

FIRST HORIZON NATIONAL CORP  
Form DEF 14A  
March 14, 2011

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**  
(Amendment No. )

Filed by the Registrant  x  
Filed by a Party other than the Registrant  o  
Check the appropriate box:

- o Preliminary Proxy Statement
- o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- x Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material Pursuant to Sec. 240.14a-12

**FIRST HORIZON NATIONAL CORPORATION**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
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2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:\*

4) Proposed maximum aggregate value of transaction:

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- 2) Form, Schedule or Registration Statement No.:
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\*Set forth the amount on which the filing fee is calculated and state how it was determined.

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March 14, 2011

Dear Shareholders:

You are cordially invited to attend First Horizon National Corporation's 2011 annual meeting of shareholders. We will hold the meeting on April 19, 2011 in the Auditorium, First Tennessee Building, 165 Madison Avenue, Memphis, Tennessee, at 10:00 a.m. local time. We have attached the formal notice of the annual meeting, our 2011 proxy statement, and a form of proxy.

At the meeting, we will ask you to elect twelve directors, to vote on an advisory proposal on executive compensation (say on pay), to vote on an advisory proposal to determine the frequency (whether every year, every two years or every three years) at which to conduct the say on pay vote and to ratify the appointment of KPMG LLP as our independent auditors for 2011. The attached proxy statement contains information about these matters.

Our annual report to shareholders, which contains detailed financial information relating to our activities and operating performance during 2010, is being delivered to you with our proxy statement but is not deemed to be soliciting material under SEC Regulation 14A.

Your vote is important. You may vote your proxy by telephone, over the Internet or by mail. If you attend the meeting and want to vote your shares but have previously voted a proxy, then prior to the balloting you should request that your form of proxy be withheld from voting. We request that you vote your proxy by telephone or over the Internet or return your proxy card in the postage-paid envelope as soon as possible. If you hold your shares in street name, it is critical that you instruct your broker how to vote if you want your vote to count in the election of directors, the advisory proposal on executive compensation and the advisory proposal on the frequency of the executive compensation advisory vote (Vote Item Nos. 1, 2 and 3 of this proxy statement). Due to a change in regulation, if you hold your shares in street name and you do not instruct your broker how to vote on these matters, no votes will be cast on your behalf with respect to these matters. For additional information, see page 2 of the attached proxy statement.

Sincerely yours,

MICHAEL D. ROSE  
Chairman of the Board

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**FIRST HORIZON NATIONAL CORPORATION**

**165 Madison Avenue  
Memphis, Tennessee 38103**

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**NOTICE OF ANNUAL SHAREHOLDERS MEETING**

**April 19, 2011**

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The annual meeting of shareholders of First Horizon National Corporation will be held on April 19, 2011, at 10:00 a.m. local time in the Auditorium, First Tennessee Building, 165 Madison Avenue, Memphis, Tennessee.

The items of business are:

- (1) Election of twelve directors to serve until the 2012 annual meeting of shareholders or until their successors are duly elected and qualified.
- (2) Approval of an advisory proposal on executive compensation.
- (3) Vote on an advisory proposal to determine the frequency (whether every year, every two years or every three years) with which shareholders of the Company shall be entitled to vote on an advisory proposal on

executive  
compensation.

- (4) Ratification of  
the  
appointment of  
auditors.

These items are described more fully in the following pages, which are made a part of this notice. The close of business on February 25, 2011 is the record date for the meeting. All shareholders of record at that time are entitled to vote at the meeting.

Management requests that you vote your proxy by telephone or over the Internet (following the instructions on the enclosed form of proxy) or that you sign and return the form of proxy promptly, so that if you are unable to attend the meeting your shares can nevertheless be voted. You may revoke a proxy at any time before it is exercised at the annual meeting in the manner described on page 1 of the proxy statement.

CLYDE A. BILLINGS, JR.  
Senior Vice President,  
Assistant General Counsel  
and Corporate Secretary

Memphis, Tennessee  
March 14, 2011

#### IMPORTANT NOTICE

**Please (1) vote your proxy by telephone (2) vote your proxy over the Internet or (3) mark, date, sign and promptly mail the enclosed form of proxy in the enclosed envelope so that your shares will be represented at the meeting.**

**If you hold your shares in street name, it is critical that you instruct your broker how to vote if you want your vote to count in the election of directors, the advisory proposal on executive compensation and the advisory proposal on the frequency of the executive compensation advisory vote (Vote Item Nos. 1, 2 and 3 of this proxy statement). Due to a change in regulation, if you hold your shares in street name and you do not instruct your broker how to vote in these matters, no votes will be cast on your behalf with respect to these matters. For additional information, see page 2 of the attached proxy statement.**

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**PROXY STATEMENT  
FIRST HORIZON NATIONAL CORPORATION  
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**PROXY STATEMENT**  
**FIRST HORIZON NATIONAL CORPORATION**  
**165 Madison Avenue**  
**Memphis, Tennessee 38103**

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**GENERAL MATTERS**

This proxy statement is being mailed to shareholders beginning on or about March 14, 2011. The Board of Directors is soliciting proxies to be used at our annual meeting of shareholders to be held on April 19, 2011 at 10:00 a.m. local time in the Auditorium, First Tennessee Building, 165 Madison Avenue, Memphis, Tennessee, and at any adjournment or adjournments thereof. To obtain additional information on directions to be able to attend the meeting and vote in person, contact our Community Relations office at 866-365-4313.

In this proxy statement, First Horizon National Corporation will be referred to by the use of we, us or similar pronouns, or simply as First Horizon, and First Horizon and its consolidated subsidiaries will be referred to collectively as the Corporation.

*Form of Proxy.* The accompanying form of proxy is for use at the meeting if you will be unable to attend in person. You may revoke your proxy at any time before it is exercised by writing to the Corporate Secretary, by timely delivering a properly executed, later-dated proxy (including a telephone or Internet vote) or by voting by ballot at the meeting. All shares represented by valid proxies received pursuant to this solicitation, and not revoked before they are exercised, will be voted in the manner specified therein. **If you submit a proxy without giving specific voting instructions, your shares will be voted in accordance with the Board of Directors' recommendations as follows:**

**FOR:**

1. Election of twelve directors to serve until the 2012 annual meeting of shareholders or until their successors are duly elected and qualified.
2. Approval of an advisory proposal on executive compensation ( say on pay ).
3. Approval of an annual frequency for the say on pay vote.



4. Ratification of  
the  
appointment  
of auditors.

*Solicitation of Proxies.* We will bear the entire cost of soliciting the proxies. In following up the original solicitation of the proxies by mail, we may request brokers and others to send proxies and proxy material to the beneficial owners of the shares and may reimburse them for their expenses in so doing. If necessary, we may also use several of our regular employees to solicit proxies from the shareholders, either personally or by telephone or by special letter, for which they will receive no compensation in addition to their normal compensation. We have hired Morrow & Co., LLC, 470 West Ave., Stamford, CT 06902 to aid us in the solicitation of proxies for a fee of \$6,500 plus out-of-pocket expenses. An additional charge of \$5.00 per holder will be incurred should we choose to have Morrow & Co. solicit individual holders of record.

*Quorum and Vote Requirements.* Our common stock is the only class of voting securities. There were 263,520,511 shares of common stock outstanding and entitled to vote as of February 25, 2011, the record date for the annual shareholders meeting. Each share is entitled to one vote. A quorum of the shares must be represented at the meeting to take action on any matter at the meeting. A majority of the votes entitled to be cast constitutes a quorum for purposes of the annual meeting. Both abstentions and broker non-votes will be considered present for quorum purposes, but will not otherwise have any effect on any of the vote items. The affirmative vote of a majority of the votes cast is required to elect the nominees as directors, and we have adopted a director resignation policy that requires a director who does not receive the affirmative vote of a majority of the votes cast with respect to his or her election to tender his or her resignation. (For additional information on our director resignation policy, see the summary of the policy in the Corporate Governance and Board Matters Introduction section of this proxy statement beginning on page 3. The policy is also contained in our Corporate Governance Guidelines, which are available on our website at [www.fhnc.com](http://www.fhnc.com) under the Corporate Governance heading in the Investor Relations area.) A majority of the votes cast is required to approve the advisory proposal on executive compensation and to ratify the appointment of auditors. With respect to the vote on the frequency of the advisory proposal on executive compensation, a majority of the votes cast is required to approve one of the four choices

included in the proposal (every year, every two years, every three years or abstain). On this vote item, shareholders are not voting to approve or disapprove the Board's recommendation but may choose among the four choices included in the proposal. Please refer to Vote Item No. 3 beginning on page 26 of this proxy statement for additional information on the Board's consideration of the results of the shareholder vote on this proposal.

*Effect of Not Casting Your Vote.* If you hold your shares in street name it is critical that you instruct your broker how to vote if you want your vote to count in the election of directors, the advisory proposal on executive compensation and the advisory proposal on the frequency of the executive compensation vote (Vote Item Nos. 1, 2 and 3 of this proxy statement). Recent changes in regulation take away the ability of your broker to vote your uninstructed shares in these matters on a discretionary basis. Thus, if you hold your shares in street name and you do not instruct your broker how to vote, no votes will be cast on your behalf with respect to these matters. Your broker will have the ability to vote uninstructed shares on the ratification of the appointment of auditors (Vote Item No. 4).

If you are a shareholder of record and you do not vote your proxy, no votes will be cast on your behalf on any of the items of business at the annual meeting unless you attend the annual meeting and vote your shares there.

*Duplicate Mailings and Householding.* Duplicate mailings in most cases are an unnecessary expenditure for us and inconvenient for you. As described below, we have taken steps to reduce them, and we encourage you to eliminate them whenever you can.

Some of our shareholders own their shares using multiple accounts registered in variations of the same name. If you have multiple accounts, we encourage you to consolidate your accounts by having all your shares registered in exactly the same name and address. You may do this by contacting our stock transfer agent, Wells Fargo Bank, N.A., by phone toll-free at 1-877-536-3558, or by mail to Shareowner Services, P.O. Box 64854, St. Paul, MN 55164-0854.

In some cases multiple members of the same family living in the same household have shares registered in their names. Currently, family members living in the same household generally receive only one copy per household of the annual report, proxy statement, and most other mailings. The only item which is separately mailed for each registered shareholder or account is a proxy card. If your household receives only one copy and if you wish to start receiving separate copies in your name, apart from others in your household, you must request that action by contacting our Stock Transfer Agent, Wells Fargo Bank, N.A., by phone toll-free at 1-877-602-7615 or by writing to it at Shareowner Services, Attn: Householding, P.O. Box 64854, St. Paul, MN 55164-0854. That request must be made by each person in the household who desires a separate copy. Within 30 days after your request is received we will start sending you separate mailings. If for any reason you and members of your household are receiving multiple copies and you want to eliminate the duplications, please request that action by contacting Wells Fargo using the contact information given in this paragraph above. In either case, in your communications, please refer to your account number and our company number (998). Please be aware that if you hold shares both in your own name and as a beneficial owner through a broker, bank or other nominee, it is not possible to eliminate duplications as between these two types of ownership.

If you and other members of your household are beneficial owners of shares, meaning that you own shares indirectly through a broker, bank, or other nominee, you may eliminate a duplication of mailings by contacting your broker, bank, or other nominee. If you have eliminated duplicate mailings but for any reason would like to resume them, you must contact your broker, bank, or other nominee.

If your household receives only a single copy of this proxy statement and our 2010 annual report and if you desire your own separate copies for the 2011 annual meeting, you may pick up copies in person at the meeting in April or download them from our website using the website address listed in the box below. If you would like additional copies mailed, we will mail them promptly if you request them from our Investor Relations department at our website, by phone toll-free at 1-800-410-4577, or by mail to Investor Relations, P.O. Box 84, Memphis, TN 38101. However, we cannot guarantee you will receive mailed copies before the 2011 annual meeting.



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**Important Notice Regarding the Availability of Proxy Materials  
for the Shareholder Meeting to Be Held on April 19, 2011.**

**This proxy statement is available at <http://ir.fhnc.com/annuals.cfm>.**

**The following additional materials will also be available at the website listed above:**

**Annual Report to Shareholders**

**Proxy Card**

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## **CORPORATE GOVERNANCE AND BOARD MATTERS**

### Introduction

First Horizon is dedicated to operating in accordance with sound corporate governance principles. We believe that these principles not only form the basis for our reputation of integrity in the marketplace but also are essential to our efficiency and overall success. Many of these principles have been committed to writing. Our Corporate Governance Guidelines, which were initially adopted by our Board of Directors in January 2004 but which incorporate long-standing corporate policies and practices, provide our directors with guidance as to their legal accountabilities, promote the functioning of the Board and its committees, and set forth a common set of expectations as to how the Board should perform its functions. Our Corporate Governance Guidelines (as revised to date) are available on our website at [www.fhnc.com](http://www.fhnc.com) under the Corporate Governance heading in the Investor Relations area. Paper copies are also available to shareholders upon request to the Corporate Secretary.

