable. Any accruals are periodically reviewed and may be adjusted as circumstances change. Some of Regions' exposure with respect to loss contingencies may be offset by applicable insurance coverage. In determining the amounts of any accruals or estimates of possible loss contingencies however, Regions does not take into account the availability of insurance coverage. To the extent that Regions has an insurance recovery, the proceeds are recorded in the period the recovery is received.

In addition, as previously discussed, Regions has agreed to indemnify Raymond James for all legal matters resulting from pre-closing activities in conjunction with the sale of Morgan Keegan and recorded an indemnification obligation at fair value in the second quarter of 2012. The indemnification obligation had a carrying amount of approximately $203 million and an estimated fair value of approximately $185 million as of June 30, 2015 (see Note 13).

When it is practicable, Regions estimates possible loss contingencies, whether or not there is an accrued probable loss. When Regions is able to estimate such possible losses, and when it is reasonably possible Regions could incur losses in excess of amounts accrued, Regions is required to make a disclosure of the aggregate estimation. Regions currently estimates that it is reasonably possible that it may experience losses in excess of what Regions has accrued in an aggregate amount up to approximately $40 million as of June 30, 2015, with it also being reasonably possible that Regions could incur no losses in excess of amounts accrued. However, as available information changes, the matters for which Regions is able to estimate, as well as the estimates themselves will be adjusted accordingly. The reasonably possible estimate includes legal contingencies that are subject to the indemnification agreement with Raymond James.

Assessments of litigation and claims exposure are difficult because they involve inherently unpredictable factors including, but not limited to, the following: whether the proceeding is in the early stages; whether damages are unspecified, unsupported, or uncertain; whether there is a potential for punitive or other pecuniary damages; whether the matter involves legal uncertainties, including novel issues of law; whether the matter involves multiple parties and/or jurisdictions; whether discovery has begun or is not complete; whether meaningful settlement discussions have commenced; and whether the lawsuit involves class allegations. Assessments of class action litigation, which is generally more complex than other types of litigation, are particularly difficult, especially in the early stages of the proceeding when it is not known if a class will be certified or how a potential class, if certified, will be defined. As a result, Regions may be unable to estimate reasonably possible losses with respect to some of the matters disclosed below, and the aggregated estimated amount provided above may not include an estimate for every matter disclosed below.

Beginning in December 2007, Regions and certain of its affiliates were named in class-action lawsuits filed in federal and state courts on behalf of investors who purchased shares of certain Regions Morgan Keegan Select Funds (the “Funds”) and stockholders of Regions. These class-action lawsuits have all been resolved among the parties. Court approvals for settlements in the open-end Funds class action and for the investors represented by the Trustee Ad Litem are being sought. Certain of the shareholders in these Funds and other interested parties have entered into arbitration proceedings and individual civil claims, in lieu of participating in the class actions. These lawsuits and proceedings are subject to the indemnification agreement with Raymond James discussed above.

In July 2006, Morgan Keegan and a former Morgan Keegan analyst were named as defendants in a lawsuit filed by a Canadian insurance and financial services company and its American subsidiary in the Circuit Court of Morris County, New Jersey. Plaintiffs alleged claims under a civil Racketeer Influenced and Corrupt Organizations (“RICO”) statute and claims for commercial disparagement, tortious interference with contractual relationships, tortious interference with prospective economic advantage and common law conspiracy. Plaintiffs allege that defendants engaged in a multi-year conspiracy to publish and disseminate false and defamatory information about plaintiffs to improperly drive down plaintiffs’ stock price, so that others could profit from short positions. Plaintiffs allege that defendants’ actions damaged their reputations and harmed their business relationships. Plaintiffs seek monetary damages for a number of categories of alleged damages, including lost insurance business, lost financings and increased financing costs, increased audit fees and directors and officers insurance premiums and lost acquisitions. In September 2012, the trial court dismissed the case with prejudice. Plaintiffs have filed an appeal. This matter is subject to the indemnification agreement with Raymond James.

The Securities and Exchange Commission ("SEC") and states of Missouri and Texas are investigating alleged securities law violations by Morgan Keegan in the underwriting and sale of $39 million in municipal bonds. An enforcement action brought by the Missouri Secretary of State in April 2013, seeking monetary penalties and other relief, was dismissed and refiled in November 2013. A civil action was brought against Morgan Keegan and others by institutional investors of the bonds in March 2012, seeking a return of their investment and unspecified compensatory and punitive damages. Trial of this case is currently set for November 2015 in the Circuit Court for Cole County, Missouri. A class action was brought on behalf of retail purchasers of the bonds in September 2012, seeking unspecified compensatory and punitive damages. The parties agreed to settlement terms in January 2015 and are awaiting final approval of the settlement by the Court. Investors who opted out of the class action have arbitration claims or separate civil claims pending in various stages. These matters are subject to the indemnification agreement with Raymond James.

In October 2010, a class-action lawsuit was filed by Regions' stockholders in the U.S. District Court for the Northern District of Alabama (the "District Court") against Regions and certain former officers of Regions (the "2010 Claim"). In May 2015, Regions entered into a settlement agreement to settle the 2010 Claim for $90 million, all of which had been previously reserved. The settlement agreement was preliminarily approved by the court on May 27, 2015, and Regions was subsequently reimbursed in full

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by its insurance providers. As a result, a $90 million recovery was recognized during the second quarter of 2015. A hearing for final approval of the settlement is scheduled for September 2015.

Regions is involved in formal and informal information-gathering requests, investigations, reviews, examinations and proceedings by various governmental regulatory agencies, law enforcement authorities and self-regulatory bodies regarding Regions’ business, Regions' business practices and policies and the conduct of persons with whom Regions does business. Additional inquiries will arise from time to time. In connection with those inquiries, Regions receives document requests, subpoenas and other requests for information. The inquiries, including those described below, could develop into administrative, civil or criminal proceedings or enforcement actions that could result in consequences that have a material effect on Regions' consolidated financial position, results of operations or cash flows as a whole. Such consequences could include adverse judgments, findings, settlements, penalties, fines, orders, injunctions, restitution, or alterations in our business practices, and could result in additional expenses and collateral costs, including reputational damage.

