

Opening the Door



Regions

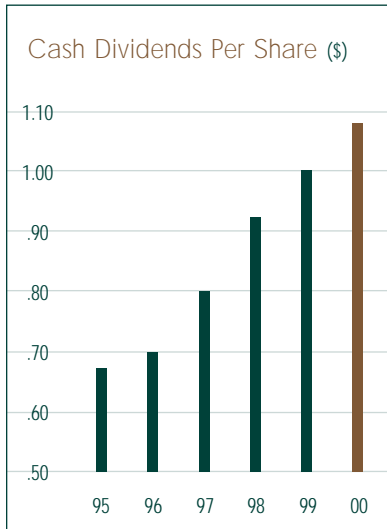
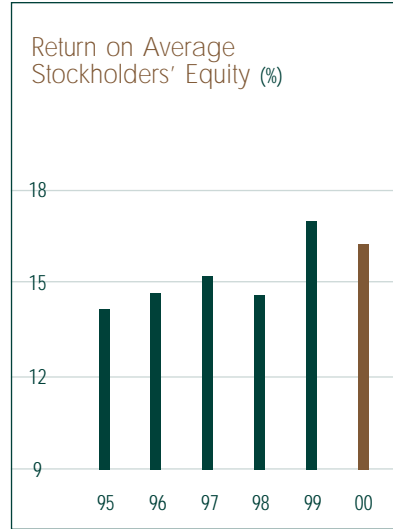
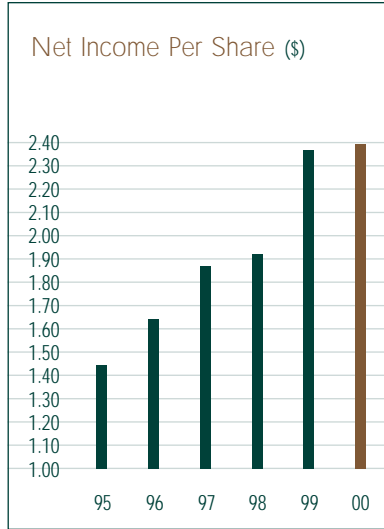
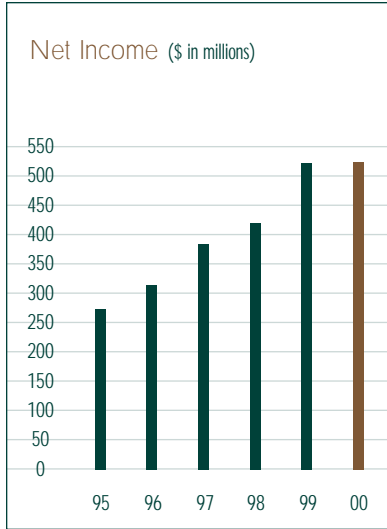
2000 Annual Report