We have also adopted a Code of Business Conduct and Ethics, which incorporates many of our long-standing policies and practices and sets forth the overarching principles that guide the conduct of every aspect of our business, and a Code of Ethics for Senior Financial Officers, which promotes honest and ethical conduct, proper disclosure of financial information and compliance with applicable governmental laws, rules and regulations by our senior financial officers and other employees who have financial responsibilities. These Codes are available on our website at [www.fhnc.com](http://www.fhnc.com) under the Corporate Governance heading in the Investor Relations area. Paper copies are also available to shareholders upon request to the Corporate Secretary. Any waiver of the Code of Business Conduct and Ethics for an executive officer or director will be promptly disclosed to shareholders in any manner that is acceptable under the NYSE listing standards, including but not limited to distribution of a press release, disclosure on our website, or disclosure on Form 8-K. The Corporation intends to satisfy its disclosure obligations under Item 5.05 of Form 8-K related to amendments or waivers of the Code of Ethics for Senior Financial Officers by posting such information on the Corporation's website. We have also adopted a policy on First Horizon's Compliance and Ethics Program that highlights our commitment to having an effective compliance and ethics program by exercising due diligence to prevent and detect criminal conduct and otherwise by promoting an organizational culture that encourages ethical conduct and a commitment to compliance with the law.

Our Board has adopted a director resignation policy that requires a director who does not receive the affirmative vote of a majority of the votes cast with respect to his or her election to tender his or her resignation. Under the policy, the Nominating & Corporate Governance Committee must promptly consider the resignation offer and a range of possible responses and make a recommendation to the Board. The Board will act on the Nominating & Corporate Governance Committee's recommendation within 90 days following certification of the shareholder vote. Thereafter, the Board will promptly disclose its decision regarding whether to accept the director's resignation offer, including an explanation of the decision (or the reason(s) for rejecting the resignation offer, if applicable), in a Form 8-K (or other appropriate report) filed with or furnished to the Securities and Exchange Commission. If any director's resignation under the policy is not accepted by the Board, such director will serve the remainder of the term for which he or she was elected and until his or her successor has been duly elected and qualified. Any director who tenders his or her resignation pursuant to the director resignation policy shall not participate in the Nominating & Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer. If a majority of the members of the Nominating and Corporate Governance Committee did not receive the affirmative vote of a majority of the votes cast at the same election, then all the directors who are "independent" under the listing standards of the New York Stock Exchange and who received the affirmative vote of a majority of the votes cast shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them. This committee may, but need not, consist of all of the independent directors who received the affirmative vote of a majority of the votes cast. The director resignation policy is contained in our Corporate Governance Guidelines, which are available on our website at [www.fhnc.com](http://www.fhnc.com) under the Corporate Governance heading in the Investor Relations area.

First Horizon made several enhancements to its corporate governance policies and practices during 2010. At the annual meeting in April 2010, the shareholders approved the Company's proposal to amend its Amended and Restated Charter to provide that, in uncontested elections, directors must be elected by the affirmative vote of a majority of the votes cast, rather than a plurality as was previously required. The Board also adopted enhancements to our corporate risk management process, which include refinements to the risk governance process, risk reporting, and delineation of our risk appetite. A new Risk Management Governance Policy was adopted in connection with these enhancements, and the Executive & Risk Committee (formerly known as the Credit Policy & Executive

Committee) was charged with primary oversight of corporate risk management processes. (The Board's role in overseeing our risk management processes is described in more detail under the heading "Board Leadership Structure and Role in Risk Oversight" beginning on page 8.) In addition, the Compensation Committee of the Board revised our stock ownership guidelines to base ownership requirements for directors and executive officers on multiples of retainer or cash salary (as applicable) instead of a fixed number of shares. The Board also revised the Compensation Committee's charter to clarify the Committee's responsibilities with respect to the appointment and performance evaluation of executive officers and to provide that the Committee's risk assessment of our incentive compensation arrangements should be conducted with respect to all incentive-eligible employees rather than only to senior executive officers. Finally, we also implemented a secure internet portal to enhance for our directors the delivery and accessibility of our Board and Board committee materials.

Under our Bylaws, First Horizon is managed under the direction of and all corporate powers are exercised by or under the authority of our Board of Directors. Our Board of Directors currently has twelve members. All of our directors are also directors of First Tennessee Bank National Association (the "Bank" or "FTB"). The Bank is our principal operating subsidiary. The Board has four standing committees: the Executive & Risk Committee, the Audit Committee, the Compensation Committee and the Nominating & Corporate Governance Committee, each of which is described in more detail beginning on page 9.

#### Independence and Categorical Standards

*Independence.* Our common stock is listed on the NYSE. The NYSE listing standards require a majority of our directors and all of the members of the Compensation Committee, the Nominating & Corporate Governance Committee and the Audit Committee of the Board of Directors to be independent. Under these standards, our Board of Directors is required to determine affirmatively that a director has no material relationship with the Corporation for that director to qualify as independent. In order to assist in making independence determinations, the Board, upon the recommendation of the Nominating & Corporate Governance Committee, has adopted the categorical standards set forth below. In making its independence determinations, each of the Board and the Nominating & Corporate Governance Committee considered the relationships between each director and the Corporation, including those that fall within the categorical standards.

Based on its review and the application of the categorical standards, the Board, upon the recommendation of the Nominating & Corporate Governance Committee, determined that ten of our eleven current non-employee directors (Messrs. Carter, Compton, Emkes, Haslam, Martin, Reed, Sansom and Yancy and Mmes. Gregg and Palmer) are independent under the NYSE listing standards and that one former non-employee director, Simon F. Cooper, was also independent during his service as a director (he ceased to be a director as of December 31, 2010). Mr. Rose, our Chairman of the Board, is not independent under the NYSE listing standards because prior to April 20, 2009, our Bylaws provided that the position of Chairman of the Board was an officer position. On that date, the Board adopted amendments to the Bylaws that made the position of Chairman of the Board a non-officer position. The Nominating & Corporate Governance Committee and the Board determined that all transactions and relationships with each director identified above as independent fell within our categorical standards except as described in the next paragraph. Mr. Jordan, as our Chief Executive Officer, is also not independent.

Prior to the beginning of her service as a First Horizon director in January 2011, Ms. Gregg received \$1,600 in meeting fees in 2010 in connection with her service as a member of one of the Bank's regional boards. These fees did not fall within our categorical standards for director independence at the time they were received and so were specifically considered by the Board and the Nominating & Corporate Governance Committee in connection with Ms. Gregg's independence, as required by the listing standards, and determined not to adversely affect Ms. Gregg's independence. Ms. Gregg is no longer serving on a regional board. A portion of the credit available in connection with two credit cards for Mr. Martin, three credit cards for Mr. Reed and one credit card for Mr. Sansom inadvertently failed to be brought to the Board for approval as required by Regulation O. The aggregate amount required to be approved by the Board for all six credit cards was less than \$110,000. Because of this, these extensions of credit do

not fit within our categorical standards for director independence. The credit cards were approved in the ordinary course of business on non-preferential terms and were and continue to be performing credits; the credit card limits required to be approved have now been approved by the Board. The Board and the Nominating & Corporate Governance Committee specifically considered these credit card relationships and determined that they did not adversely affect the independence of any of Messrs. Martin, Reed or Sansom. The Board and Committee based their determinations on the ordinary course and non-preferential nature of all the



credit cards and the fact that the amount of credit available on the credit cards was not material to the directors in question. Mr. Emkes was appointed as the Commissioner of Finance and Administration of the State of Tennessee by the governor and took office in January 2011 at the same time as the governor. Prior to that time, the Bank had received approval of a grant of approximately \$70,000 from the Tennessee Solar Institute to fund the installation of solar panels at one of the Bank's facilities. The target installation date of the panels is May 2011, and the Bank will receive the grant money thereafter. The grant does not fit within our categorical standards for director independence and therefore the Board and the Nominating & Corporate Governance Committee specifically considered it and determined that it did not adversely affect the independence of Mr. Emkes. The Board and Committee based their determinations on the facts that the grant was not material to First Horizon, that it was approved prior to Mr. Emkes's assumption of his current position with the state government, and that it was made by an area of state government that is separate from the Department of Finance and Administration.

The categorical standards established by the Board, which were last revised January 19, 2010, are set forth below and are also available on our website at [www.fhnc.com](http://www.fhnc.com) under the "Corporate Governance" heading in the "Investor Relations" area.

With respect to each director who is identified above as independent under the NYSE listing standards, the Board considered the following types or categories of transactions, relationships or arrangements in determining the director's independence under the NYSE standards and our categorical standards.

Provision by  
the  
Corporation, in  
the ordinary  
course of  
business and  
on  
substantially  
the same terms  
and conditions  
as those  
prevailing at  
the time for  
comparable  
transactions  
with  
non-affiliated  
persons, of the  
following  
banking and  
financial  
services and  
services  
incidental  
thereto to  
directors, their  
immediate  
family  
members  
and/or to

entities with  
which  
directors or  
their  
immediate  
family  
members are  
affiliated:  
deposit  
accounts (all  
directors);  
cash  
management  
services  
(Messrs.  
Carter,  
Cooper,  
Haslam,  
Martin,  
Sansom and  
Yancy and Ms.  
Gregg); health  
savings  
account  
depository  
services (Ms.  
Gregg); loans  
(including  
mortgage  
loans), letters  
of credit,  
guaranties,  
credit cards  
and/or other  
lines of credit  
(all directors  
except Mr.  
Cooper);  
interest rate  
swaps (Messrs.  
Haslam and  
Martin);  
investment  
management  
(Messrs.  
Emkes,  
Haslam,  
Martin, Reed,  
and Sansom);  
broker/dealer  
services

(Messrs. Emkes, Haslam, Martin, Reed and Yancy); financial planning (Mr. Reed); capital markets (Mr. Emkes); trust services (Messrs. Haslam, Martin and Reed and Ms. Gregg); insurance brokerage (Messrs. Emkes and Yancy and Ms. Gregg); safe deposit boxes (Messrs. Haslam and Martin and Ms. Gregg); pay card services (Mr. Carter and Ms. Gregg); purchasing card services (Mr. Emkes) and currency exchange (Messrs. Haslam and Martin).

Provision by an entity affiliated with a director or his or her immediate family member, in the ordinary course of business and

on  
substantially  
the same terms  
and conditions  
as those  
prevailing at  
the time for  
comparable  
transactions  
with  
non-affiliated  
persons, of the  
following  
products and  
services to the  
Corporation or  
its  
subsidiaries:  
package  
delivery  
services (Mr.  
Carter);  
beverages (Mr.  
Compton);  
fuel for  
business travel  
by employees  
of the  
Corporation  
(Mr. Haslam);  
hotel lodging  
for business  
travel by  
employees of  
the  
Corporation  
(Mr. Cooper);  
venues for  
holding  
seminars and  
corporate  
functions and  
services  
provided in  
connection  
with the same  
(Messrs.  
Cooper and  
Reed);  
provision of  
ministerial

administrative  
claims  
payment  
services with  
respect to the  
administration  
of First  
Horizon's  
self-insured  
health plan  
(Ms. Gregg).

Payment by  
the  
Corporation of  
attendance  
fees in  
connection  
with service as  
a member of  
one of the  
Bank's regional  
boards (Ms.  
Gregg).

Approval of a  
grant to the  
Bank by the  
Tennessee  
Solar Institute  
for the purpose  
of installing  
solar panels at  
one of the  
Bank's  
facilities (Mr.  
Emkes).

Charitable  
contributions  
by the  
Corporation,  
its subsidiaries  
or the First  
Horizon  
Foundation to  
charitable  
organizations  
with which a  
director or  
immediate

family  
member is  
affiliated  
(Messrs.  
Carter, Emkes,  
Martin,  
Sansom and  
Yancy and  
Mmes. Gregg  
and Palmer).

Employment  
by the  
Corporation in  
a  
non-executive  
position of an  
immediate  
family  
member of a  
director (Mr.  
Yancy).

*Categorical Standards.* Each of the following relationships between the Corporation and its subsidiaries, on the one hand, and a director, an immediate family member of a director, or a company or other entity as to which the director or an immediate family member is a director, executive officer, employee or shareholder (or holds a similar

position), on the other hand, will be deemed to be immaterial and therefore will not preclude a determination by the Board of Directors that the director is independent for purposes of the NYSE listing standards:

1. Depository and other banking and financial services relationships (excluding extensions of credit which are covered in paragraph 2), including transfer agent, registrar, indenture trustee, other trust and fiduciary services, personal banking, capital markets, investment banking, equity research, asset management, investment management, custodian, securities brokerage, financial planning, cash management, insurance brokerage, broker/dealer, express processing, merchant processing, bill payment processing, check clearing, credit card and

other similar services, provided that the relationship is in the ordinary course of business and on substantially the same terms and conditions as those prevailing at the time for comparable transactions with non-affiliated persons.