In 2013, Regions received investigative requests from the Office of Inspector General of the Department of Housing and Urban Development regarding its residential mortgage loan origination, underwriting and quality control practices for Federal Housing Administration ("FHA") insured loans made by Regions. Regions continues to fully cooperate in this investigation. More recently, in September 2014, Regions received an investigative request from the Office of Inspector General of the Federal Housing Finance Agency ("FHFA") regarding its residential mortgage loan origination, underwriting and quality control practices for loans Regions sold to Fannie Mae and Freddie Mac. The FHFA matter is still in the early stages of investigation. These inquiries are part of industry-wide investigations, and Regions is cooperating with the inquiries. Many institutions have settled these matters on terms that included large monetary penalties, including, in some cases, civil money penalties under applicable banking laws. The Company cannot predict the ultimate outcome of the investigations concerning its practices, however it is possible that these investigations could result in the payment of a monetary penalty which may adversely affect results of operations.

While the final outcome of litigation and claims exposures or of any inquiries is inherently unpredictable, management is currently of the opinion that the outcome of pending and threatened litigation and inquiries will not have a material effect on Regions’ business, consolidated financial position, results of operations or cash flows as a whole. However, in the event of unexpected future developments, it is reasonably possible that an adverse outcome in any of the matters discussed above could be material to Regions’ business, consolidated financial position, results of operations or cash flows for any particular reporting period of occurrence.

GUARANTEES

INDEMNIFICATION OBLIGATION

As discussed in Note 2, on April 2, 2012 (“Closing Date”), Regions closed the sale of Morgan Keegan and related affiliates to Raymond James. In connection with the sale, Regions agreed to indemnify Raymond James for all legal matters related to pre-closing activities, including matters filed subsequent to the Closing Date that relate to actions that occurred prior to closing. Losses under the indemnification include legal and other expenses, such as costs for judgments, settlements and awards associated with the defense and resolution of the indemnified matters. The maximum potential amount of future payments that Regions could be required to make under the indemnification is indeterminable due to the indefinite term of some of the obligations. However, Regions expects the majority of ongoing legal matters related to the indemnification to be resolved within approximately one to two years.

As of the Closing Date, the fair value of the indemnification obligation, which includes defense costs and unasserted claims, was approximately $385 million, of which approximately $256 million was recognized as a reduction to the gain on sale of Morgan Keegan. The fair value was determined through the use of a present value calculation that takes into account the future cash flows that a market participant would expect to receive from holding the indemnification liability as an asset. Regions performed a probability-weighted cash flow analysis and discounted the result at a credit-adjusted risk free rate. The fair value of the indemnification liability includes amounts that Regions had previously determined meet the definition of probable and reasonably estimable. Adjustments to the indemnification obligation are recorded within professional and legal expenses within discontinued operations (see Note 2). As of June 30, 2015, the carrying value of the indemnification obligation was approximately $203 million.

VISA INDEMNIFICATION

As a member of the Visa USA network, Regions, along with other members, indemnified Visa USA against litigation. On October 3, 2007, Visa USA was restructured and acquired several Visa affiliates. In conjunction with this restructuring, Regions' indemnification of Visa USA was modified to cover specific litigation ("covered litigation"). A portion of Visa's proceeds from its initial public offering ("IPO") was put into escrow to fund the covered litigation. To the extent that the amount available under the escrow arrangement, or subsequent fundings of the escrow account resulting from reductions in the class B share conversion ratio, is insufficient to fully resolve the covered litigation, Visa will enforce the indemnification obligations of Visa USA's members for any excess amount. At this time, Regions has concluded that it is not probable that covered litigation exposure will exceed the class B share value.

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NOTE 16. RECENT ACCOUNTING PRONOUNCEMENTS
In January 2014, the FASB issued new accounting guidance related to the accounting for investments in qualified affordable housing projects. The guidance allows the holder of these investments to apply a proportional amortization method, which recognizes the amortized cost of the investment as a component of income tax expense, provided that the investment meets certain criteria. The guidance is silent regarding balance sheet classification. Regions believes it would not be appropriate to classify the investment as a deferred tax asset. The decision to apply the proportional amortization method is an accounting policy election. Entities may also elect to continue to account for these investments using the equity method. The guidance became effective for fiscal years, and interim periods within those years, beginning after December 15, 2014 and was adopted by Regions for financial reporting beginning with the first quarter of 2015. The adoption is required to be applied retrospectively to all prior periods presented. The cumulative effect to retained earnings (deficit) as of January 1, 2015 of adopting this guidance was reduction of $116 million. Refer to Note 1 for additional information.
In January 2014, the FASB issued new accounting guidance regarding the reclassification of residential real estate collateralized consumer mortgage loans upon foreclosures. The guidance requires reclassification of a consumer mortgage loan to other real estate owned upon obtaining legal title to the residential property, which could occur either through foreclosure or through a deed in lieu of foreclosure or similar legal agreement. The existence of a borrower redemption right will not prevent the lender from reclassifying a loan to other real estate once the lender obtains legal title to the property. In addition, entities are required to disclose the amount of foreclosed residential real estate properties and the recorded investment in residential real estate mortgage loans in the process of foreclosure on both an interim and annual basis. This guidance became effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2014 and was adopted by Regions on a prospective basis with the first quarter of 2015 reporting. This guidance did not have a material impact upon adoption.
In June 2014, the FASB issued new accounting guidance that requires two accounting changes related to the transfer and servicing of repurchase agreements and similar transactions. First, the amendments in the update change the accounting for repurchase-to-maturity transactions to secured borrowing accounting. Second, for repurchase financing arrangements, the amendments require separate accounting for a transfer of a financial asset executed contemporaneously with a repurchase agreement with the same counterparty, which will result in secured borrowing accounting treatment for the repurchase agreement. The amendments in the update also require certain disclosures for transfers of financial assets and repurchase agreements. The disclosure of certain transactions accounted for as a sale is required to be presented for fiscal years and interim periods within those years beginning after December 15, 2014 and the disclosure for repurchase agreements, securities lending transactions, and repurchase-to-maturity transactions accounted for as secured borrowing is required to be presented for fiscal years beginning after December 15, 2014, and for interim periods beginning after March 15, 2015. The accounting changes were effective for fiscal years and interim periods within those years beginning after December 15, 2014 and were adopted by Regions with the first quarter 2015 reporting. This guidance did not have a material impact upon adoption.
In August 2014, the FASB issued new accounting guidance regarding the classification and measurement of foreclosed mortgage loans that are guaranteed by the government (including loans guaranteed by the FHA and the VA). The guidance addresses diversity in practice by requiring creditors to derecognize the mortgage loan upon foreclosure and to recognize a separate other receivable if the following conditions are met: (a) the government guarantee of the loan is not separable from the loan before foreclosure; (b) upon foreclosure, the creditor has the intent to convey the real estate to the guarantor and to make a claim on the guarantee, and also has the ability to make a recovery under the claim; and (c) claim amounts based on the fair value of the property are fixed upon foreclosure. Upon foreclosure, the separate other receivable should be measured based on the amount of the loan balance (principal and interest) expected to be recovered from the guarantor. This guidance became effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2014 and was adopted by Regions on a prospective basis with the first quarter of 2015 reporting. This guidance did not have a material impact upon adoption.
In August 2014, the FASB issued new accounting guidance to offer a measurement alternative for reporting entities that consolidate a collateralized financing entity ("CFE") in which the financial assets and financial liabilities are

measured at fair value, with changes in fair values reflected in earnings. Under the measurement alternative, the reporting entity could elect to measure both the CFE's financial assets and financial liabilities using the fair value of either the CFE's financial assets or financial liabilities, whichever is more observable. This guidance became effective for the first quarter of 2015 financial reporting period. This guidance did not have a material impact upon adoption.