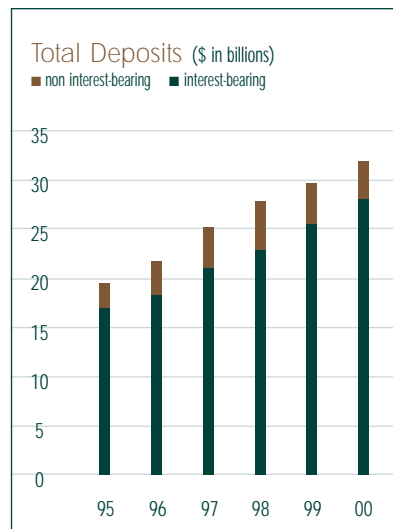
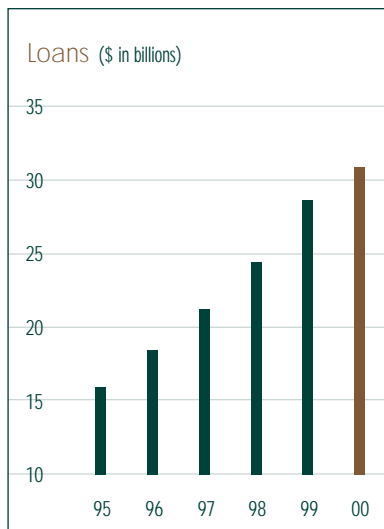
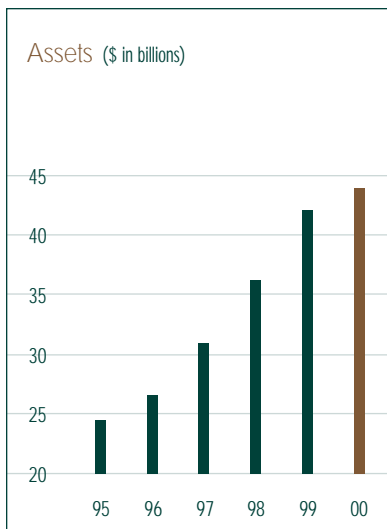
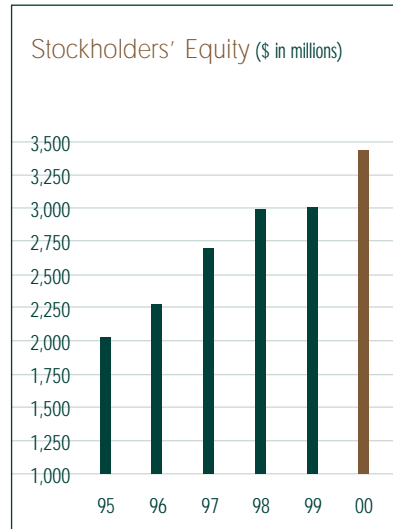
to a new future in financial services

Morgan Keegan

A photograph of a modern office building facade. The building features a grid of windows separated by light-colored stone or concrete panels. The name "Morgan Keegan" is prominently displayed in dark, raised lettering above the top row of windows. The sky is a clear, pale blue, and some greenery is visible at the bottom of the frame.



Financial Highlights



Summary Statements of Condition *(Dollar amounts in thousands)*

	2000	1999	Change
Assets	\$ 43,688,293	\$ 42,714,395	2 %
Loans (net of unearned income)	31,376,463	28,144,675	11
Deposits	32,022,491	29,989,094	7
Stockholders' equity	3,457,944	3,065,112	13

Summary Statements of Income *(Dollar amounts in thousands)*

Operating income*	\$ 509,721	\$ 525,386	-3 %
Net income	527,523	525,386	0

Per Share Data

Operating income*	\$ 2.31	\$ 2.37	-3 %
Operating income,* diluted	2.30	2.35	-2
Net income	2.39	2.37	1
Net income, diluted	2.38	2.35	1
Net income, cash basis**	2.51	2.46	2
Net income, diluted cash basis**	2.49	2.43	2
Cash dividends declared	1.08	1.00	8
Stockholders' equity	15.73	13.89	13

Performance Ratios

Return on average stockholders' equity based on operating income*	15.76 %	17.13 %
Return on average stockholders' equity based on net income	16.31	17.13
Return on average total assets based on operating income*	1.19	1.33
Return on average total assets based on net income	1.23	1.33

Other Data

Stockholders at year-end	52,049	53,338
Shares traded in thousands (NASDAQ)	143,641	127,805
Employees at year-end (FTE)	14,390	14,606
Full-service banking offices	729	735
Mortgage banking offices	73	85
Investment subsidiary offices	135	112

* Excludes gain on sale of credit card portfolio of \$67.2 million pretax (\$44.0 million after tax or \$.20 per diluted share) and loss on sale of securities of \$40.0 million pretax (\$26.2 million after tax or \$.12 per diluted share).

** Net income excluding the amortization of excess purchase price.

from the CEO

It's official: Regions is more than a bank.

Most of us have known that fact for some time now, but the official designation only came a few months ago when, as permitted by the new Financial Modernization Act, Regions became a "financial services holding company."

This new designation is the clearest indicator of where Regions is going as a company. In order to continue providing our shareholders with the return they expect on their investment, we must be able to meet all the financial needs of our customers, not just their traditional banking needs.