2. An extension of credit, provided that, at the time of the initial approval of the extension of credit as to (1), (2) and (3), (1) such extension of credit was in the ordinary course of business, (2) such extension of credit was made in compliance with applicable law, including Regulation O of the Federal Reserve, Section 23A and 23B of the Federal Reserve Act and Section 13(k) of the



Securities and Exchange Act of 1934, (3) such extension of credit was on substantially the same terms as those prevailing at the time for comparable transactions with non-affiliated persons, and (4) the extension of credit has not been placed on non-accrual status.

3. Contributions (other than mandatory matching contributions) made by the Corporation or any of its subsidiaries or First Horizon Foundation to a charitable organization as to which the director is an executive officer, director, or trustee or holds a similar position or as to which an immediate family member of the director is an executive officer;

provided that the amount of the contributions to the charitable organization in a fiscal year does not exceed the greater of \$500,000 or 2% of the charitable organization's consolidated gross revenue (based on the charitable organization's latest available income statement).

4. Vendor or other business relationships (excluding banking and financial services relationships and extensions of credit covered by paragraph 1 or 2 above), provided that the relationship is in the ordinary course of business and on substantially the same terms and conditions as those prevailing at the time for comparable

transactions  
with  
non-affiliated  
persons.

5. All compensation and benefits provided to non-employee directors for service as a director.
  
6. All compensation and benefits provided in the ordinary course of business to an immediate family member of a director for services to the Corporation or any of its subsidiaries as long as such immediate family member is compensated comparably to similarly situated employees and is not an executive officer of the Corporation or based on salary and bonus within the top 1,000 most highly compensated employees of the Corporation.

Excluded from relationships considered by the Board is any relationship (except contributions included in category 3) between the Corporation and its subsidiaries, on the one hand, and a company or other entity as to which the director or an immediate family member is a director or, in the case of an immediate family member, an employee (but not an executive officer or significant shareholder), on the other hand.

The fact that a particular relationship or transaction is not addressed by these standards or exceeds the thresholds in these standards does not create a presumption that the director is or is not independent.

The following definitions apply to the categorical standards listed above:

Corporation means First Horizon National Corporation and its consolidated subsidiaries.

Executive Officer means an entity's president, principal financial officer, principal accounting officer (or, if there is no such accounting officer, the controller), any vice president of the entity in charge of a principal business unit, division or function, any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the entity.

Immediate family members of a director means the director's spouse, parents, children, siblings, mothers-in-law, fathers-in-law, sons-in-law, daughters-in-law, brothers-in-law, sisters-in-law and anyone (other than domestic employees) who shares the director's home.

Significant shareholder means a passive investor [meaning a person who is not in control of the entity] who beneficially owns more than 10% of the outstanding equity, partnership or membership interests of an entity.

Beneficial ownership will be determined in accordance with Rule 13d-3 of the Securities Exchange Act of 1934.

### Board Leadership Structure and Role in Risk Oversight

First Horizon's Board leadership structure has evolved significantly in the past several years. Prior to January 2007, the Chairman of the Board and Chief Executive Officer roles were held by the same individual (except for two transition periods relating to CEO succession). In January 2007, the Board made certain governance changes in order to facilitate the implementation of strategic changes then being initiated by the Board, including the appointment of a new CEO and of a separate individual, Mr. Rose, as the Chairman of the Board. Under the Bylaws, the position of Chairman of the Board was at that time an executive officer position. Two different individuals have been serving in the positions of Chairman and CEO ever since. Finally, on April 20, 2009, the Board adopted amendments to the Bylaws that made the position of Chairman of the Board a non-officer position.

Under First Horizon's current Bylaws, the Chairman of the Board presides at all meetings of the shareholders and of the Board (except, with respect to meetings of the Board, as the Board may otherwise determine) and has the powers and performs the duties as are normally incident to the position and as may be assigned by the Board. The Chief Executive Officer is responsible for carrying out the orders of and the resolutions and policies adopted by the Board, has general management of the business of the Corporation and exercises general supervision over all of its affairs.

The chair of the Nominating & Corporate Governance Committee, currently Mr. Martin, who is required to be independent under the listing standards of the NYSE, acts as lead director for the Board. The lead director's responsibilities include, among other things, supporting the Chairman of the Board in developing (in conjunction with the Corporate Secretary) the agenda for each Board meeting and in defining the scope, quality, quantity and timeliness of the flow of information between management and the Board; presiding at executive sessions of the Board; conducting interviews with individual directors as part of the annual Board self-evaluation process; receiving reports from directors who have concerns about another director's performance pursuant to our process for individual director performance evaluations; and receiving communications from shareholders pursuant to our process for communications with the Board.

We recognize that different board leadership structures may be appropriate at different times and in different situations. As part of our annual Board self-evaluation process, we evaluate our leadership structure to ensure that the Board continues to believe that it provides the most appropriate structure. As stated in our Corporate Governance Guidelines, the Board is free to select its Chairman and First Horizon's Chief Executive Officer in the manner it considers in the best interests of the company at any given point in time.

As stated in our Corporate Governance Guidelines, oversight of risk management is central to the role of the Board. In 2010, the Board conducted a comprehensive review of the company's risk management processes and made several changes to restructure and enhance those processes; these changes are reflected in a newly adopted Board policy on risk management governance. The changes include delegation of primary responsibility for enterprise risk management oversight to the Credit Policy & Executive Committee, which was at the same time renamed as the Executive & Risk Committee to reflect the Committee's new risk-related duties. In addition to the credit risk oversight responsibility that the Committee already had, the Committee's charter was revised to authorize and direct the Committee to assist the Board in its oversight of First Horizon's enterprise risk management governance and processes, including the management of market, operational, liquidity, interest rate sensitivity and equity investment risks, including emerging risks, the adoption and implementation of significant risk and compliance policies and First Horizon's risk appetite. In fulfilling its risk responsibilities, the Board delegated the following duties to the Committee: to review periodically and recommend to the Board the risk appetite parameters to be employed by management in operating the company; to receive information on First Horizon's business practices, policies and procedures related to the risks listed above; to monitor results to ensure alignment with First Horizon's risk appetite; to review periodic risk

and compliance reports from the Chief Risk Officer and the Chief Credit Officer, including reports on major risk exposures and steps taken to monitor, mitigate and control such exposures; to review periodically with management regulatory correspondence and actions; and to establish risk management and compliance policies required to be approved by the Board or a committee of the Board.

Other Board committees continue to play a role in First Horizon's risk management processes as well. In accordance with the NYSE listing standards and its charter, the Audit Committee, which formerly had primary

responsibility for oversight of risk management, retained an oversight role in that area, including receiving reports from the internal auditor regarding risk governance, risk assessment and risk management, the adequacy of the company's policies and compliance with legal and regulatory requirements. Pursuant to its charter, the Audit Committee also reviews employee complaints or material reports or inquiries received from regulators or government agencies and management's responses; meets periodically with the company's Chief Risk Officer to discuss any risk and compliance matters that may have a material effect on the company's financial statements or internal controls; discusses any significant compliance issues raised in reports or inquiries received from regulators or government agencies; reviews periodic reports regarding the Compliance and Ethics Program on the effectiveness of that program; and discusses with the General Counsel pending and threatened claims that may have a material impact on the financial statements. The chair of the Audit Committee, Ms. Palmer, is currently also a member of the Executive & Risk Committee, which facilitates coordination between the Audit Committee and the Executive & Risk Committee relative to their respective risk oversight responsibilities. The Compensation Committee is chiefly responsible for compensation-related risks. The charter of the Committee requires the Committee to discuss and review the key business and other risks First Horizon faces and the relationship of those risks to certain compensation arrangements. Each of these committees also receives regular reports from management regarding the company's risks and reports regularly to the full Board concerning risk.

#### Composition of Board Committees

The Audit Committee, the Compensation Committee and the Nominating & Corporate Governance Committee are each composed of directors who are independent, as defined above under the heading "Independence and Categorical Standards" beginning on page 5. The current membership of each of the Board's standing committees is set forth in the table below. Membership continued during the entire period from January 1, 2010 until the filing of this proxy statement unless otherwise indicated in the notes or text following the table.

| <b>Executive &amp; Risk<br/>Committee</b>  | <b>Audit Committee</b>   | <b>Compensation<br/>Committee</b>  | <b>Nominating &amp; Corporate Governance<br/>Committee</b>  |
|--|--|--|---|
| James A. Haslam,<br>III<br>D. Bryan Jordan<br>R. Brad Martin<br>(chair)<br>Vicki R. Palmer<br>Michael D. Rose<br>William B. Sansom | Robert B. Carter<br>Mark A. Emkes<br>Vicky B. Gregg <sup>1</sup><br>Vicki R. Palmer<br>(chair)<br>Luke Yancy III | Mark A. Emkes<br>James A. Haslam, III<br>R. Brad Martin<br>Colin V. Reed (chair) | Robert B. Carter<br>R. Brad Martin (chair)<br>Colin V. Reed |

- Ms. Gregg became a director on January 18, 2011, and her service on the Audit and Trust Committees commenced on that date.

Mr. Yancy also serves as chair of the Trust Committee, a standing committee of the Bank on which Ms. Gregg and Mr. Sansom also serve. John C. Compton, who was elected as a director by the Board on February 23, 2011, has not yet been appointed to any committees of the Board. Simon F. Cooper, who resigned as a director effective December 31, 2010, also served on the Audit and Trust Committees throughout 2010.

#### The Executive & Risk Committee

The Executive & Risk Committee was established by our Board of Directors and operates under a written charter, which was last amended in April 2010 as described below. The charter is currently available on our website at [www.fhnc.com](http://www.fhnc.com) under the Corporate Governance heading in the Investor Relations area. Paper copies are available to shareholders upon request to the Corporate Secretary.

As a result of the Board's comprehensive review during 2010 of the company's risk management processes, the Board delegated primary responsibility for enterprise risk management oversight to the Credit Policy & Executive Committee, which was at the same time renamed as the Executive & Risk Committee to reflect the Committee's new risk-related duties. In addition to the credit risk oversight responsibility and executive committee authority that the Committee already had, the Committee's charter was revised to authorize and direct the Committee to assist the Board in its oversight of First Horizon's enterprise risk management governance and processes. Additional information on the Committee's risk-related duties is available under the heading Board Leadership Structure and Role in Risk Oversight beginning on page 8 above. In connection with its credit risk responsibilities, the Committee oversees First Horizon's independent Credit Risk Assurance department.



As an executive committee, the Committee is authorized and empowered to exercise during the intervals between meetings of the Board all authority of the Board of Directors, except as prohibited by applicable law and provided that it may not approve acquisitions, divestitures or the entry into definitive agreements (not in the ordinary course of business) where the purchase or sale price or transaction amount exceeds \$100 million. Also, no authority has been delegated to the Committee in its charter to approve any acquisition involving the issuance of our stock.

### The Audit Committee

*In General.* The Audit Committee was established by our Board of Directors and operates under a written charter that was last amended and restated in April 2010 in connection with the Board's comprehensive review of our risk management processes. The revisions to the charter reflected the transfer of primary responsibility for enterprise risk management oversight to the Executive & Risk Committee (as described in the previous section), clarified the role the Committee is required to play in risk management and compliance oversight by the NYSE listing standards and provided for reporting to the Committee on risk and compliance with laws and regulations by First Horizon's internal auditor. The charter is available on our website at [www.fhnc.com](http://www.fhnc.com) under the Corporate Governance heading in the Investor Relations area, and a copy is attached to this proxy statement at Appendix A. Paper copies are available to shareholders upon request to the Corporate Secretary.

Subject to the limitations and provisions of its charter, the Committee assists our Board in its oversight of our accounting and financial reporting principles and policies, internal audit controls and procedures, the integrity of our financial statements, our compliance with legal and regulatory requirements, the independent auditor's qualifications and independence, and the performance of the independent auditor and our internal audit function. The Committee is directly responsible for the appointment (subject, if applicable, to shareholder ratification), retention, compensation and termination of the independent auditor as well as for overseeing the work of and evaluating the independent auditor and its independence. The members of the Committee are themselves independent, as that term is defined in the NYSE listing standards (described above), and meet the additional independence requirements prescribed by Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended, and the rules of the SEC promulgated thereunder. In addition, the Board of Directors has determined that all the members of the Committee are financially literate as required by the NYSE listing standards. The Audit Committee's Report is included below.