In February 2015, the FASB issued new accounting guidance that eliminates the consolidation model created specifically for limited partnerships and creates a single model for evaluating consolidation of legal entities. The new guidance does the following: (a) modifies the evaluation of whether limited partnerships and similar legal entities are variable interest entities (VIEs) or voting interest entities; (b) eliminates the presumption that a general partner should consolidate a limited partnership; (c) modifies the consolidation analysis for all reporting entities associated with VIEs, particularly those that have fee arrangements and related party relationships; and (d) provides a scope exception from the consolidation guidance for reporting entities with interests in legal entities that are similar to investment companies as defined in the Investment Company Act of 1940. The guidance is effective for

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annual and interim periods beginning after December 15, 2015. Early adoption is permitted. Regions believes the adoption of this guidance will not have a material impact to its consolidated financial statements.

In April 2015, the FASB issued new accounting guidance that requires entities to present debt issuance costs related to a recognized liability as a direct deduction from the carrying amount of the debt liability. The new guidance is similar to existing presentation requirements for debt discounts and does not affect entities' recognition and measurement of debt issuance costs. Previously, entities were required to present debt issuance costs as deferred charges in the asset section of the statement of financial position. The guidance is effective for annual and interim periods beginning after December 15, 2015. All entities must apply the guidance on a retrospective basis and provide the required disclosures for a change in accounting principle in the period of adoption. Early adoption is permitted. Regions believes the adoption of this guidance will not have a material impact to its consolidated financial statements.

In April 2015, the FASB issued new accounting guidance on the accounting for fees paid in a cloud computing arrangement. The standard provides guidance on how customers should evaluate whether such arrangements contain a software license that should be accounted for separately. A customer that determines a cloud computing arrangement contains a software license must account for the license consistently with the acquisition of other software licenses. If an arrangement does not contain a software license, the customer is required to account for it as a service contract. As a result, all software licenses within the scope of this guidance will be accounted for consistently with other licenses of intangible assets. The guidance is effective for annual and interim periods beginning after December 15, 2015. Entities can elect to apply the guidance either retrospectively or prospectively to all cloud computing arrangements entered into or materially modified after the effective date. Early adoption is permitted. Regions believes the adoption of this guidance will not have a material impact to its consolidated financial statements.

In May 2015, the FASB issued new accounting guidance that removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient pursuant to previous guidance. The guidance is effective for annual and interim periods beginning after December 15, 2015. All entities must apply the guidance on a retrospective basis. Early adoption is permitted. Regions believes the adoption of this guidance will not have a material impact to its consolidated financial statements.

Further information related to recent accounting pronouncements and accounting changes adopted by Regions prior to the second quarter of 2015 is included in the Annual Report on Form 10-K for the year ended December 31, 2014.

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Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

INTRODUCTION

The following discussion and analysis is part of Regions Financial Corporation’s (“Regions” or the “Company”) Quarterly Report on Form 10-Q to the Securities and Exchange Commission (“SEC”) and updates Regions’ Annual Report on Form 10-K for the year ended December 31, 2014, which was previously filed with the SEC. This financial information is presented to aid in understanding Regions’ financial position and results of operations and should be read together with the financial information contained in the Form 10-K. Effective January 1, 2015, the Company adopted new guidance related to the accounting for investments in qualified affordable housing projects. The guidance required retrospective application. All prior period amounts impacted by this guidance have been revised. Certain other prior period amounts presented in this discussion and analysis have been reclassified to conform to current period classifications, except as otherwise noted. The emphasis of this discussion will be on the three and six months ended June 30, 2015 compared to the three and six months ended June 30, 2014 for the consolidated statements of income. For the consolidated balance sheet, the emphasis of this discussion will be the balances as of June 30, 2015 compared to December 31, 2014.

This discussion and analysis contains statements that may be considered “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. See pages 3 and 4 for additional information regarding forward-looking statements.

CORPORATE PROFILE

Regions is a financial holding company headquartered in Birmingham, Alabama, which operates in the South, Midwest and Texas. Regions provides traditional commercial, retail and mortgage banking services, as well as other financial services in the fields of asset management, wealth management, securities brokerage, insurance, trust services and other specialty financing.

Regions conducts its banking operations through Regions Bank, an Alabama state-chartered commercial bank that is a member of the Federal Reserve System. At June 30, 2015, Regions operated 1,631 total branch outlets in Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Iowa, Kentucky, Louisiana, Mississippi, Missouri, North Carolina, South Carolina, Tennessee, Texas and Virginia. Regions operates under three reportable business segments: Corporate Bank, Consumer Bank, and Wealth Management with the remainder split between Discontinued Operations and Other. See Note 14 “Business Segment Information” to the consolidated financial statements for more information regarding Regions’ segment reporting structure. Regions also provides full-line insurance brokerage services primarily through Regions Insurance, Inc. which is included in the Wealth Management segment.

On January 11, 2012, Regions entered into a stock purchase agreement to sell Morgan Keegan & Company, Inc. (“Morgan Keegan”) and related affiliates to Raymond James Financial, Inc. (“Raymond James”). The sale closed on April 2, 2012. Regions Investment Management, Inc. and Regions Trust were not included in the sale; they are included in the Wealth Management segment. See Note 2 “Discontinued Operations” to the consolidated financial statements for further discussion.

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

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

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

Recent Acquisition

On August 3, 2015, Regions announced the acquisition of The A.I. Group, Inc. The A.I. Group has offices in greater Atlanta and Athens, Georgia and provides employee benefits consulting and insurance brokerage services focusing on mid-sized and large employers throughout the United States.