The acquisition of Morgan Keegan and Rebsamen Insurance opens the door to the future for Regions, allowing us to offer a broadened array of investment and insurance



products, to compete on a more level playing field than we've been forced to operate on in the past. The combination of these companies combines similar cultures with a nearly identical footprint.

Other large financial institutions have made similar moves, but Regions' approach is somewhat different. What will ensure the success of the Regions/Morgan Keegan combination? Morgan Keegan will continue to retain its own identity, operating as a separate subsidiary with the same management and staff who have made it one of the largest independent investment firms in the South. While Regions bankers will continue to direct banking activities,

Carl E. Jones, Jr., Chief Executive Officer

the investment professionals at Morgan Keegan will continue to do what they do best. Headquartered in Memphis, Tennessee, Morgan Keegan is approximately ten times the size of Regions' existing investment operation, with 50 offices in 13 states where approximately 800 financial advisors serve individual investors in the southern U.S. and institutional clients throughout the nation and abroad.

The similarities between Regions and Morgan Keegan in the areas of

management style, corporate culture and focus on quality make the combination of the two companies an ideal fit.

Rebsamen will also maintain its own separate identity and operate under the proven leadership of Allen McDowell. Using Rebsamen as the platform for growth, McDowell will not only direct the day-to-day operations of his firm, but also seek out additional opportunities to expand our insurance business.

Morgan Keegan and Rebsamen aren't the only major events to happen at Regions as we close out 2000. Even with a challenging interest rate environment in 2000, Regions

posted its 29th consecutive year of increased net income, an enviable record of performance in today's financial field. This consistent high level of performance places Regions among an elite group of companies that has increased net income every year since being in business. The year 2000 also represented the 29th consecutive year of increased cash dividends for our stockholders. The plaudits go to our associates and management team, who are responsible for these outstanding achievements.

A handwritten signature in dark ink, reading "Carl E. Jones, Jr." The signature is written in a cursive, flowing style.

Morgan Keegan: The Company

Morgan Keegan, Inc., a financial services holding company, was founded in Memphis, Tennessee. Listed on the New York Stock Exchange, it has grown to serve individual investors through 56 offices in 13 states and institutional clients throughout the U.S. and abroad. With equity capital in excess of \$270 million as of December 31, 2000, Morgan Keegan has an employee force that has increased to more than 2,000 associates.

Morgan Keegan's largest subsidiary, Morgan Keegan & Company, Inc., was founded in 1969. The firm began operations with five employees and \$500,000 in capital and today is one of the South's largest independent full-service investment firms. Morgan Keegan has ranked – for the eighth straight year – as the #1 underwriter of municipal bonds for the South Central United States according to Thomson Financial Securities Data. Visit www.morgankeegan.com for more information.



Allen Morgan Takes A Leadership Role at Regions

Allen B. Morgan, Jr., Morgan Keegan Inc.'s chairman and chief executive officer, will join Regions' Board of Directors and become a member of its Leadership Team. Honored in 1995 by *Financial World* magazine as one of three outstanding CEOs in the securities industry, Morgan founded Morgan Keegan in 1969 –

at the age of 27 – in his native Memphis, Tennessee. A graduate of the University of North Carolina, he is currently chairman-elect and a board member of the Securities Industry Association and sits on the board of the New York Stock Exchange Regional Firms Advisory Committee.

Named Entrepreneur of the Year in 1994 by the Society of Entrepreneurs in Memphis, Morgan serves on the advisory board of a Venture Capital Fund, SSM Venture Capital. He has served as a board member of countless civic and cultural organizations and with two publicly traded companies.

Allen Morgan built Morgan Keegan with a core philosophy: To make money for its clients. Through the years, that philosophy hasn't changed; it's ensured the success of the company. Approached by numerous financial institutions interested in broadening their financial service capabilities in America's heartland, Morgan Keegan was more interested in partnering with a Southern-based company. "Regions was attractive because its footprint is similar to ours; its culture was very similar to ours," explains Allen Morgan.