*Audit Committee Financial Expert.* The Board of Directors has determined that Vicki R. Palmer (chair of the Audit Committee) is an audit committee financial expert, as that term is defined in Item 407(d)(5) of SEC Regulation S-K. After receiving her B.A. in economics and business administration from Rhodes College and her M.B.A. in finance from The University of Memphis, Ms. Palmer was employed as a commercial loan officer with the Bank, where she was trained in and worked daily in evaluating financial statements of corporate customers in connection with their credit applications. In 1978, she joined Federal Express Corporation as Manager of Corporate Finance, and her major areas of responsibility included debt financing, cash management and pension asset management. Ms. Palmer joined The Coca-Cola Company in 1983 as Manager of Pension Investments, thus becoming responsible for the company's worldwide pension assets. Upon moving to Coca-Cola Enterprises, Inc. (CCE) in 1986, she was involved at the inception of the company with the evaluation of company-wide financial results and the establishment of internal controls. Until January 2004, Ms. Palmer served as Senior Vice President, Treasurer and Special Assistant to the CEO. In this position, she was responsible for management of CCE's \$12 billion multi-currency debt portfolio; its \$2.5 billion pension plan and 401(k) plan investments; currency management; global cash management; and commercial and investment banking relationships. In 2004, she became Executive Vice President, Financial Services and Administration, responsible for overseeing treasury, pension and retirement benefits, asset management, internal audit and risk management. In this position she was a member of CCE's Risk Committee, which was charged with establishing policy and internal controls for hedging and financial and non-financial derivatives. In addition, she served on CCE's Senior Executive Committee and had oversight responsibility for CCE's enterprise-wide risk assessment process. Ms. Palmer also served for over ten years on CCE's Financial Reporting Committee, which reviewed the company's financial statements and dealt periodically with accounting issues, and in her most recent position with CCE she supervised the treasurer who served on this committee. Ms. Palmer retired as a CCE officer on

April 1, 2009. She is currently the President of The Palmer Group, LLC, a general consulting firm. She was a member of our Audit Committee from January 1995 to April 1999 and chaired the Committee from April 1996 to April 1999, and she returned to that Committee as chair in

April 2003. She is also a member of the audit committee of another public company, Haverty Furniture Companies Inc.

The Board of Directors also determined in 2006 that Colin V. Reed, who was a member of the Audit Committee until November 2008 but who is no longer serving on the Audit Committee, was an audit committee financial expert. Mr. Reed spent several years early in his career as assistant chief accountant and chief accountant, respectively, at a life insurance and investment banking company and a large hotel in England. He went on to spend eight years with Holiday Inns, initially as U.K. financial controller and ultimately as CFO for the company's European, Middle East and African operations. He moved to the U.S. in the 1980s to assist with the leveraged recapitalization of that company that ended in the sale of Holiday Inns, the formation of Promus Companies and the subsequent split of Promus from Harrah's Entertainment, Inc. Mr. Reed then became CFO and a member of the three person executive committee of Harrah's. He currently serves as Chairman and CEO of Gaylord Entertainment Company. Mr. Reed is a fellow of the British Association of Hotel Accountants.

Both Ms. Palmer and Mr. Reed meet in all respects the independence requirements of the NYSE and Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended, and the rules of the SEC promulgated thereunder.

*Notwithstanding anything to the contrary set forth in any of our previous filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, that might incorporate future filings by reference, including this proxy statement, in whole or in part, the following Audit Committee Report and the statements regarding members of the Committee who are not independent (if any) shall not be incorporated by reference into any such filings.*

*Audit Committee Report.* The roles of the Audit Committee ( Committee ) are (1) to assist First Horizon's Board of Directors in its oversight of (a) the Corporation's accounting and financial reporting principles and policies and internal audit controls and procedures, (b) the integrity of its financial statements, (c) its compliance with legal and regulatory requirements, (d) the independent auditor's qualifications and independence, and (e) the performance of the independent auditor and internal audit function; and (2) to prepare this report to be included in First Horizon's annual proxy statement pursuant to the proxy rules of the SEC. The Committee operates pursuant to a charter that was last amended and restated by the Board in 2010. As set forth in the Committee's charter, management of First Horizon is responsible for preparation, presentation and integrity of the Corporation's financial statements and for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures to provide for compliance with accounting standards and applicable laws and regulations, and the internal auditor is responsible for testing such internal controls and procedures. The independent auditor is responsible for planning and carrying out audits of the Corporation's annual financial statements and effectiveness of internal control over financial reporting, reviews of the Corporation's quarterly financial statements prior to the filing of each quarterly report on Form 10-Q and certain other procedures.

In the performance of its oversight function, the Committee has considered and discussed the audited financial statements with management and the independent auditors. The Committee has also discussed with the Chief Executive Officer and Chief Financial Officer their respective certifications that were included in First Horizon's Annual Report on Form 10-K for the year ended December 31, 2010. The Committee has also discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61, Communication with Audit Committees, as currently in effect. [Statement on Auditing Standards No. 61 has been replaced by Statement on Auditing Standards No. 114, Communications with Those Charged with Governance.] Finally, the Committee has received the written disclosures and the letter from the independent auditors required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee concerning independence, has adopted an audit and non-audit services pre-approval policy and considered whether the provision of non-audit services by the independent auditors to First Horizon is compatible with maintaining the auditor's independence and has discussed with the auditors the auditors' independence.

While the Board of Directors has determined that each member of the Audit Committee has the broad level of general financial experience required to serve on the Committee and that Ms. Palmer is an audit committee financial expert as that term is defined in Item 407(d)(5) of Regulation S-K, none of the members of the Committee currently devotes specific attention to the narrower fields of auditing or accounting or is professionally engaged in the practice of auditing or accounting, nor are they performing the functions of auditors or accountants, nor are they experts in respect of auditor independence. Members of the Committee rely without independent verification on the information provided to them and on the representations made by management and the independent auditors. Accordingly, the Committee's oversight does not provide an independent basis to determine

that management has maintained appropriate accounting and financial reporting principles or appropriate internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Committee's considerations and discussions referred to above do not assure that the audit of First Horizon's financial statements has been carried out in accordance with generally accepted auditing standards, that the financial statements are presented in accordance with generally accepted accounting principles or that First Horizon's auditors are in fact independent.

Based upon the reports and discussions described in this report, and subject to the limitations on the role and responsibilities of the Committee referred to above and in the Committee's charter, the Committee recommended to the Board of Directors that the audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2010, to be filed with the SEC.

Submitted by the Audit Committee of our Board of Directors.

Audit Committee

Vicki R. Palmer, Chair  
Robert B. Carter  
Mark A. Emkes  
Vicky B. Gregg  
Luke Yancy III

The Nominating & Corporate Governance Committee

*In General.* The Nominating & Corporate Governance Committee operates under a written charter that is available on our website at [www.fhnc.com](http://www.fhnc.com) under the Corporate Governance heading in the Investor Relations area. Paper copies are available to shareholders upon request to the Corporate Secretary. The charter was last amended in January 2009 to delete a reference to the classified board. The purposes of the Nominating & Corporate Governance Committee are (1) to identify and recommend to the Board individuals for nomination as members of the Board and its committees, (2) to develop and recommend to the Board a set of corporate governance principles applicable to the Corporation, and (3) to oversee the evaluation of the Board and management.

*Nominations of Directors; Consideration of Diversity in Identifying Director Nominees.* With respect to the nominating process, the Nominating & Corporate Governance Committee discusses and evaluates possible candidates in detail and suggests individuals whose potential membership on the Board could be explored in greater depth. The Committee recommends new nominees for the position of independent director based on the following criteria:

Personal qualities and characteristics, experience, accomplishments and reputation in the business community.

Current knowledge and contacts in the communities in which the Corporation does business and in the Corporation's industry or other industries relevant to the Corporation's business.

Diversity of viewpoints, background, experience and other demographics.

Ability and willingness to commit adequate time to Board and committee

matters.

The fit of the individual's skills and personality with those of other directors and potential directors in building a Board that is effective and responsive to its duties and responsibilities.

The Nominating & Corporate Governance Committee does not set specific, minimum qualifications that nominees must meet in order for the Committee to recommend them to the Board of Directors, but rather believes that each nominee should be evaluated based on his or her individual merits, taking into account the needs of the Corporation and the composition of the Board of Directors.

As described above and set forth in our Corporate Governance Guidelines, diversity, broadly defined to mean diversity of viewpoints, background, experience and other demographics, is one criterion on which the Committee bases its recommendations of new nominees for director positions. The inclusion of diversity in the listed criteria for director nominees reflects the Board's belief that diversity, broadly defined, is important to the effective functioning of the Board. More generally, our Board-adopted Code of Business Conduct and Ethics reflects First Horizon's firm commitment to non-discrimination and equal opportunity for employees, customers and suppliers and to treatment of everyone without discrimination or harassment based on race, color, religion, sex, sexual orientation, gender identity, national origin, age, veteran status or disability. However, neither the Committee nor the Board has a formal policy with regard to the consideration of diversity in identifying director nominees.

Once a candidate is identified whom the Committee wants seriously to consider and move toward nomination, the Chairman of the Board, the Chief Executive Officer and/or other directors as the Committee determines will enter into a discussion with that nominee.

*Shareholder Recommendations of Director Nominees.* The Nominating & Corporate Governance Committee will consider individuals recommended by shareholders as director nominees, and any such individual is given appropriate consideration in the same manner as individuals recommended by the Committee. Shareholders who wish to submit individuals for consideration by the Nominating & Corporate Governance Committee as director nominees may do so by submitting, in compliance with the procedures and along with the other information required by our Bylaws (as described below), a notice in writing that gives such individuals' names to the chair of the Nominating & Corporate Governance Committee, in care of the Corporate Secretary. Our Bylaws require that to be timely, a shareholder's notice must be delivered to or mailed and received at our principal executive offices not less than 90 days nor more than 120 days prior to the date of the meeting. However, if fewer than 100 days' notice or prior public disclosure of the date of the meeting is given or made to shareholders, a notice by a shareholder to be timely must be so delivered or received not later than the close of business on the 10th day following the earlier of (i) the day on which such notice of the date of such meeting was mailed or (ii) the day on which such public disclosure was made. A shareholder's notice must state:

the name,  
age, business  
address and

residence  
address of  
the person  
whom the  
shareholder  
proposes to  
nominate;  
the principal  
occupation  
or  
employment  
of such  
person; the  
class and  
number of  
shares of the  
Corporation  
that are  
beneficially  
owned by  
such person  
on the date  
of the notice;



any other information relating to such person that is required to be disclosed in solicitations of proxies for election of directors or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (including, without limitation, such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected);

the name and address, as they appear on our books, of the shareholder giving the notice and any other shareholders known by

such  
shareholder  
to be  
supporting  
the proposed  
nominee;  
and

the class and  
number of  
shares of our  
stock which  
are  
beneficially  
owned by the  
shareholder  
giving the  
notice on the  
date of the  
notice and by  
any other  
shareholders  
known by  
the  
shareholder  
giving the  
notice to be  
supporting  
the proposed  
nominee on  
the date of  
such  
shareholder's  
notice.

#### The Compensation Committee

*In General.* The Compensation Committee operates under a written charter that is available on our website at [www.fhnc.com](http://www.fhnc.com) under the Corporate Governance heading in the Investor Relations area and that is also attached to this proxy statement at Appendix B. Paper copies are available to shareholders upon request to the Corporate Secretary. The charter was last amended and restated by the Board of Directors in July 2010 to clarify the Committee's responsibilities with respect to the appointment and performance evaluation of executive officers and to provide that the Committee's risk assessment of our incentive compensation arrangements should be conducted with respect to all incentive-eligible employees rather than only to senior executive officers.

The purposes of the Compensation Committee are (1) to discharge the Board's responsibilities relating to the compensation of our executive officers, (2) to produce an annual report on executive compensation for inclusion in our proxy statement, in accordance with the rules and regulations of the SEC [the current report is set forth below], (3) to identify and recommend to the Board individuals for appointment as officers, (4) to evaluate our management, and (5) to carry out certain other duties as set forth in the Committee's charter.

Most of our executive compensation plans specify that they will be administered by a committee. The Committee's charter provides that the Committee will administer plan-committee functions under our various executive-level compensation plans. Under the charter, at least two members of the Committee must be outside directors for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, and at least two members of the Committee must be non-employee directors for purposes of Section 16 of the Securities Exchange Act of 1934. Many of our plans have similar provisions concerning their respective plan committees. The charter stipulates that if a Committee member is disqualified under one or the other of those tests, then that member must recuse him- or herself from participating in decisions impacted by the relevant test. In that situation, the remaining members would constitute the Committee for that action. On occasion, in connection with a specific action, a Committee member may feel that his or her qualification under one of those tests may be in doubt for some reason; in that case, the member may elect to recuse to avoid any risk of possible disqualification.

*Processes and Procedures Regarding Executive and Director Compensation.* The charter of the Compensation Committee provides that the Committee has the authority to review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives, and set the CEO's compensation level based on this evaluation and to fix the compensation, including bonus and other compensation and any severance or similar termination payments, of executive officers. The Committee also has the authority, pursuant to its charter, to make recommendations to the Board concerning the adoption or amendment of employee benefit plans, management compensation plans, incentive compensation plans and equity-based plans, including plans applicable to executive officers, and to make recommendations to the Board concerning director compensation. The Committee's charter also assigns to the Committee the duty to meet periodically with the Corporation's senior risk officers to discuss and review the key business and other risks the Corporation faces and the relationship of those risks, along with the Corporation's risk management policies and practices, to the incentive compensation arrangements applicable to the incentive-eligible employees in order to be able to provide reasonable assurance that such arrangements do not encourage such employees to take unnecessary and excessive risks that threaten the value of the Corporation. The charter also provides that the Committee will oversee the Corporation's compliance with the provisions of all applicable laws and regulations, both currently in existence and as may be adopted in the future, relating to the compensation of the Corporation's executive officers. For additional information on the risk assessments carried out by the Committee during 2010, see the Compensation Committee Report beginning on page 16 of this proxy statement. The Committee may not delegate any of the authority described in this paragraph related to executive and director compensation to any other persons. In 2010, the Committee met six times (and took action by written consent once) for the principal purposes

of executing its responsibilities under the Committee's charter. Every meeting was concluded with an executive session during which management was not present.