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SECOND QUARTER OVERVIEW

Regions reported net income available to common shareholders of $269 million, or $0.20 per diluted share, in the second quarter of 2015 compared to net income available to common shareholders of $288 million, or $0.21 per diluted share, in the second quarter of 2014. The primary drivers in the decline in results from the prior year period were increased provision for loan losses and non-interest expenses partially offset by increases in non-interest income.

For the second quarter of 2015, net interest income (taxable-equivalent basis) from continuing operations totaled $839 million, essentially flat compared to the second quarter of 2014. The net interest margin (taxable-equivalent basis) was 3.16 percent for the second quarter of 2015 and 3.24 percent in the second quarter of 2014. Although the average balances of loans and securities increased in the second quarter of 2015 compared to the second quarter of 2014, their yields declined. The average balance of other interest-earning assets, which consists primarily of excess cash held at the Federal Reserve, decreased during this period, while the yield on these balances remained essentially flat. Rates paid on interest-bearing liabilities declined during this period, but not enough to offset a 14 basis point reduction in yield on total earning assets. These factors collectively drove the 8 basis point compression in net interest margin.

Total deposit costs were 11 basis points for both of the second quarters of 2015 and 2014. Total funding costs, which include deposits, short-term borrowings and long-term debt, were 25 basis points for the second quarter of 2015, as compared to 31 basis points for the second quarter of 2014, reflecting liability management efforts completed by the Company.

The provision for loan losses totaled $63 million in the second quarter of 2015 compared to $35 million during the second quarter of 2014. The increase in provision expense during the second quarter of 2015 compared to the 2014 period was primarily attributable to loan growth and reflects the recently completed Shared National Credit industry-wide exam. Given the current phase of the credit cycle, volatility in certain credit metrics is to be expected.

Net charge-offs totaled $46 million, or an annualized 0.23 percent of average loans, in the second quarter of 2015, compared to $67 million, or an annualized 0.35 percent for the second quarter of 2014. Net charge-offs were lower across most major loan categories when comparing the second quarter of 2015 period to the prior year period.

The allowance for loan losses at June 30, 2015 was 1.39 percent of total loans, net of unearned income, compared to 1.43 percent at December 31, 2014. Total non-performing assets were $911 million at June 30, 2015, compared to $991 million at December 31, 2014.

Non-interest income from continuing operations for the second quarter of 2015 was $590 million, compared to $475 million for the second quarter of 2014. This increase was driven primarily by insurance proceeds totaling $90 million recognized in the second quarter of 2015 related to the settlement of the previously disclosed and accrued 2010 class-action lawsuit. Excluding the insurance proceeds, the Company experienced a 5 percent increase in adjusted total non-interest income (non-GAAP) compared to the prior year period. Categories experiencing growth included capital markets fee income and other, card and ATM fees, investment management and trust fees, and commercial credit fee income. See Table 16 "GAAP to Non-GAAP Reconciliation" for a reconciliation of this non-GAAP measure.

Total non-interest expense from continuing operations was $934 million in the second quarter of 2015, a $114 million increase from the second quarter of 2014, driven primarily by a $41 million increase in professional, legal and regulatory expenses, a $27 million increase in branch consolidation, property and equipment charges, and a $34 million increase in salaries and employee benefits. The Company recorded a net $48 million of contingent legal and regulatory accruals during the second quarter of 2015 which drove the increase in professional, legal and regulatory. Branch consolidation, property and equipment charges incurred in the second quarter of 2015 resulted from the transfer of land, previously held for future branch expansion, to held for sale based on changes in management's intent. Salaries and employee benefits increased over the prior year period primarily due to increases in base salaries, higher pension and health insurance expenses, as well as higher incentives concurrent with increased production.

Income tax expense from continuing operations for the three months ended June 30, 2015 was $124 million compared to income tax expense of $148 million for the same period in 2014. Income tax expense was lower in the current period as compared to the prior comparable period primarily due to lower pre-tax income and an income tax benefit of approximately $7 million related to the settlement of certain state and federal audits.

A discussion of activity within discontinued operations is included at the end of the Management's Discussion and Analysis section of this report.

TOTAL ASSETS

Regions' total assets at June 30, 2015 were $121.9 billion, compared to $119.6 billion at December 31, 2014. The increase in total assets from year-end 2014 resulted primarily from a $2.8 billion increase in net loans. This increase in loans was partially offset by decreases in interest-bearing deposits in other banks, federal funds sold and securities purchased under agreements to resell, and other assets.

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SECURITIES

The following table details the carrying values of securities, including both available for sale and held to maturity:

Table 1—Securities

	June 30, 2015	December 31, 2014
	(In millions)	
U.S. Treasury securities	$182	$177
Federal agency securities	567	573
Obligations of states and political subdivisions	2	2
Mortgage-backed securities:		
Residential agency	17,472	17,665
Residential non-agency	6	8
Commercial agency	2,373	2,173
Commercial non-agency	1,481	1,494
Corporate and other debt securities	1,804	1,990
Equity securities	852	673
	$24,739	$24,755

Regions maintains a highly rated securities portfolio consisting primarily of agency mortgage-backed securities. Total securities at June 30, 2015 were relatively unchanged from year end 2014. See Note 3 "Securities" to the consolidated financial statements for additional information.

Securities available for sale, which constitute the majority of the securities portfolio, are an important tool used to manage interest rate sensitivity and provide a primary source of liquidity for the Company. See the "Market Risk-Interest Rate Risk" and "Liquidity Risk" sections for more information.

LOANS HELD FOR SALE

Loans held for sale totaled $511 million at June 30, 2015, consisting primarily of $467 million of residential real estate mortgage loans, $18 million of commercial mortgage loans, and $26 million of non-performing loans. At December 31, 2014, loans held for sale totaled $541 million, consisting primarily of $442 million of residential real estate mortgage loans, $61 million of commercial mortgage loans, and $38 million of non-performing loans. The level of residential real estate mortgage loans held for sale that are part of the Company's mortgage originations to be sold in the secondary market fluctuates depending on the timing of origination and sale to third parties.