"It's become more and more apparent that banks will be a big part of financial services in the future. We believed this was an opportunity for us to pick a partner that looked like the best fit for us over the long run. We felt that we could have a long-term impact on the success of Regions," says Morgan.

The dawn of year 2000 was marked worldwide by fireworks, revelry and great anticipation of the new century. Worries about Y2K, which proved to be much ado about nothing thanks to the dedicated work of thousands, were left behind as we looked forward to a new millennium.

At Regions, like other financial institutions, the year provided difficult challenges that included a rising interest rate environment and higher provisioning for credit costs. Yet the company enjoyed loan and deposit growth during the year and added five excellent new banks to the growing Regions ranks, creating the 29th consecutive year of increased net income and providing its shareholders with the 29th consecutive year of increased cash dividends.

The year ended at Regions as brightly as it began with an announcement that Regions would acquire the respected investment firm of Morgan Keegan, Inc. Opening a new door to the future for the company, this is a move that will forever change Regions and how it meets the needs of its customers.

The union of these two companies was the first exciting indication that one of the strongest banks in America was becoming a leading

Southern diversified financial services company. Complementing that bold step toward the future was the announcement in early 2001 that Regions had acquired a full-service insurance agency, Rebsamen Insurance, Inc.

Combining Regions Investment Company, Inc. with Morgan Keegan will greatly enhance opportunities for both Morgan Keegan and Regions Investment brokers and customers by expanding the financial services offered by both organizations. The synergies created by such a powerful combination will greatly enhance customer retention and attract new customers to all areas of the company. To Morgan Keegan's already broad array of investment services, the affiliation will bring a host of traditional banking services, including consumer loans, auto and equipment leasing, cash management services, international currency exchange, letters of credit and mortgage lending. The investment firm will be able to meet the needs of small business owners as never before. The convenience of more than 700 banking locations and more than 800 ATM locations throughout the South as well as new Internet possibilities will also be added to Morgan Keegan as it explores the potential of opening new offices in Regions markets that do not have direct access to its

services. With the strength of the Regions name behind it, Morgan Keegan will be in a position to go head-to-head with competitors with whom they previously could not fully compete.

The affiliation with Morgan Keegan allows Regions to expand its relationship with existing customers. For the first time, customers will have access to sophisticated investment services such as Morgan Keegan's MOR asset management account and comprehensive portfolio management services. This affiliation also allows for the enhancement of Regions' traditional trust services and the opportunity to further develop Regions' family of proprietary mutual funds, Regions Funds.



The addition also allows Regions to better implement its current five-year plan by making it possible to expand investment services to banking customers through its RAMS (Regions Asset Management Strategy). This strategy calls for supplementing traditional bank branches with new Regions

Ken Alderman, Trust Division

Financial Centers, which will provide one-stop shopping convenience by meeting banking, investment as well as consumer and mortgage loan needs in one location. Morgan Keegan's MOR account will be brought to Regions, helping us expand our customer base. By better serving customers through such strategies, Regions expects to accelerate long-term earnings growth.

Banking Related Services Highlighted

The acquisition of Morgan Keegan and Rebsamen Insurance highlights the importance of Regions' non-banking related services to the company. Regions' Trust division, mortgage company and niche services are providing sought-after products and services.

Trust Division

Regions' Trust Division, providing investment management and fiduciary services to individuals, corporations and government entities from 36 locations in eight states, is led by Ken Alderman, who succeeded Dick Wambsgans upon his retirement at mid-year 2000.

The division's dedication to offering high-quality services on a local basis

– trust administration and investment officers are located as close as possible to the customer – distinguishes it from its competition. Its refusal to follow a cookie cutter approach to helping customers reach their goals has set the standard of excellence in a changing financial world.

Of the \$20 billion in total assets in the trust division, \$9 billion in discretionary funds – including the company's proprietary mutual funds – are managed by the Capital Management Group. The star of this family of funds, Regions' Aggressive Growth Fund, was recognized recently by a respected rating authority as the top-performing mid-cap core equity fund in the nation. Out of a field of approximately 550 funds, this represents extremely strong performance and singles out fund manager Charles Murray, CFA.