The Committee generally conducts a review of the Corporation's director compensation program once every three years. The last comprehensive review took place during 2009. Director compensation is reviewed and considered by management and recommended to the Committee, either as a short list of alternatives or as single-item recommendations. In general, management uses a consultant in formulating many of its recommendations, both for advice in designing director compensation and as a source of peer-company data. (Additional information on the use of consultants in compensation matters is provided below.) Management also prepares various presentations, analyses, and other tools for the Committee to use in considering director compensation decisions. The outcome of the 2009 review process was a finding that the current director compensation program is appropriate and competitive. No changes were made at that time; however, the Committee recommended and the Board approved a revision to the director equity grant process in October 2010.

The Committee generally determines the CEO's salary on an annual basis in executive session independent of management. That determination is based on a review of the CEO's personal plan results for the prior year, along with peer CEO salary data provided by management's compensation consultant as well as input from the Committee's compensation consultant. The CEO is not involved in the determination of his own salary.

Our CEO recommends to the Committee salary levels for the executive officers other than himself. Other compensation matters (bonus, equity awards, etc.) involving executives are considered and reviewed by management, including the CEO, and recommended to the Committee, either as a short list of alternatives or as single-item recommendations. Management uses a consultant in formulating many of its recommendations, both for advice and as a source of peer-company data. Management also prepares various presentations, analyses, forecasts, and other tools for the Committee to use in considering compensation decisions during the year. The Committee's consultant reviews all proposals and makes recommendations to the Committee.

Management monitors and considers new or modified benefit programs used by other companies, or needed within our company, to attract and retain key employees. Recommendations are presented by management to the Committee for review and discussion. The CEO ultimately oversees these management processes. New benefit plans, or significant amendments to existing plans, typically are approved by the full Board based on recommendations from the Committee. Enrollment and other administrative actions associated with the benefit plans are handled mainly through third party vendors in accordance with the terms in the Board-approved plans. If executive-level exceptions are required for administration of the plans, such as approval of an early retirement, management generally reviews the facts of the situation and provides a recommendation to the Committee for approval.

Management uses national compensation consulting firms to provide advice with respect to executive and director compensation matters. Management also uses a number of other specialist firms to provide data relevant to specific needs such as funding for nonqualified deferred compensation and any special compensation arrangements that are unique to specific business units such as the capital markets industry. The consultants provide competitive data/trends, keep management informed of best practices and work with management to develop programs that permit the Corporation to attract and retain the talent needed. In 2010, management engaged McLagan as its primary advisor for executive and director compensation matters. Among other things, management directed McLagan to provide objective advice to management, the Committee and the Board on executive and director compensation, to provide expertise in executive and director compensation design, market practices in our industry and data to support recommendations, and to ensure timely reports to management and the Committee on all critical accounting, tax, securities law and market developments and trends relating to executive and director compensation. In addition, management engages nationally-recognized law firms as appropriate to provide advice on compliance with new laws, administration of stock plans, and design of severance agreements.

In 2010, the Compensation Committee continued its engagement of Frederic W. Cook & Co., Inc. to provide it with independent analysis and advice on all compensation-related matters. Among other things, the independent consultant assists the Committee in its reviews of compensation program actions recommended by management, reviewing the chosen peer group and survey data for competitive comparisons and advising the Committee on best practices and ideas for board governance of executive compensation. The Cook firm was specifically directed to undertake no work on behalf of management except at the request of the Committee chair on behalf of the Committee, and the firm has no other relationships with the Corporation or management.

*Notwithstanding anything to the contrary set forth in any of our previous filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, that might incorporate future filings by reference, including this*

*proxy statement, in whole or in part, the following Compensation Committee Report shall not be incorporated by reference into any such filings.*

*Compensation Committee Report.* The Compensation Committee of our Board of Directors has reviewed and discussed with management, among other things, the section of this proxy statement captioned Compensation Discussion and Analysis beginning on page 30. Based on that review and discussion, the Compensation Committee has recommended to our Board that the Compensation Discussion and Analysis section be included in this proxy statement.

For most of 2010 the Corporation was a participant in the Capital Purchase Program within the U.S. Treasury Department's Troubled Asset Relief Program ( TARP ) authorized under the Emergency Economic Stabilization Act of 2008, as amended. As required by the TARP rules, the Committee met in February and July 2010 with senior risk, credit, human resources, and legal officers to review and assess all compensation plans of the Corporation in relation to the risks facing the Corporation. The reviews included all plans, programs, and arrangements (collectively referred to as plans ) involving two or more employees, regardless of rank and regardless of the dollars involved, consisting of 118 plans at the time of the February meeting and 114 plans in July.

Each review had these broad objectives: (a) ensuring that plans do not encourage senior executive officers or other employees to take unnecessary and excessive risks that threaten the value of the Corporation; (b) limiting any unnecessary risks that the plans pose to the Corporation; and (c) eliminating any features of plans that would encourage the manipulation of reported earnings of the Corporation to enhance the compensation of any employee. In addition, the risk assessment process was guided by seven principles:

- (i) Short-term incentives are an appropriate part of a total compensation strategy, especially when they reward achievement of short-term tactical objectives that are considered consistent with and contribute towards achievement of long-term objectives.
- (ii) Plans should encourage long-term performance and long-term

value creation.

- (iii) A holistic approach should be taken, in addition to a review of each plan, in order to better assess whether the risk-taking behaviors being motivated, on balance, are excessive or unnecessary.
- (iv) Controls and mitigating features and factors that in practice are related to plans or plan performance should be identified and assessed, whether or not they are technically written into the plans.
- (v) Exacerbating features and factors that in practice are related to plans or plan performance should be identified and assessed, whether or not they are technically written into

the plans.

- (vi) Identify and assess groups of features or plans that amplify each other, or otherwise interact, in unexpected or inappropriate ways.
  
- (vii) Any departments or other groups of employees that are part of the control or mitigation framework for those plans that are significant (in terms of risk to the company) should have their compensation structures, especially incentives, viewed with a special consideration of their roles in managing or controlling risk.

Each plan was assigned an inherent risk rating (high, medium, or low). The inherent risk rating reflects an assessment of the magnitude of risk to which the plan exposes the Corporation, before taking into consideration controls and other factors that are external to the plan itself. Although all risks were considered, three risk types are especially relevant to incentive plans: compliance risk; inappropriate business risk; and financial reporting risk. Compliance risk arises if an employee, in an effort to obtain or increase an incentive payment, violates legal rules or company policies.

Inappropriate business risk arises if incentives encourage personnel to engage in business-generating activities the risks of which are not priced into the Corporation's products and services or for other reasons are not appropriate for the Corporation. Financial reporting risk arises if incentives are based on reported financial results; absent adequate controls, such incentives could encourage manipulation or other corruption of the financial reporting process, either by



deliberate fraud or unconscious bias.

The review process then examined the controls and other mitigating factors that affect how each plan's inherent risks are managed or controlled, and also examined other factors that would bear upon an assessment of the real-world risks to which the plan could expose us. A residual risk rating was assigned to each plan as a result of this analysis.

The following are key findings and results of the 2010 reviews:

Nearly all the plans fell into the low inherent risk category. The reasons for that rating varied with the plan, but the most common reasons fall into these groups: the plan is not an incentive plan; the activities encouraged expose us to little or no risk; and, the total amount of compensation expense is very low or the scope of the plan is limited to low risk areas.

The plans with medium or high inherent risk ratings were the Capital Markets bonus and sales commission plans, the 2002 Management Incentive Plan (or MIP, which is an

annual cash bonus plan for executives), and the active equity awards plans.

The residual risk rating of all plans, after considering controls and other factors, was low risk.

The residual risk of the Capital Markets plans is low primarily due to a number of risk management controls which are in place in that division. Those controls include, among others: divisional underwriting and similar controls are in place to control transactional risks; divisional controls and processes are in place to promote accurate record-keeping; a risk manager reporting to our corporate chief risk officer is embedded in the division; division transactions are reviewed and processed daily

by an operations group separate from affected personnel and by a compliance team located in the division; and major divisional business decisions, including those that can have a substantial impact on the transactions that drive compensation, must be approved at the corporate level.

The MIP and the equity plans have a low residual risk primarily due to various financial reporting and other risk management controls that are in place throughout our company. Those controls include, among others: our accounting processes; internal and external audit functions; our internal control over financial reporting processes; and our disclosure control processes. These latter two controls involve

key business  
line officers  
throughout our  
company in  
addition to  
accounting,  
finance, and  
legal  
professionals.

In all cases,  
the  
Committee  
judged the  
residual  
risks to be  
acceptable  
and  
appropriate  
in relation to  
the benefits  
to the  
Corporation  
from having  
the plans.

Based on the foregoing, the Compensation Committee certifies that:

- (1) It has  
reviewed with  
senior risk  
officers the  
senior  
executive  
officer (SEO)  
compensation  
plans and has  
made all  
reasonable  
efforts to  
ensure that  
these plans do  
not encourage  
SEOs to take  
unnecessary  
and excessive  
risks that  
threaten the  
value of the  
Corporation;

- (2) It has reviewed with senior risk officers the employee compensation plans and has made all reasonable efforts to limit any unnecessary risks these plans pose to the Corporation; and
- (3) It has reviewed the employee compensation plans to eliminate any features of these plans that would encourage the manipulation of reported earnings of the Corporation to enhance the compensation of any employee.

In June 2010 financial industry regulators adopted new incentive compensation risk management principles. Using experience under the TARP rules, during the year management developed a risk management process to apply those new principles to the Corporation's incentive plans. By year-end that process had been applied on a trial basis to a limited number of plans, including certain Capital Markets plans. It is expected that in 2011 all plans with material inherent risk and covered by the new regulatory principles will be integrated into that new risk management process.

Compensation Committee

Colin V. Reed, Chair  
Mark A. Emkes  
James A. Haslam, III  
R. Brad Martin



### Compensation Committee Interlocks and Insider Participation

Messrs. Emkes, Haslam, Martin, and Reed, all non-employee directors, served as members of the Board of Directors Compensation Committee during all of 2010. No other directors served on the Compensation Committee during 2010. Refer to the table in Corporate Governance and Board Matters Composition of Board Committees above for additional committee information. No interlocking relationships existed with respect to any of the members of the Committee.

### Board and Committee Meeting Attendance

During 2010, the Board of Directors held six meetings (four of which took place over a period of two days each) and took action by written consent three times. The Compensation Committee held six meetings and took action by written consent once. The Nominating & Corporate Governance Committee held five meetings, the Audit Committee held eight meetings and the Executive & Risk Committee held eight meetings. The average attendance at Board and committee meetings exceeded 95 percent. No director who served on our Board during 2010 attended fewer than 75 percent of the meetings of the Board and the committees of the Board on which he or she served. As set forth in our Corporate Governance Guidelines, our directors are expected to make every effort to attend every meeting of First Horizon's shareholders. For the last 10 years, all of our directors have been in attendance at every annual meeting of shareholders, except for one director in 2004.

### Executive Sessions

To ensure free and open discussion and communication among the non-management directors of the Board and its committees, our Corporate Governance Guidelines provide that the non-management directors will meet in regularly scheduled executive sessions and as often as the Board shall request, with no members of management present. During 2010, the non-management directors met four times in executive session of the Board. Our Corporate Governance Guidelines also provide that if any non-management directors are not independent under NYSE listing standards, the independent, non-management directors will meet in executive session at least once a year. During 2010, our independent, non-management directors met in executive session four times. The lead director, currently Mr. Martin, presides at the executive sessions of the Board.

### Communication with the Board of Directors

A shareholder who desires to communicate with the Board of Directors on matters other than director nominations should submit his or her communication in writing to the lead director, c/o Corporate Secretary, First Horizon National Corporation, 165 Madison Avenue, Memphis, Tennessee 38103, and identify himself or herself as a shareholder. The Corporate Secretary will forward all communications to the lead director for a determination as to how to proceed. Other interested parties desiring to communicate with the Board of Directors should submit their communications in the same manner.