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LOANS

Loans, net of unearned income, represented approximately 74 percent of Regions’ interest-earning assets at June 30, 2015. The following table presents the distribution of Regions’ loan portfolio by portfolio segment and class, net of unearned income:

Table 2—Loan Portfolio

	June 30, 2015	December 31, 2014
	(In millions, net of unearned income)	
Commercial and industrial	$35,347	$32,732
Commercial real estate mortgage—owner-occupied	7,797	8,263
Commercial real estate construction—owner-occupied	448	407
Total commercial	43,592	41,402
Commercial investor real estate mortgage	4,509	4,680
Commercial investor real estate construction	2,419	2,133
Total investor real estate	6,928	6,813
Residential first mortgage	12,589	12,315
Home equity	10,899	10,932
Indirect—vehicles	3,782	3,642
Indirect—other consumer	383	206
Consumer credit card	992	1,009
Other consumer	984	988
Total consumer	29,629	29,092
	$80,149	$77,307

PORTFOLIO CHARACTERISTICS

The following sections describe the composition of the portfolio segments and classes disclosed in Table 2, explain changes in balances from the 2014 year-end, and highlight the related risk characteristics. Regions believes that its loan portfolio is well diversified by product, client, and geography throughout its footprint. However, the loan portfolio may be exposed to certain concentrations of credit risk which exist in relation to individual borrowers or groups of borrowers, certain types of collateral, certain types of industries, certain loan products, or certain regions of the country. See Note 4 “Loans and the Allowance for Credit Losses” to the consolidated financial statements for additional discussion.

Commercial

The commercial portfolio segment includes commercial and industrial loans to commercial customers for use in normal business operations to finance working capital needs, equipment purchases and other expansion projects. Commercial and industrial loans increased $2.6 billion or 8 percent since year-end driven primarily by Regions’ market based corporate and commercial bankers serving middle market clients and the Company's asset based lending and corporate real estate groups. Commercial also includes owner-occupied commercial real estate mortgage loans to operating businesses, which are loans for long-term financing of land and buildings, and are repaid by cash flow generated by business operations. These loans declined $466 million or 6 percent from year-end 2014 as a result of continued customer deleveraging. Owner-occupied construction loans are made to commercial businesses for the development of land or construction of a building where the repayment is derived from revenues generated from the business of the borrower.

The commercial portfolio segment generated the majority of the Company's loan growth in the first six months of 2015, particularly commercial and industrial loans. Over half of the Company’s total loans are included in the commercial portfolio segment. These balances are spread across numerous industries, as disclosed in "Table 11—Selected Industry Balances" in the Annual Report on Form 10-K for the year ended December 31, 2014. The Company manages the related risks to this portfolio by setting certain lending limits for each significant industry. At June 30, 2015 and December 31, 2014, no single industry exceeded 15 percent of the total commercial portfolio balance.

Beginning late in 2014, oil prices began declining, and Regions has been monitoring the prices for both direct and indirect impacts on its energy lending portfolio. Regions’ energy industry loan balances at June 30, 2015 were approximately $2.7 billion. This amount is comprised of loans directly related to energy, such as oilfield services, exploration and production, and pipeline transportation of gas and crude oil. Other types of lending are tangentially impacted by the energy portfolio, such as petroleum wholesalers, oil and gas equipment manufacturing, air transportation, and petroleum bulk stations and terminals. The entire energy-related portfolio, combining direct and indirect exposures, was approximately $3.3 billion at June 30, 2015. These loans are geographically concentrated primarily in Texas and, to a lesser extent, in South Louisiana. Regions employs a variety of risk management strategies, including the use of concentration limits and continuous monitoring, as well as utilizing underwriting with borrowing base structures tied to energy commodity reserve bases or other tangible assets. Additionally, heightened credit requirements have been enacted for select segments of the portfolio. Regions also employs experienced lending and underwriting teams including petroleum engineers, all with extensive energy sector experience through multiple economic cycles. If the current low level of oil prices continues, this energy-related portfolio may be subject to additional pressure on credit quality metrics including past due, criticized, and non-performing loans, as well as net charge-offs. Regions, through its on-going portfolio credit quality assessment, will continue to assess the impact to the loan loss allowance and make adjustments as appropriate.

Investor Real Estate

Loans for real estate development are repaid through cash flow related to the operation, sale or refinance of the property. This portfolio segment includes extensions of credit to real estate developers or investors where repayment is dependent on the sale of real estate or income generated from the real estate collateral. A portion of Regions' investor real estate portfolio segment consists of loans secured by residential product types (land, single-family and condominium loans) within Regions' markets. Additionally, this category includes loans made to finance income-producing properties such as apartment buildings, office and industrial buildings, and retail shopping centers. Total investor real estate loans increased $115 million from 2014 year-end balances.

Due to the nature of the cash flows typically used to repay investor real estate loans, these loans are particularly vulnerable to weak economic conditions. As a result, this loan type has a higher risk of non-collection than other loans.

Residential First Mortgage

Residential first mortgage loans represent loans to consumers to finance a residence. These loans are typically financed over a 15 to 30 year term and, in most cases, are extended to borrowers to finance their primary residence. These loans experienced a $274 million increase from year-end 2014, as prepayments have slowed. Approximately $1.6 billion in new loan originations were retained on the balance sheet through the first six months of 2015.

Home Equity

Home equity lending includes both home equity loans and lines of credit. This type of lending, which is secured by a first or second mortgage on the borrower's residence, allows customers to borrow against the equity in their homes. The home equity portfolio totaled $10.9 billion at both June 30, 2015 and December 31, 2014. Substantially all of this portfolio was originated through Regions' branch network.

The following table presents information regarding the future principal payment reset dates for the Company's home equity lines of credit as of June 30, 2015. The balances presented are based on maturity date for lines with a balloon payment and draw period expiration date for lines that convert to a repayment period.

Table 3—Home Equity Lines of Credit - Future Principal Payment Resets

	First Lien	% of Total		Second Lien	% of Total		Total
	(Dollars in millions)						
2015	$13	0.16	%	$86	1.06	%	$99
2016	26	0.32		35	0.43		61
2017	5	0.06		11	0.14		16
2018	14	0.17		23	0.28		37
2019	100	1.23		90	1.11		190
2020-2024	1,390	17.12		1,266	15.59		2,656
2025-2029	2,449	30.16		2,610	32.14		5,059
Thereafter	1	0.01		2	0.02		3
Total	$3,998	49.23	%	$4,123	50.77	%	$8,121

Of the $10.9 billion home equity portfolio at June 30, 2015, approximately $8.1 billion were home equity lines of credit and $2.8 billion were closed-end home equity loans (primarily originated as amortizing loans). Beginning in May 2009, new home equity lines of credit have a 10-year draw period and a 10-year repayment period. Previously, the home equity lines of credit had a 20-year term with a balloon payment upon maturity or a 5-year draw period with a balloon payment upon maturity. The term "balloon payment" means there are no principal payments required until the balloon payment is due for interest-only lines of credit. As of June 30, 2015, none of Regions' home equity lines of credit have converted to mandatory amortization under the contractual terms. As presented in the table above, the majority of home equity lines of credit will either mature with a balloon payment or convert to amortizing status after fiscal year 2020.