While this division continues to look at expanding its business by affiliating with independent investment advisors, financial planners and other providers of financial services, Regions' merger with Morgan Keegan will provide unprecedented opportunities for growth.

Regions Mortgage, Inc.

Founded as Real Estate Financing, Inc. in 1946 to originate mortgages

Rebsamen Insurance

Founded in 1928 in Little Rock, Arkansas, Rebsamen Insurance ranks among the 50 largest insurance brokers in the U.S. and is among the top privately held U.S. insurance brokerage firms in the world.

Generating more than \$26 million in revenue annually, the agency's approximately 200 employees serve commercial and retail customers from offices in Little Rock, Springdale and Fort Smith, Arkansas and Springfield, Missouri. With a client base ranging throughout the southeastern and southwestern United States, approximately 70% of Rebsamen's business is commercial property and casualty insurance. It also offers life, group, personal lines, aviation, claims and third-party administration coverage.



Allen McDowell

Allen J. McDowell, president and chief executive officer of Rebsamen Insurance, Inc., has held that post since 1991. A native of Lincoln, Nebraska, McDowell is a graduate of the University of Nebraska where he earned his B.S. in accounting and acquired his CPCU designation in 1967.

for local servicemen returning home at the end of World War II, the company now known as Regions Mortgage, Inc. (RMI) has relied upon its core values of financial strength, product innovation and long-term relationships to grow into what has become one of the nation's top 40 mortgage originators and, as of December 31, 2000, the 26th largest servicer.

The mortgage company merged with Regions Bank in 1972, creating an affiliation that both enhanced the mortgage company's financial base and strengthened the bank's

mortgage product offerings. Today RMI operates in more than 40 states and employs more than 750 associates.

Offering FHA, VA and conventional mortgage loans, its serv-

icing portfolio currently tops \$21 billion – a 50% increase in just the past five years. Running RMI's production sales force, Annette Jeter has helped the company grow to its current position of prominence in the mortgage industry.

During 2000, RMI's product menu broadened to meet the needs of a greater segment of mortgage consumers, focusing on and achieving record response times through their Call Center. The RMI web site, www.regionsmortgage.com, which debuted in September, is ranked among the top 20 Internet mortgage sites by Gomez.com. RMI's Correspondent Lending division also launched a business-to-business online site in December. RMI's areas of focus for 2001 are technology enhancements and quality service to customers through all channels.

Annette Jeter, Regions Mortgage, Inc.



Niche Services

Leasing

Whether it's heavy machinery, furniture and fixtures, corporate aircraft, or over-the-road transportation equipment, manufacturing or technological

Ricky Mims, Leasing

and medical equipment, Regions Leasing can see that business owners get the equipment they need to operate their businesses in the most timely, affordable manner possible.

Also offering tax-exempt lease-purchase financing for governmental entities, Regions' Leasing Division serves Regions customers throughout the company's eight-state market area from six offices. The division began operations in the mid-1970s, and has enjoyed steady growth throughout its history.

This division not only plays an important role in attracting new customers, it provides crucial services to existing commercial customers. As Regions' customer



base and presence throughout the South grows, so too will the need for these very specialized services.

E-Commerce

Technology and the Internet are changing just about everything concerned with handling one's finances.

The acquisitions of Morgan Keegan and Rebsamen emphasize the importance of Regions' service delivery system. As we forge ahead into a new century, Regions is not only building a bank online, but building additional delivery channels for customers of all areas of the company.

During the past year, Regions' enhancement of online services grew rapidly. eScout, a Web-based business-to-business network for independent businesses introduced in mid-November, offers small- to medium-size businesses the ability to buy goods, sell goods and gain access to the services and information they need to expand their businesses.

In December, e-Tracker, an account aggregation service, was introduced on Regions' Web site. This state-of-the-art service provides an easy, secure way for anyone to manage online accounts.

During 2000 Regions introduced a new IRA Web site and a new cash-management site and began opening selected checking and savings accounts as well as certificates of



deposit at www.regions.com. Online accessibility will be enhanced further during 2001 with an upgrade of RegionsNet, the company's online banking system, through the addition of a bill presentment service and wireless banking.