### Procedures for the Approval, Monitoring, and Ratification of Related Party Transactions

The Audit Committee of the Board has adopted procedures for the approval, monitoring, and ratification of transactions between First Horizon, on the one hand, and our directors, executive officers or 5% shareholders, their immediate family members, their affiliated entities and their immediate family members' affiliated entities, on the other hand. A copy of our procedures is available on our website at [www.fhnc.com](http://www.fhnc.com) under the Corporate Governance heading in the Investor Relations area. Our procedures require management to submit any proposed related party transaction (defined as a transaction that is required to be disclosed in our proxy statement pursuant to the requirements of Item 404(a) of Regulation S-K promulgated by the SEC) or amendment to an existing related party transaction to the Audit Committee for approval or ratification. In some cases, the matter may be determined by the chair of the Audit Committee. In considering whether to approve a given transaction, the Audit Committee (or chair) must consider:



whether the terms of the related party transaction are fair to First Horizon and on terms at least as favorable as would apply if the other party was not, or did not have an affiliation with, a director or executive officer of First Horizon;

whether First Horizon is currently engaged in other related party transactions with the related party at issue or other related parties of the same director or executive officer;

whether there are demonstrable business reasons for First Horizon to enter into the related party transaction;

whether the related party transaction would impair the independence of a director; and

whether the related party transaction would present an improper conflict of interest for any director or executive officer of First Horizon, taking into account the size of the

transaction,  
the overall  
financial  
position of the  
director or  
executive  
officer, the  
direct or  
indirect nature  
of the interest  
of the director  
or executive  
officer in the  
transaction,  
the ongoing  
nature of any  
proposed  
relationship,  
and any other  
factors the  
Audit  
Committee  
deems  
relevant.

Transactions with Related Persons

The Corporation, the Bank and the subsidiaries of each, as applicable, have entered into lending transactions and/or other banking or financial services transactions in the ordinary course of business with our executive officers, directors, nominees, their immediately family members and affiliated entities, and the persons of which we are aware that beneficially own more than 5 percent of our common stock, and we expect to have such transactions in the future. Such transactions were made in the ordinary course of business, were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with persons not related to the Corporation, and did not involve more than the normal risk of collectibility or present other unfavorable features.

**STOCK OWNERSHIP INFORMATION**

As of December 31, 2010, there were 7,097 shareholders of record of our common stock. To our knowledge, there were three persons who owned beneficially, as that term is defined by Rule 13d-3 of the Securities Exchange Act of 1934, more than five percent (5%) of our common stock as of December 31, 2010. Certain information concerning beneficial ownership of our common stock by those persons as of December 31, 2010 is set forth in the following table:

**Security Ownership of Certain Beneficial Owners**

| <b>Name and Address of Beneficial Owner*</b>   | <b>Amount and Nature of Beneficial Ownership</b> | <b>Percent of Class</b> |
|--|--|-------------------------|
| The Guardian Life Insurance Company of America | 21,504,530                                       | 8.2 %                   |
| T. Rowe Price Associates, Inc.                 | 20,089,183                                       | 7.7 %                   |
| Marsico Capital Management, LLC                | 16,944,377                                       | 6.4 %                   |

\* Addresses appear in the text below.

The information in the table above with respect to The Guardian Life Insurance Company of America is based on information set forth in Schedule 13G, filed with the Securities and Exchange Commission on February 9, 2011 jointly by The Guardian Life Insurance Company of America and its subsidiaries, Guardian Investor Services LLC and RS Investment Management Co. LLC, 7 Hanover Square, New York, NY 10004 (collectively, Guardian ). According to this Schedule 13G, Guardian has shared voting power and shared dispositive power with respect to all 21,504,530 shares of our common stock that it beneficially owns.

The information in the table above with respect to T. Rowe Price Associates, Inc. ( TRP ) is based on information set forth in Amendment No. 1 to Schedule 13G, filed with the Securities and Exchange Commission on February 10, 2011 by TRP, 100 E. Pratt Street, Baltimore, Maryland 21202. According to this document, TRP has sole voting power with respect to 3,635,882 shares of our common stock and sole dispositive power with respect to 20,089,183 shares of our common stock.

The information in the table above with respect to Marsico Capital Management, LLC ( Marsico ) is based on information set forth in Schedule 13G filed with the Securities and Exchange Commission on February 11, 2011 by Marsico, 1200 17th Street, Suite 1600, Denver, Colorado 80202. According to this Schedule 13G, Marsico has sole voting power with respect to 16,506,143 shares of our common stock and sole dispositive power with respect to 16,944,377 shares of our common stock.

The table below sets forth certain information concerning beneficial ownership of our common stock by each director and nominee, each executive officer named in the Summary Compensation Table, and the directors and executive officers as a group. The information in the table is as of December 31, 2010 except as otherwise noted in the notes to the table.

**Security Ownership of Management**

| Name of Beneficial Owner                                 | Shares Beneficially<br>Owned(1)(6) |
|--|------------------------------------|
| Charles G. Burkett                                       | 389,443 (4)                        |
| Robert B. Carter   | 12,981 (3)                         |
| John C. Compton  | 10,000 (3)                         |
| Simon F. Cooper  | 9,762 (3)                          |
| Mark A. Emkes  | 11,662 (3)                         |
| Vicky B. Gregg   | 2,270 (3)                          |
| Frank J. Gusmus Jr.(2)                                   | 280,265 (4)                        |
| James A. Haslam, III(7)                                  | 142,964 (3)                        |
| D. Bryan Jordan  | 714,173 (4)                        |
| William C. Losch, III                                    | 49,790 (4)                         |
| R. Brad Martin(5)  | 540,721 (3)                        |
| Vicki R. Palmer  | 98,727 (3)                         |
| Colin V. Reed  | 65,624 (3)                         |
| Michael D. Rose  | 251,897 (3)                        |
| William B. Sansom  | 139,165 (3)                        |
| Charles T. Tuggle, Jr.                                   | 106,587 (4)                        |
| Luke Yancy III   | 24,184 (3)                         |
| Directors and Executive Officers as a Group (20 persons) | 3,336,808 (4)                      |

- (1) The respective directors, nominees and officers have sole voting and investment powers with respect to all of such shares except as specified in notes (3) and (4).

We began paying quarterly dividends in common stock, rather than cash, in October of 2008. Our financial statements show outstanding shares and related information at December 31, 2010 on a basis adjusted for the ten quarterly stock dividends paid since October 2008, including the stock dividend paid on January 1, 2011. To be consistent, information in this table has been adjusted in the same manner. The numbers of shares covered by stock options reported in the table have been adjusted proportionately to reflect the

estimated economic effects of dividends paid in common stock since October 1, 2008. For administrative reasons outstanding options have not been formally adjusted at this time; however, administrative action has been taken which in most cases will provide the same economic and dilutive effect as an adjustment if and when affected options are exercised.

- (2) The share balance for Mr. Gusmus does not include 37,789 shares deferred prior to January 2005 under our stock option program and our restricted stock incentive plan, which at that time permitted participants to defer receipt of shares upon the exercise of options and receipt of shares prior to the lapsing of restrictions imposed on restricted stock awards, respectively.

These shares are not currently issued and are not considered to be beneficially owned for purposes of Rule 13d-3, but are reflected in a deferral account on our books as phantom stock units or restricted stock units.

- (3) Includes the following shares of restricted stock with respect to which the non-employee director possesses sole voting power, but no investment power: Mr. Carter 0; Mr. Compton 0; Mr. Cooper 0; Mr. Emkes 0; Ms. Gregg 0; Mr. Haslam 717; Mr. Martin 2,877; Ms. Palmer 2,877; Mr. Reed 5,762; Mr. Rose 0; Mr. Sansom 0; and Mr. Yancy 1,444. Includes the following shares as to which the named non-employee directors have the right to acquire beneficial ownership through the exercise of stock options granted



under our director plans, all of which are 100% vested or will have vested within 60 days of December 31, 2010: Mr. Carter 0; Mr. Compton 0; Mr. Cooper 0; Mr. Emkes 0; Ms. Gregg 261; Mr. Haslam 56,634; Mr. Martin 46,996; Ms. Palmer 88,177; Mr. Reed 0; Mr. Rose 99,187; Mr. Sansom 106,021; and Mr. Yancy 12,726. Also includes, for each of Messrs. Emkes and Haslam and Ms. Gregg only, 3,398, 2,548 and 909 shares as to which each of those directors acquired beneficial ownership through the vesting within 60 days of December 31, 2010 of restricted stock units granted as part of their director compensation. For additional information, see the section titled Director Compensation beginning on page 61 of this

proxy statement.  
Ms. Gregg and  
Mr. Compton  
joined our Board  
on January 18,  
2011 and  
February 23,  
2011,  
respectively, and  
their beneficial  
ownership is  
listed as of those  
respective dates.

- (4) Includes the following shares of restricted stock with respect to which the named person or group has sole voting power but no investment power: Mr. Burkett 186,643; Mr. Gusmus 215,924; Mr. Jordan 419,681; Mr. Losch 49,112; Mr. Tuggle 79,763; and the director and executive officer group 1,178,134. Includes the following shares as to which the named person or group has the right to acquire beneficial ownership through the exercise of stock options granted under our stock option plans, all of which are

100% vested or will have vested within 60 days of December 31, 2010: Mr. Burkett 107,387; Mr. Gusmus 31,153; Mr. Jordan 216,807; Mr. Losch 0; Mr. Tuggle 17,170; and the director and executive officer group 923,030. Also includes shares held at December 31, 2010 in 401(k) Savings Plan accounts. Director and executive officer group totals include all of our directors and executive officers as of the date of this proxy statement. Michael E. Kisber became an executive officer on January 1, 2011, and his beneficial ownership as of that date is included in the group totals. The group totals include Ms. Gregg and Mr. Compton but do not include named executive officers and directors listed in the above table who were not

executive officers  
or directors, as  
applicable, as of  
the date of this  
proxy statement  
(Messrs. Cooper  
and Gusmus).

- (5) The number of shares for Mr. Martin includes 47,160 shares held by the R. Brad Martin Family Foundation.
- (6) No current individual director, nominee or executive officer beneficially owns more than one percent (1%) of our common stock that is outstanding. The director and executive officer group owns 1.27% of our common stock outstanding.
- (7) The number of shares for Mr. Haslam includes 64,845 shares pledged as security on a loan.

## VOTE ITEM NO. 1 ELECTION OF DIRECTORS

Prior to the 2008 annual meeting, the Board of Directors was divided into three classes. At the 2008 annual meeting, the shareholders voted to amend our Charter to eliminate the classified board and decrease the term of office of each director from three years to one year; however, these changes did not shorten the term of any incumbent director. The transition to a declassified board is now complete, and the Board of Directors is proposing for election all twelve of our current directors: Messrs. Carter, Compton, Emkes, Haslam, Jordan, Martin, Reed, Rose, Sansom and Yancy and Mmes. Gregg and Palmer, at the 2011 annual meeting, to hold office until the 2012 annual meeting of shareholders or until their successors are duly elected and qualified. Ms. Gregg and Mr. Compton were elected by the Board of Directors in January and February 2011, respectively, and each was recommended as a nominee for a position on our Board by a non-management director. If any nominee proposed by the Board of Directors is unable to accept election, which the Board of Directors has no reason to anticipate, the persons named in the enclosed form of proxy will vote for the election of such other persons as directed by the Board, unless the Board decides to reduce the number of directors pursuant to the Bylaws.

The Board and the Nominating & Corporate Governance Committee regularly assess the composition of the Board as a whole and the contributions of each director. The Nominating & Corporate Governance Committee's charter assigns to that Committee the duty to identify individuals believed to be qualified to become Board members, and to recommend to the Board the individuals to stand for election or reelection as directors. In nominating candidates, the Committee may take into consideration such factors as it deems appropriate, including personal qualities and characteristics, experience, accomplishments and reputation in the business community; current knowledge and contacts in the communities in which the Corporation does business and in the Corporation's industry or other industries relevant to the Corporation's business; diversity of viewpoints, background, experience and other demographics; ability and willingness to commit adequate time to Board and committee matters; and the fit of the individual's skills and personality with those of other directors and potential directors in building a Board that is effective and responsive to its duties and responsibilities and the needs of the Corporation.

In addition, at each of its regularly scheduled meetings, the Nominating & Corporate Governance Committee reviews the composition of the Board as a whole, considering the mix of skills and experience that directors bring to the Board, and evaluates Board composition in light of the company's then-current business needs as well as applicable legal, regulatory and NYSE requirements. Among the areas considered by the Committee are each director's independence under the NYSE listing standards; experience, including experience as a public company officer or director; primary area of business expertise; geographical markets experience; and projected retirement date. In accordance with the requirements of the National Bank Act and the Corporation's renewed focus on its core banking franchise in Tennessee, the Committee also considers the proportion of directors who reside in Tennessee (or within 100 miles of Memphis). In light of this review, the Committee assesses whether the Board has the necessary tools to perform its oversight functions effectively and recommends, as appropriate, new nominees for consideration by the Board. The Board, with oversight provided by the Committee, also conducts an annual self-evaluation that includes an evaluation of whether Board members have the right expertise, background and skills to be effective and responsive to their duties and responsibilities.