Of the $8.1 billion of home equity lines of credit as of June 30, 2015, approximately 91 percent require monthly interest-only payments while the remaining approximately 9 percent require a payment equal to 1.5 percent of the outstanding balance, which would include some principal repayment. As of June 30, 2015, approximately 29 percent of borrowers were only paying the minimum amount due on the home equity line. In addition, approximately 60 percent of the home equity lines of credit balances have the option to amortize either all or a portion of their balance. As of June 30, 2015, approximately $262 million of the home equity line of credit balances have elected this option.

Regions is unable to track payment status on first liens held by another institution, including payment status related to loan modifications. When Regions' second lien position becomes delinquent, an attempt is made to contact the first lien holder and inquire as to the payment status of the first lien. However, Regions does not continuously monitor the payment status of the first lien position. Short sale offers and settlement agreements are often received by the home equity junior lien holders well before the loan balance reaches the delinquency threshold for charge-off consideration, potentially resulting in a full balance payoff/charge-off. Regions is presently monitoring the status of all first lien position loans that the Company owns or services and has a second lien, and is taking appropriate action when delinquent. Regions services the first lien on approximately 24 percent of the entire second lien home equity portfolio as of June 30, 2015.

Other Consumer Credit Quality Data

The Company calculates an estimate of the current value of property secured as collateral for both residential first mortgage and home equity lending products ("current LTV"). The estimate is based on home price indices compiled by a third party. The third party data indicates trends for Metropolitan Statistical Areas ("MSAs"). Regions uses the third party valuation trends from the MSAs in the Company's footprint in its estimate. The trend data is applied to the loan portfolios taking into account the age of the most recent valuation and geographic area.

The following table presents current LTV data for components of the residential first mortgage and home equity classes of the consumer portfolio segment. Current LTV data for the remaining loans in the portfolio is not available, primarily because some of the loans are serviced by others. Data may also not be available due to mergers and systems integrations. The amounts in the table represent the entire loan balance. For purposes of the table below, if the loan balance exceeds the current estimated collateral, the entire balance is included in the "Above 100%" category, regardless of the amount of collateral available to partially offset the shortfall. The balances in the "Above 100%" category as a percentage of the portfolio balances dropped to 3 percent in the residential first mortgage portfolio and dropped to 7 percent in the home equity portfolio when comparing June 30, 2015 to December 31, 2014, respectively.

Table 4—Estimated Current Loan to Value Ranges

	June 30, 2015			December 31, 2014		
	Residential	Home Equity		Residential	Home Equity	
	First Mortgage	1st Lien	2nd Lien	First Mortgage	1st Lien	2nd Lien
	(In millions)					
Estimated current loan to value:						
Above 100%	$326	$178	$571	$435	$198	$633
80% - 100%	1,739	540	1,009	1,743	536	1,078
Below 80%	10,012	5,591	2,656	9,626	5,282	2,696
Data not available	512	115	239	511	179	330
	$12,589	$6,424	$4,475	$12,315	$6,195	$4,737

Indirect—Vehicles

Indirect-vehicles lending, which is lending initiated through third-party business partners, largely consists of loans made through automotive dealerships. This portfolio class increased $140 million from year-end 2014, reflecting continued growing demand for automobile loans.

Indirect—Other Consumer

Indirect-other consumer lending represents other point of sale lending through third parties. This portfolio class increased $177 million from year-end 2014.

Consumer Credit Card

Consumer credit card lending represents primarily open-ended variable interest rate consumer credit card loans. These balances experienced a seasonal decline of $17 million from year-end 2014.

Other Consumer

Other consumer loans primarily include direct consumer loans, overdrafts and other revolving loans. Other consumer loans decreased $4 million from year-end 2014.

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Regions qualitatively considers factors such as periodic updates of FICO scores, unemployment, home prices, and geography as credit quality indicators for consumer loans. FICO scores are obtained at origination as part of Regions' formal underwriting process. Refreshed FICO scores are obtained by the Company quarterly for all revolving accounts and home equity lines of credit and semi-annually for all other consumer loans. The following tables present estimated current FICO score data for components of classes of the consumer portfolio segment. Current FICO data is not available for the remaining loans in the portfolio for various reasons; for example, if customers do not use sufficient credit, an updated score may not be available. Residential first mortgage and home equity balances with FICO scores below 620 were 6 percent of the combined portfolios for both June 30, 2015 and December 31, 2014.

Table 5—Estimated Current FICO Score Ranges

	June 30, 2015					
	Residential First Mortgage	Home Equity 1st Lien	2nd Lien	Indirect(1)	Consumer Credit Card	Other Consumer
	(In millions)					
Below 620	$804	$324	$278	$366	$49	$85
620-680	1,014	532	451	498	146	142
681-720	1,388	789	573	551	231	185
Above 720	8,487	4,602	3,072	2,172	565	498
Data not available	896	177	101	578	1	74
	$12,589	$6,424	$4,475	$4,165	$992	$984

	December 31, 2014					
	Residential First Mortgage	Home Equity 1st Lien	2nd Lien	Indirect(1)	Consumer Credit Card	Other Consumer
	(In millions)					
Below 620	$827	$345	$318	$377	$52	$82
620-680	1,031	544	491	500	150	140
681-720	1,355	740	617	550	231	181
Above 720	8,228	4,337	3,162	2,032	575	475
Data not available	874	229	149	389	1	110
	$12,315	$6,195	$4,737	$3,848	$1,009	$988

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

ALLOWANCE FOR CREDIT LOSSES

The allowance for credit losses ("allowance") consists of two components: the allowance for loan and lease losses and the reserve for unfunded credit commitments. The allowance represents management’s estimate of probable credit losses inherent in the loan and credit commitment portfolios as of period end. Regions determines its allowance in accordance with applicable accounting literature as well as regulatory guidance related to receivables and contingencies. Binding unfunded credit commitments include items such as letters of credit, financial guarantees and binding unfunded loan commitments. Additional discussion of the methodology used to calculate the allowance is included in Note 1 “Summary of Significant Accounting Policies” and Note 6 “Allowance for Credit Losses” to the consolidated financial statements in the Annual Report on Form 10-K for the year ended December 31, 2014, as well as related discussion in Management’s Discussion and Analysis.