Operations

Over the past year Regions has been able to spend time improving internal systems and procedures, focusing on the areas of our company that touch our customers. Based on our quality performance standards, we had the best year in 16 years in terms of quality service.

Morgan Keegan is in the business of creating wealth for its clients. Regions is in the same business, providing customers with all the

financial services they may need throughout their lifetime. From that first savings account to the unique loan and deposit needs of students, from building and fulfilling a financial plan to serving a growing family through retirement with everything they might need including insurance coverage, Regions is uniquely positioned to provide the one-stop shopping consumers need from their financial provider. You've known us as one of the strongest banks in America.

Moving into the new century with additional brokerage, investment, and insurance services, Regions is more than a bank; we're a complete financial services provider.

Vivian Hurst,
Operations



J. Stanley Mackin A Tribute



Stan and Mary Jo Mackin

“He’s John Wayne. He’s Bear Bryant. He’s bigger than life.”

That description of Stan Mackin from a co-worker sums up the warmth and respect that Mackin commands at Regions. Since taking the company’s reins as chairman in 1990, his uncanny sense of what’s right for his company has allowed Regions to grow from \$6.3 billion in assets and a presence in two southeastern states to assets in excess of \$43.7 billion and a market area that spans the South – from the

largest bank in Alabama to a nationally recognized financial institution.

The grandson of Irish immigrants, Mackin’s early vision was in the home construction business. When he was eventually lured into joining Regions’ Alabama bank in 1966, that vision changed from building homes to building a bank and, eventually, building one of the nation’s top-performing financial service leaders. A retired Navy commander, he has captained the Regions ship with a steady hand, weathering stormy seas and setting a course for

a future few would have thought possible at the beginning of this voyage.

Mackin’s no-nonsense blend of business savvy, leadership skills and caring attitude have made him a role model for at least two generations of Regions bankers. After his May 31, 2001 retirement as board chairman, he will have more time to spend with his wife, two sons, daughter and nine grandchildren. His Regions family will miss his presence, but the lessons he taught – and his vision – will endure.

The Leadership Team

Regions opens a new door to its future far ahead of where it thought it would be within Vision 2004, its current five-year plan, thanks to its strategic decision to move from a bank holding company to a financial services company. Such a shift would have been impossible without a strong management team at its core, a team that will become even stronger with the addition of Allen Morgan during 2001.

While each member of the Leadership Team represents his own distinct area of the company, he is also an integral part of the overall group dynamics, the group judgment that governs this company's operations. These individuals know better than

anyone that for Regions to continue to grow and demonstrate the strong performance it has enjoyed in the past, it must be positioned to leverage its franchise throughout the South and to position itself as more than a bank. Non-interest income has never held greater importance than in today's financial environment.

The better diversification Regions seeks in its revenue stream is reflected in the company's Leadership Team. The differing perspectives represented by the seven – soon to be eight – individuals on the team meld to create one, powerful force that will carry this new financial services company on to new challenges, crafting what has been successful for one company into a unified plan that will work for several companies, all working toward a common goal.

The Leadership Team (l to r): E.C. Stone, William E. Askew, Wilbur B. Hufham, Richard D. Horsley, Carl E. Jones, Jr., Peter D. Miller, and Jack Fleischauer, Jr.



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Ray Fisher
Luke Flatt[†]
Jack Fleischauer
Bob Goethe
Dave Gordon
Eric Haas[†]
Michael Head
Ed Henry
Rick Horsley
Wilbur Hufham
Vivian Hurst
Mike Jackson[†]
Carl Jones
Bryan Jordan
Neil Karn[†]
Ed King
Warren Lassiter[†]
G. L. Lieblong[†]
Greg Lollar
Burton McDonald[†]
Darrell Meyer
Pete Miller
Steve Miller[†]
Steve Monger
Bob Parker[†]

Jim Penland[†]
Rick Redmond
Dick Rhodes
Bill Ringle
Chuck Sittason
Cris Stone
Fred Taul
John Troutman
Sam Upchurch
Neil West
Rich White
Steve Wilkes
Lynn Wright
Carolyn Fiore, *Secretary*