The Nominating & Corporate Governance Committee also conducts annual individual director evaluations. To facilitate these evaluations, the Board has adopted a Statement of Expectations of Directors. The Statement of Expectations contains specific activities and conduct each director should engage in or adhere to and includes consideration of each director's background, expertise and skills. The Statement of Expectations is provided to each new director at the time of orientation and to all directors once a year. Each year, the Nominating and Corporate Governance Committee conducts evaluations against the Statement of Expectations of the performance of each director prior to determining whether to recommend him or her to the Board for renomination.

Set forth below are the particular experiences, qualifications, attributes or skills that led the Board to conclude that each nominee and incumbent director should serve as a director of First Horizon, as well as the age, current principal

occupation (which has continued for at least five years unless otherwise indicated), name and principal business of the organization in which his or her occupation is carried on, directorships in other reporting companies (including those held within the last five years but not currently held), and year first elected to our Board. All of our directors are also directors of the Bank. Director committee appointments are disclosed in a table on page 9 in the Corporate Governance and Board Matters Composition of Board Committees section of this proxy statement above.

NOMINEES FOR DIRECTOR  
Term Expiring at 2012 Annual Meeting

**ROBERT B. CARTER** (51) is Executive Vice President FedEx Information Services and Chief Information Officer of FedEx Corporation, a provider of transportation, e-commerce and business services. He was Executive Vice President and Chief Information Officer of FedEx from June 2000 to January 2007. Mr. Carter serves as a director of one other public company, Saks Incorporated. He was elected as a director of First Horizon in 2007. Mr. Carter is independent under the NYSE listing standards. He has extensive experience in the field of information technology and, in his current position as FedEx's CIO, has the experience of serving as a public company executive officer. His service on the Human Resources and Compensation and Corporate Governance Committees of Saks has enhanced his knowledge of the governance of public companies and the compensation of their executive officers. He also serves on the board of a non-profit organization.

**JOHN C. COMPTON** (49) is Chief Executive Officer of PepsiCo Americas Foods (PAF), a division of PepsiCo, Inc., a global food, snack and beverage company. PAF has a food and snack portfolio including Frito-Lay North America, Quaker Foods and PepsiCo's Latin American food businesses. In addition, Mr. Compton has responsibility for PepsiCo's Power of One Retail Sales teams. Mr. Compton has been CEO of PAF since November 2007. From March 2005 until September 2006, he was President and CEO of Quaker, Tropicana, Gatorade, and from September 2006 until November 2007, he was CEO of PepsiCo North America. Mr. Compton was elected as a director of First Horizon by the Board of Directors in February 2011. He is independent under the NYSE listing standards. Mr. Compton has extensive experience in sales, marketing, operations and general management as well as experience with the various matters, including finance and accounting, employee matters, mergers and acquisition, risk assessment, civic affairs and government relations, associated with being the CEO of a large division of a public company. Mr. Compton served on the board of directors of the Pepsi Bottling Group from March 2008 until the company's merger with PepsiCo in 2010. Pepsi Bottling Group was a public company prior to the merger. He is PepsiCo's Executive Sponsor for both the Ethnic Advisory Boards and the North American Women's Networks.

**MARK A. EMKES** (58) was appointed the Commissioner of the Department of Finance and Administration of the State of Tennessee in January 2011. Prior to his service as Commissioner, he served as the Chairman, Chief Executive Officer and President of Bridgestone Americas, Inc. and as a director of its parent company, Tokyo-based Bridgestone Corporation, a worldwide tire and rubber manufacturer (Bridgestone). Mr. Emkes is a director of two other public companies, Clarcor Inc. and Greif, Inc., and was elected as a director of First Horizon in 2008. Mr. Emkes is independent under the NYSE listing standards. His past positions with Bridgestone gave him wide-ranging experience in retailing, wholesaling and manufacturing as well as experience with the various matters, including finance and accounting, employee matters, mergers and acquisitions, risk assessment, civic affairs, and government relations, associated with being the CEO of a large subsidiary of a public company. He serves on Greif's Compensation Committee and Clarcor's Compensation and Director Affairs/Corporate Governance Committees, and that service has enhanced his knowledge of public company executive compensation and governance matters. As a resident of Nashville, his knowledge of the Nashville market fits well with our strategy of refocusing on our core banking franchise in Tennessee. He also serves on the boards of several non-profit and trade organizations.

**VICKY B. GREGG** (56) became Chief Executive Officer of BlueCross BlueShield of Tennessee (BCBST), a not-for-profit organization that, together with its subsidiaries, provides a comprehensive range of group and individual health insurance plans, products and services, in February 2003. She has also been a director of BCBST since 2003. Before becoming Chief Executive Officer, Ms. Gregg served as BCBST's President and Chief Operating Officer, overseeing all aspects of the company's day-to-day operations. She has been a director of First Horizon since January 2011, when she was elected to the position by First Horizon's Board of Directors. Ms. Gregg is independent under the NYSE listing standards. Ms. Gregg has a diverse health care background that includes clinical care, hospital administration, long term care, and healthcare benefits and financing. She served as President and CEO of Volunteer State Health Plan, a subsidiary of BCBST and one of the largest Medicaid health maintenance organizations in the country. Prior to joining BCBST, Ms. Gregg served as a Regional Vice President, Humana in Kentucky and Ohio. Her

many years of executive experience in the health care industry have provided her with expertise in health care and health care finance and extensive experience in the matters involved in running a large company, including finance and accounting, corporate governance, employee matters, mergers and acquisitions, risk assessment, civic affairs, and government relations. She also serves on the boards of numerous



other non-profit and trade organizations and in the past has also served on several appointed commissions, including the Governor's Roundtable.

**JAMES A. HASLAM, III** (57) is Chief Executive Officer and President of Pilot Travel Centers, LLC, Knoxville, Tennessee, a national operator of travel centers, and he is CEO of Pilot Corporation. Mr. Haslam is a director of one other public company, Ruby Tuesday, Inc. He has also served as a director of Dillards, Inc. within the last five years although he is not serving in that position currently. Mr. Haslam has been a director since 1996. He is independent under the NYSE listing standards, and his many years as the CEO of Pilot have provided him with expertise in retailing and extensive experience in the matters involved in running a large company, including finance and accounting, corporate governance, employee matters, mergers and acquisitions, risk assessment, civic affairs, and government relations. In addition, his service on the boards of Dillards and Ruby Tuesday (including on the compensation and/or nominating/governance committees of the two companies) has given him experience in matters affecting public companies specifically. He also serves on the board of several non-profit organizations.

**D. BRYAN JORDAN** (49) became the President and Chief Executive Officer and a director of First Horizon and the Bank on September 1, 2008. From May 1, 2007 to September 1, 2008, Mr. Jordan was the Chief Financial Officer of First Horizon and the Bank, and from 2000 to May 1, 2007, he served in various positions at Regions Financial Corporation and its subsidiary Regions Bank, including (beginning in 2002) as Senior Executive Vice President and Chief Financial Officer. Prior to 2000, he held various finance and accounting related positions at Wachovia Corporation. He has extensive experience in the banking and financial services industry and in the governance and other matters affecting public companies as well as expertise in finance and accounting. He also serves on the board of several non-profit organizations.

**R. BRAD MARTIN** (59) is the Chairman of RBM Venture Company, Memphis, Tennessee, a family office. He retired as Chairman of the Board of Saks Incorporated, Birmingham, Alabama, a retail merchandising company, in May 2007. Prior to January 2007, Mr. Martin was Chairman of the Board and Chief Executive Officer of Saks Incorporated, a position he had held at Saks or its predecessor companies since 1989. Mr. Martin is a director of three other public companies, Dillards, Inc., lululemon athletica inc. and Ruby Tuesday, Inc. He has also held directorships at Gaylord Entertainment Company and Harrah's Entertainment, Inc. within the last five years although he is not serving in those positions currently. He has been a director of First Horizon since 1994. Mr. Martin is independent under the NYSE listing standards. He has expertise in retailing as well as the experiences typically associated with serving as a CEO of a public company, including finance and accounting, securities markets and compliance, corporate governance, employee matters, mergers and acquisitions, risk assessment, civic affairs, and government relations. He has served on the audit, compensation and/or nominating and corporate governance committees of several other public companies, further adding to his experience with the business and affairs of public companies. He also serves on the board of several non-profit organizations.

**VICKI R. PALMER** (57) is the President of The Palmer Group, LLC, Atlanta, Georgia, a general consulting firm. Between February 2004 and April 2009, she served as Executive Vice President, Financial Services and Administration, Coca-Cola Enterprises Inc. ( CCE ), Atlanta, Georgia, a bottler of soft drink products. Ms. Palmer is a director of one other public company, Haverty Furniture Companies, Inc. She has been a director since 1993. Ms. Palmer is independent under the NYSE listing standards and is an audit committee financial expert as defined in Item 407(d)(5) of SEC Regulation S-K. Additional information about the background and experiences that qualify her as an audit committee financial expert is provided under the heading Audit Committee Financial Expert beginning on page 10 of this proxy statement. Ms. Palmer also has experience with public company governance and financial matters, having served on the audit and governance committees at Haverty Furniture, where she has been a director since 2001. She also serves on the board of several non-profit organizations.

**COLIN V. REED** (63) is the Chairman of the Board and Chief Executive Officer of Gaylord Entertainment Company, Nashville, Tennessee, a diversified hospitality and entertainment company. Mr. Reed was elected Chairman of the Board in May 2005 and Chief Executive Officer in May 2001. Mr. Reed is a director of one other

public company, Gaylord Entertainment Company. He has also served in the past as a director of another public company. He has been a director since 2006. Mr. Reed is independent under the NYSE listing standards, and the Board determined that he is an audit committee financial expert as defined in Item 407(d)(5) of SEC Regulation S-K, although he is not currently serving on our Audit Committee. Additional information about the background and experiences that qualify Mr. Reed as an audit committee financial expert is provided under the heading "Audit Committee Financial Expert" beginning on page 10 of this proxy statement. Mr. Reed has expertise in retailing as well as the experiences typically associated with serving as a CEO of a public company, including finance and

accounting, securities markets and compliance, corporate governance, employee matters, mergers and acquisitions, risk assessment, civic affairs, and government relations.

**MICHAEL D. ROSE** (69) was elected the Chairman of the Board of First Horizon and the Bank by the Board in January 2007. As of April 20, 2009, the Board adopted amendments to First Horizon's Bylaws that made the position of Chairman of the Board a non-officer position. Previously, that position was an officer position. He served as Chairman of Gaylord Entertainment Company from April 2001 to May 2005. Mr. Rose is currently a director of three other public companies, Gaylord Entertainment Company, Darden Restaurants, Inc., and General Mills, Inc. He has also served in the past as a director of other public companies. Mr. Rose has been a director of First Horizon since 1984. In the past, Mr. Rose has also served as Chairman of the Board of Promus Hotel Corporation and Harrah's Entertainment, Inc. and as Chairman and Chief Executive Officer of their predecessors. He has expertise in retailing and extensive experience on matters affecting public companies, including finance and accounting, securities markets and compliance, corporate governance, employee matters, mergers and acquisitions, risk assessment, civic affairs, and government relations. He has chaired the audit and compensation committees of several public companies and served on the executive, nominating and finance committees of several companies. In addition, he has served as lead director or non-executive chairman of several public companies, further adding to his experience with the business and affairs of public companies. Mr. Rose has also served on the board of several non-profit organizations.

**WILLIAM B. SANSOM** (69) is Chairman of the Board and Chief Executive Officer of The H. T. Hackney Co., Knoxville, Tennessee, a wholesale food distribution firm serving the Southeast and Midwest. He is a director of three other public companies, Astec Industries, Inc., Mid-America Apartment Communities, Inc. and the Tennessee Valley Authority. He also served within the last five years as the Chairman of the Tennessee Valley Authority board and as a director of Martin Marietta Materials Inc., although he is not serving in those positions currently. Mr. Sansom has been a director of First Horizon since 1984. He is independent under the NYSE listing standards. Mr. Sansom has expertise in wholesaling and extensive experience in the matters involved in running a large company, including finance and accounting, corporate governance, employee matters, mergers and acquisitions, risk assessment, civic affairs, and government relations. He also has 16 years of experience in the road building and construction business. His years of service on the boards of the companies listed above (including as Chairman of TVA and on the compensation, nominating/governance and/or audit committees of the various companies listed) have given him experience in matters affecting public companies specifically. He is also currently serving on a board of a nonprofit organization and has served previously on many non-profit boards, including three university boards.

**LUKE YANCY III** (61) is President and Chief Executive Officer of Mid-South Minority Business Council, Memphis, Tennessee, a nonprofit organization that promotes minority and women business enterprises. Prior to June 2000, Mr. Yancy was President, West Region, of AmSouth Bank and, prior to its acquisition by AmSouth in 1999, First American Bank. Mr. Yancy has been a director since 2001. He is independent under the NYSE listing standards. As CEO of Mid-South Minority Business Council, Mr. Yancy possesses extensive knowledge of the mid-south community, which lies within the footprint of our regional banking franchise. He is a board member of several non-profit organizations, including the Memphis Regional Chamber of Commerce, LeMoyné Owen College, the Memphis Sports Development Corporation, and Methodist Healthcare and has wide-ranging ties in the mid-south community.