The allowance for loan losses totaled $1.1 billion at both June 30, 2015 and December 31, 2014. The allowance for loan losses as a percentage of net loans was 1.39 percent at June 30, 2015 and 1.43 percent at December 31, 2014. The reserve for unfunded credit commitments was $64 million at June 30, 2015 and $65 million at December 31, 2014. Net charge-offs as a percentage of average loans (annualized) were 0.26 percent and 0.40 percent in the first six months of 2015 and 2014, respectively. Net charge-offs were lower across most categories, period over period. The provision for loan losses totaled $63 million for the second quarter of 2015 compared to $35 million for the second quarter of 2014. The provision for loan losses totaled $112 million for the first six months of 2015 compared to $37 million for the first six months of 2014. During the first six months of 2015, the provision for loan losses exceeded net charge-offs by approximately $12 million. The increase in loan loss provision was primarily attributable to loan growth and reflects the results of the recently completed Shared National Credit industry-wide exam. Given the current phase of the credit cycle, volatility in certain credit metrics is to be expected.

Management considers the current level of the allowance appropriate to absorb losses inherent in the loan and credit commitment portfolios. Management’s determination of the appropriateness of the allowance requires the use of judgments and estimations that may change in the future. Changes in the factors used by management to determine the appropriateness of the

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allowance or the availability of new information could cause the allowance to be increased or decreased in future periods. Management expects the allowance for credit losses to total loans ratio to vary over time due to changes in portfolio balances, economic conditions, loan mix and collateral values, or variations in other factors that may affect inherent losses. In addition, bank regulatory agencies, as part of their examination process, may require changes in the level of the allowance based on their judgments and estimates.

Management expects that net loan charge-offs in 2015 will decline compared to those experienced in 2014; however, economic trends such as real estate valuations, interest rates, unemployment and volatility in commodity prices will impact the future levels of net charge-offs and provision and may result in volatility during the remainder of 2015. Additionally, changes in circumstances related to individually large credits or certain portfolios may result in volatility. Details regarding the allowance and net charge-offs, including an analysis of activity from the previous year’s totals, are included in Table 6 “Allowance for Credit Losses.”

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Activity in the allowance for credit losses is summarized as follows:
Table 6—Allowance for Credit Losses

	Six Months Ended June 30	
	2015	2014
	(Dollars in millions)	
Allowance for loan losses at beginning of year	$1,103	$1,341
Loans charged-off:		
Commercial and industrial	45	49
Commercial real estate mortgage—owner-occupied	14	31
Commercial real estate construction—owner-occupied	—	1
Commercial investor real estate mortgage	12	15
Commercial investor real estate construction	—	1
Residential first mortgage	13	21
Home equity	36	49
Indirect-vehicles	19	17
Consumer credit card	19	19
Other consumer	29	31
	187	234
Recoveries of loans previously charged-off:		
Commercial and industrial	25	24
Commercial real estate mortgage—owner-occupied	10	7
Commercial real estate construction—owner-occupied	—	—
Commercial investor real estate mortgage	9	12
Commercial investor real estate construction	4	3
Residential first mortgage	6	5
Home equity	14	17
Indirect-vehicles	8	6
Consumer credit card	3	3
Other consumer	8	8
	87	85
Net charge-offs:		
Commercial and industrial	20	25
Commercial real estate mortgage—owner-occupied	4	24
Commercial real estate construction—owner-occupied	—	1
Commercial investor real estate mortgage	3	3
Commercial investor real estate construction	(4)	(2)
Residential first mortgage	7	16
Home equity	22	32
Indirect-vehicles	11	11
Consumer credit card	16	16
Other consumer	21	23
	100	149
Provision for loan losses	112	37
Allowance for loan losses at June 30	$1,115	$1,229
Reserve for unfunded credit commitments at beginning of year	$65	$78
Provision (credit) for unfunded credit losses	(1)	11
Reserve for unfunded credit commitments at June 30	$64	$89
Allowance for credit losses at June 30	$1,179	$1,318

Loans, net of unearned income, outstanding at end of period	$80,149	$76,513
Average loans, net of unearned income, outstanding for the period	$78,562	$75,768
Ratios:		
Allowance for loan losses at end of period to loans, net of unearned income	1.39 %	1.61 %
Allowance for loan losses at end of period to non-performing loans, excluding loans held for sale	1.49x	1.37x
Net charge-offs as percentage of average loans, net of unearned income (annualized)	0.26 %	0.40 %

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TROUBLED DEBT RESTRUCTURINGS (TDRs)

TDRs are modified loans in which a concession is provided to a borrower experiencing financial difficulty. Residential first mortgage, home equity, direct, indirect-vehicles, consumer credit card and other consumer TDRs are consumer loans modified under the Customer Assistance Program ("CAP"). Commercial and investor real estate loan modifications are not the result of a formal program, but represent situations where a modification was offered as a workout alternative. Renewals of classified commercial and investor real estate loans are considered to be TDRs, even if no reduction in interest rate is offered, if the existing terms are considered to be below market. More detailed information is included in Note 4 "Loans and the Allowance For Credit Losses" to the consolidated financial statements. The following table summarizes TDRs for the periods presented:

Table 7—Troubled Debt Restructurings

	June 30, 2015		December 31, 2014	
	Loan Balance	Allowance for Loan Losses	Loan Balance	Allowance for Loan Losses
	(In millions)			
Accruing:				
Commercial	$218	$33	$251	$33
Investor real estate	199	27	290	34
Residential first mortgage	381	49	356	49
Home equity	335	7	343	12
Indirect—vehicles	1	—	1	—
Consumer credit card	2	—	2	—
Other consumer	14	—	17	—
	1,150	116	1,260	128
Non-accrual status or 90 days past due and still accruing:				
Commercial	93	22	93	24
Investor real estate	31	5	67	15
Residential first mortgage	90	12	112	15
Home equity	22	—	25	1
	236	39	297	55
Total TDRs - Loans	$1,386	$155	$1,557	$183
TDRs - Held For Sale	18	—	29	—
Total TDRs	$1,404	$155	$1,586	$183

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

The following table provides an analysis of the changes in commercial and investor real estate TDRs. Loans that may be modified more than once are reported as TDR inflows only in the period they are first modified. Other than resolutions such as charge-offs, foreclosures, sales and transfers to held for sale, Regions may remove loans held for investment from TDR classification, but only if the borrower's financial condition improves such that the borrower is no longer in financial difficulty, the loan has not had any forgiveness of principal or interest, and the loan is subsequently refinanced or restructured at market terms and qualifies as a new loan.

For the consumer portfolio, changes in TDRs are primarily due to inflows from CAP modifications and outflows from payments and charge-offs. Given the types of concessions currently being granted under the CAP, as detailed in Note 4 “Loans and the Allowance for Credit Losses” to the consolidated financial statements, Regions does not expect that the market interest rate condition will be widely achieved. Therefore, Regions expects consumer loans modified through CAP to continue to be identified as TDRs for the remaining term of the loan.

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Table 8—Analysis of Changes in Commercial and Investor Real Estate TDRs

	Six Months Ended June 30, 2015	
	Commercial	Investor Real Estate
	(In millions)	
Balance, beginning of period	$344	$357
Inflows	93	27
Outflows		
Charge-offs	(8)	(7)
Foreclosure	—	(32)
Payments, sales and other (1)	(118)	(115)
Balance, end of period	$311	$230

	Six Months Ended June 30, 2014	
	Commercial	Investor Real Estate
	(In millions)	
Balance, beginning of period	$624	$668
Inflows	108	47
Outflows		
Charge-offs	(16)	(7)
Foreclosure	(1)	(3)
Payments, sales and other (1)	(214)	(254)
Balance, end of period	$501	$451

(1) The majority of this category consists of payments and sales. "Other" outflows include normal amortization/accretion of loan basis adjustments and loans transferred to held for sale. It also includes $26 million of commercial loans and $22 million of investor real estate loans refinanced or restructured as new loans and removed from TDR classification for the six months ended June 30, 2015. During the six months ended June 30, 2014, $16 million of commercial loans and $31 million of investor real estate loans were refinanced or restructured as new loans and removed from TDR classification.

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NON-PERFORMING ASSETS

Non-performing assets are summarized as follows:

Table 9—Non-Performing Assets

	June 30, 2015		December 31, 2014	
	(Dollars in millions)			
Non-performing loans:				
Commercial and industrial	$297		$252	
Commercial real estate mortgage—owner-occupied	203		238	
Commercial real estate construction—owner-occupied	4		3	
Total commercial	504		493	
Commercial investor real estate mortgage	63		123	
Commercial investor real estate construction	2		2	
Total investor real estate	65		125	
Residential first mortgage	86		109	
Home equity	96		102	
Total consumer	182		211	
Total non-performing loans, excluding loans held for sale	751		829	
Non-performing loans held for sale	26		38	
Total non-performing loans(1)	777		867	
Foreclosed properties	134		124	
Total non-performing assets(1)	$911		$991	
Accruing loans 90 days past due:				
Commercial and industrial	$3		$7	
Commercial real estate mortgage—owner-occupied	2		5	
Total commercial	5		12	
Commercial investor real estate mortgage	1		3	
Total investor real estate	1		3	
Residential first mortgage(2)	109		122	
Home equity	61		63	
Indirect—vehicles	6		7	
Consumer credit card	11		12	
Other consumer	4		3	
Total consumer	191		207	
	$197		$222	
Restructured loans not included in the categories above	$1,150		$1,260	
Non-performing loans(1) to loans and non-performing loans held for sale	0.97	%	1.12	%
Non-performing assets(1) to loans, foreclosed properties and non-performing loans held for sale	1.13	%	1.28	%

(1) Excludes accruing loans 90 days past due.

(2) Excludes residential first mortgage loans that are 100% guaranteed by the Federal Housing Administration (FHA) and all guaranteed loans sold to the Government National Mortgage Association (GNMA) where Regions has the right but not the obligation to repurchase. Total 90 days or more past due guaranteed loans excluded were $103 million at June 30, 2015 and $125 million at December 31, 2014.

Non-performing assets totaled $911 million and $991 million at June 30, 2015 and December 31, 2014, respectively. The decrease in non-performing assets during the first six months of 2015 reflects the Company's continuing efforts to work through problem assets and reduce the riskiest exposures.

Based on current expectations for the economy, management anticipates non-performing assets to continue to improve in 2015 as compared to 2014. Economic trends such as real estate valuations, interest rates, unemployment and volatility in commodity prices will impact the future level of non-performing assets. Circumstances related to individually large credits could also result in volatility throughout 2015.

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Loans past due 90 days or more and still accruing, excluding government guaranteed loans, were $197 million at June 30, 2015, a decrease from $222 million at December 31, 2014.

At June 30, 2015, Regions had approximately $125 million to $200 million of potential problem commercial and investor real estate loans that were not included in non-accrual loans, but for which management had concerns as to the ability of such borrowers to comply with their present loan repayment terms. This is a likely estimate of the amount of commercial and investor real estate loans that may migrate to non-accrual status in the next quarter.

In order to arrive at the estimate of potential problem loans, personnel from geographic regions forecast certain larger dollar loans that may potentially be downgraded to non-accrual at a future time, depending on the occurrence of future events. These personnel consider a variety of factors, including the borrower's capacity and willingness to meet the contractual repayment terms, make principal curtailments or provide additional collateral when necessary, and provide current and complete financial information including global cash flows, contingent liabilities and sources of liquidity. Based upon the consideration of these factors, a probability weighting is assigned to loans to reflect the potential for migration to the pool of potential problem loans during this specific time period. Additionally, for other loans (for example, smaller dollar loans), a trend analysis is incorporated to determine the estimate of potential future downgrades. Because of the inherent uncertainty in forecasting future events, the estimate of potential problem loans ultimately represents the estimated aggregate dollar amounts of loans as opposed to an individual listing of loans.

The majority of the loans on which the potential problem loan estimate is based are considered criticized and classified. Detailed disclosures for substandard accrual loans (as well as other credit quality metrics) are included in Note 4 "Loans and the Allowance for Credit Losses" to the consolidated financial statements.

The following table provides an analysis of non-accrual loans (excluding loans held for sale) by portfolio segment:

Table 10—Analysis of Non-Accrual Loans

	Non-Accrual Loans, Excluding Loans Held for Sale Six Months Ended June 30, 2015			
	Commercial	Investor Real Estate	Consumer[1]	Total
	(In millions)			
Balance at beginning of period	$493	$125	$211	$829
Additions	305	23	(29)	299
Net payments/other activity	(122)	(26)	—	(148)
Return to accrual	(92)	(11)	—	(103)
Charge-offs on non-accrual loans[2]	(56)	(12)	—	(68)
Transfers to held for sale[3]	(17)	(3)	—	(20)
Transfers to foreclosed properties	(5)	(31)	—	(36)
Sales	(2)	—	—	