**The Board of Directors unanimously recommends that the shareholders vote for the election of all director nominees as described in Item No. 1.**

## **VOTE ITEM NO. 2 ADVISORY PROPOSAL ON EXECUTIVE COMPENSATION**

Despite the challenging environment, First Horizon returned to profitability in the second quarter of 2010, successfully raised new capital, repaid the government TARP preferred stock investment in full, and continued to make other significant strategic progress, laying a foundation for our businesses when the economy does recover. In addition, early in 2011 we declared a quarterly cash dividend after a two-year hiatus. Over the course of 2010, we

continued to make significant strides in winding down our out-of-market national lending business and portfolios, reducing our balance sheet and risk profile, improving our efficiency ratio, making it easier for customers to do business with us, hiring talented employees, and investing in the infrastructure of our core banking business to prepare for future growth. Our strategy in 2010 and going forward focuses on our regional banking and capital markets businesses.

Achieving our strategic objectives is dependent on the attraction and retention of key employees. First Horizon seeks to attract, retain, incentivize and reward individuals who contribute to the long-term success of the company. The company's compensation policies and philosophies are designed to align the interests of our employees with the interests of our shareholders in attaining the company's business objectives, performance goals, and shareholder value. In 2010, the key elements of compensation paid to our executive officers named in the Summary Compensation Table of this proxy statement were as follows, with most of the compensation directly tied to our stock price:

Cash base  
salaries  
frozen at  
pre-2010  
levels (no  
cash salary  
increases),

Salary paid  
in salary  
stock units,

Performance  
stock units  
with vesting  
over a  
four-year  
period with  
complete or  
partial  
forfeiture if  
future  
earnings per  
share targets  
are not  
achieved,  
and

Restricted  
stock  
vesting over  
a four-year  
period.

In 2010, our named executive officers were not eligible for bonuses due to TARP restrictions.

The Compensation Discussion and Analysis beginning on page 30 of this proxy statement provides a detailed discussion of 2010 compensation for our executive officers. We encourage you to review closely both that section and the tabular disclosure that follows it.

Under Section 14A of the Securities Exchange Act, our shareholders are entitled to an advisory vote on the compensation of our named executive officers as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, compensation tables and the related material. This advisory vote, commonly known as a "say on pay" proposal, gives

our shareholders the opportunity to endorse or not endorse our executive pay program.

We believe that the information we have provided within the Compensation Discussion and Analysis, the executive compensation tables and the related disclosure contained in this proxy statement demonstrates that our executive compensation program was designed appropriately and is working to ensure management's interests are aligned with our shareholders' interests to support the long-term success of First Horizon. Accordingly, the Board of Directors unanimously recommends that you vote in favor of the following resolution:

RESOLVED, that the holders of the common stock of First Horizon National Corporation ( Company ) approve, on an advisory basis, the compensation of the Company's executive officers named in the Summary Compensation Table of the Company's proxy statement for the 2011 annual meeting of shareholders as such compensation is disclosed in such proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the executive compensation tables and the related disclosure contained in the proxy statement.

Because your vote is advisory, it will not be binding upon the Board, and the vote on this item will not be construed as overruling a Board decision or as creating or implying any additional fiduciary duty by the Board. However, the Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements.

**The Board of Directors unanimously recommends that the shareholders vote for Item No. 2.**

**VOTE ITEM NO. 3 ADVISORY PROPOSAL ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION**

Under recently enacted rules of the Securities and Exchange Commission, our shareholders will have the opportunity to cast an advisory vote on how frequently we should seek an advisory vote on the compensation of our named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, such as Vote Item No. 2 above in this proxy statement. By voting on this Vote Item No. 3, shareholders will be able to indicate whether they would prefer an advisory vote on named executive officer compensation once every one, two, or three years. Regardless of the shareholder vote, the advisory vote on named executive officer compensation will occur not less frequently than once every three years in accordance with the rules of the Securities and Exchange Commission.

After careful consideration, our Board of Directors has determined that an advisory vote on executive compensation that occurs every year is the most appropriate alternative for First Horizon. Therefore, our Board of Directors recommends that you vote for a one-year interval for the advisory vote on executive compensation.

In formulating its recommendation, our Board of Directors considered that an annual advisory vote on executive compensation will allow our shareholders to provide us with their direct input on our compensation philosophy, policies and practices as disclosed in the proxy statement every year. Additionally, an annual advisory vote on executive compensation is consistent with our policy of seeking input from, and engaging in discussions with, our shareholders on corporate governance matters and our executive compensation philosophy, policies and practices. However, we understand that our shareholders may have different views as to what is the best approach for First Horizon.

You may cast your vote on your preferred voting frequency by choosing the option of every year, every two years, every three years or abstain from voting when you vote in response to the resolution set forth below.

RESOLVED, that a non-binding advisory vote of the shareholders of First Horizon National Corporation to approve, on an advisory basis, the compensation of the named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the executive compensation tables and the related disclosure contained in the proxy statement, be held at an annual meeting of the shareholders, beginning with the 2011 annual meeting of shareholders, (1) every year, (2) every two years or (3) every three years.

Our Board will review and consider the outcome of this vote when making determinations as to when the advisory vote on the compensation of our named executive officers will again be submitted to shareholders for approval at an annual meeting of shareholders. However, because this vote is advisory and not binding on the Board of Directors or First Horizon in any way, the Board may decide that it is in the best interests of our shareholders and First Horizon to hold an advisory vote on executive compensation more or less frequently than indicated by the outcome of this vote.

**The Board of Directors unanimously recommends a vote on this Vote Item No. 3 for the option of every year as the frequency with which shareholders are provided an advisory vote on executive compensation as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission.**

#### **VOTE ITEM NO. 4 RATIFICATION OF APPOINTMENT OF AUDITORS**

##### Appointment of Auditors for 2011

KPMG LLP audited our annual financial statements for the year 2010. The Audit Committee has appointed KPMG LLP to be our auditors for the year 2011. Although not required by law, regulation or the rules of the New York Stock Exchange, the Board has determined, as a matter of good corporate governance and consistent with past practice, to submit to the shareholders as Vote Item No. 4 the ratification of KPMG LLP's appointment as our auditors for the year 2011, with the recommendation that the shareholders vote for Item No. 4. Representatives of KPMG LLP are expected to be present at the annual meeting of shareholders with the opportunity to make a statement and to respond to appropriate questions. The 2010 engagement letter with KPMG LLP is subject to alternative dispute resolution procedures and an exclusion of punitive damages. If the shareholders do not vote to ratify KPMG LLP's appointment as our auditors for the year 2011, the Board of Directors will consider what course of action would be appropriate.

##### Fees Billed to Us by Auditors During 2009 and 2010

The table below and the paragraphs following it provide information regarding the fees billed to us by KPMG LLP during 2009 and 2010 for services rendered in the categories of audit fees, audit-related fees, tax fees and all other fees.

|                    | <b>2009</b>         | <b>2010</b>         |
|--------------------|---------------------|---------------------|
| Audit Fees         | \$ 1,515,000        | \$ 1,713,000        |
| Audit-Related Fees | 540,500             | \$ 513,500          |
| Tax Fees           | 15,000              | \$ 15,000           |
| All Other Fees     | 0                   | 0                   |
| <b>Total</b>       | <b>\$ 2,070,500</b> | <b>\$ 2,241,500</b> |



*Audit Fees.* Represents the aggregate fees billed to us by KPMG LLP for professional services rendered for the audit of our financial statements, including the audit of internal controls over financial reporting, and review of the financial statements in our Form 10-Q's or for services that are normally provided by KPMG LLP in connection with statutory and regulatory filings or engagements.

*Audit-Related Fees.* Represents the aggregate fees billed to us by KPMG LLP for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and that are not reported under *Audit Fees* above. The amount for both years consists of fees for audits of subsidiaries, compliance attestation and other procedures and reports on controls placed in operation and tests of operating effectiveness.

*Tax Fees.* Represents the aggregate fees billed to us by KPMG LLP for professional services for tax compliance, tax advice, and tax planning. The amount for both years consists primarily of tax compliance fees.

*All Other Fees.* Represents the aggregate fees (if any) billed to us by KPMG LLP for products and services other than those reported under the three preceding paragraphs.

None of the services provided to us by KPMG LLP and described in the paragraphs entitled *Audit-Related Fees*, *Tax Fees* and *All Other Fees* above were approved pursuant to the de minimis exception of SEC Rule 2-01(c)(7)(ii)(C).

In July 2003, the Audit Committee adopted a policy providing for pre-approval of all audit and non-audit services to be performed by KPMG LLP, as the registered public accounting firm that performs the audit of our consolidated financial statements that are filed with the SEC. Services either may be approved in advance by the Audit Committee specifically on a case-by-case basis ( *specific pre-approval* ) or may be approved in advance ( *advance pre-approval* ). Advance pre-approval requires the Committee to identify in advance the specific types of service that may be provided and the fee limits applicable to such types of service, which limits may be expressed as a limit by type of service or by category of services. Unless the type of service to be provided by KPMG LLP has received advance pre-approval under the policy and the fee for such service is within the limit pre-approved, the service will require specific pre-approval by the Committee. The terms of and fee for the annual audit engagement must receive the specific pre-approval of the Committee. *Audit*, *Audit-related*, *Tax*, and *All Other* services, as those terms are defined in the policy, have the advance pre-approval of the Committee, but only to the extent those services have been specified by the Committee and only in amounts that do not exceed the fee limits specified by the Committee. Such advance pre-approval shall be for a term of 12 months following the date of pre-approval unless the Committee specifically provides for a different term. Unless the Committee specifically determines otherwise, the aggregate amount of the fees pre-approved for *All Other* services for the fiscal year must not exceed seventy-five percent (75%) of the aggregate amount of the fees pre-approved for the fiscal year for *Audit* services, *Audit-related* services, and those types of *Tax* services that represent tax compliance or tax return preparation. The policy delegates the authority to pre-approve services to be provided by KPMG LLP, other than the annual audit engagement and any changes thereto, to the chair of the Committee. The chair may not, however, make a determination that causes the 75% limit described above to be exceeded. Any service pre-approved by the chair will be reported to the Committee at its next regularly scheduled meeting.

**The Board of Directors unanimously recommends that the shareholders vote for Item No. 4.**

#### **OTHER MATTERS**

The Board of Directors, at the time of the preparation and printing of this proxy statement, knew of no other business to be brought before the meeting other than the matters described in this proxy statement. If any other business properly comes before the meeting, the persons named in the enclosed proxy will have discretionary authority to vote all proxies in accordance with their best judgment.

#### **SHAREHOLDER PROPOSAL AND NOMINATION DEADLINES**

If you intend to present a shareholder proposal at the 2012 annual meeting, it must be received by the Corporate Secretary, First Horizon National Corporation, P.O. Box 84, Memphis, Tennessee, 38101, not later than November 15, 2011, for inclusion in the proxy statement and form of proxy relating to that meeting.

In addition, Sections 2.8 and 3.6 of our Bylaws provide that a shareholder who wishes to nominate a person for election to the Board or submit a proposal at a shareholders' meeting must comply with certain procedures

whether or not the matter is included in our proxy statement. These procedures require written notification to us, generally not less than 90 nor more than 120 days prior to the date of the shareholders meeting. If, however, we give fewer than 100 days notice or public disclosure of the shareholders meeting date to shareholders, then we must receive the shareholder notification not later than 10 days after the earlier of the date notice of the shareholders meeting was mailed or publicly disclosed. Shareholder proposals must be submitted to the Corporate Secretary, and nominations for election to the Board must be submitted to the chair of the Nominating & Corporate Governance Committee, in care of the Corporate Secretary. The shareholder must disclose certain information about the nominee or item proposed, the shareholder and any other shareholders known to support the nominee or proposal. Section 2.4 of our Bylaws provides that the date and time of the annual meeting will be the third Tuesday in April (or, if that day is a legal holiday, on the next succeeding business day that is not a legal holiday) at 10:00 a.m. Memphis time or such other date and/or such other time as our Board may fix by resolution. The meeting date for 2012, determined according to the Bylaws, is April 17, 2012. Thus, shareholder proposals and nominations submitted outside the process that permits them to be included in our proxy statement must be submitted to the Corporate Secretary between December 19, 2010 and January 18, 2012, or the proposals will be considered untimely. Untimely proposals may be excluded by the Chairman or our proxies may exercise their discretion and vote on these matters in a manner they determine to be appropriate.

**EXECUTIVE COMPENSATION**

Compensation Discussion and Analysis

**Introduction**

Despite the challenging environment, our company returned to profitability in the second quarter of 2010, successfully raised new capital, repaid the government TARP preferred stock investment in full, and continued to make other significant strategic pr