[†]New Member for 2001

Regions Quality Council

Russell Bailey
Margaret Brown
Ron Collins
Luke Flatt
Carol Glass
Dave Gordon
Terry Harbin
Al Hethcox
Jackie Jackson
Neil Karn
G. L. Lieblong
Wimberly Miree
Jackie Oliver
Ron Poteat
Jimmy Rigsby
Steve Wilkes
Douglas Yeates

Auditors' Report

Report of Ernst and Young LLP, Independent Auditors

Board of Directors
Regions Financial Corporation

We have audited, in accordance with auditing standards generally accepted in the United States, the consolidated statements of condition of Regions Financial Corporation and subsidiaries at December 31, 2000 and 1999, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2000 (not presented separately herein) and in our report dated January 24, 2001 (except for Note Y as to which the date is March 5, 2001), we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated financial statements is fairly stated, in all material respects, in relation to the consolidated financial statements from which it has been derived.

Birmingham, Alabama
January 24, 2001,
except for Note Y (not presented separately herein) as to which the date is March 5, 2001.

Consolidated Statements of Condition Regions Financial Corporation and Subsidiaries

Assets	December 31	
	2000	1999
<i>Amounts in thousands, except share data</i>		
Cash and due from banks	\$ 1,210,872	\$ 1,393,418
Interest-bearing deposits in other banks	3,246	9,653
Investment securities (aggregate estimated market value of \$3,536,283 in 2000 and \$3,934,047 in 1999)	3,539,202	4,054,279
Securities available for sale	5,454,969	6,858,765
Trading account assets	13,437	14,543
Mortgage loans held for sale	222,902	567,131
Federal funds sold and securities purchased under agreements to resell	95,550	66,078
Loans	31,472,656	28,221,240
Unearned income	(96,193)	(76,565)
Loans, net of unearned income	31,376,463	28,144,675
Allowance for loan losses	(376,508)	(338,375)
Net loans	30,999,955	27,806,300
Premises and equipment	598,632	580,707
Interest receivable	349,637	306,707
Due from customers on acceptances	107,912	72,098
Other assets	1,091,979	984,716
	\$43,688,293	\$42,714,395

Liabilities and Stockholders' Equity

Deposits		
Non-interest-bearing	\$ 4,512,883	\$ 4,419,693
Interest-bearing	27,509,608	25,569,401
Total deposits	32,022,491	29,989,094
Borrowed funds		
Short-term borrowings:		
Federal funds purchased and securities sold under agreement to repurchase	1,996,812	5,614,613
Commercial paper	27,750	56,750
Other short-term borrowings	1,108,580	1,953,622
Total short-term borrowings	3,133,142	7,624,985
Long-term borrowings	4,478,027	1,750,861
Total borrowed funds	7,611,169	9,375,846
Bank acceptances outstanding	107,912	72,098
Other liabilities	488,777	212,245
Total Liabilities	40,230,349	39,649,283
Stockholders' equity:		
Preferred stock, par value \$1.00 share:		
Authorized 5,000,000 shares	-0-	-0-
Common stock, par value \$.625 a share: Authorized 500,000,000 shares, Issued, including treasury stock: 222,567,831 shares in 2000 and 220,635,661 shares in 1999		
	139,105	137,897
Surplus	1,058,733	1,022,825
Undivided profits	2,333,285	2,044,209
Treasury stock, 2,798,813 shares in 2000 and -0- shares in 1999	(67,135)	-0-
Unearned restricted stock	(6,952)	(4,719)
Accumulated other comprehensive income (loss)	908	(135,100)
Total stockholders' equity	3,457,944	3,065,112
	\$43,688,293	\$42,714,395

For additional information, please refer to Regions Financial Corporation's 2000 Annual Report on Form 10-K.

() Indicates deduction.

Consolidated Statements of Income Regions Financial Corporation and Subsidiaries

<i>Amounts in thousands, except per share data</i>	Year Ended December 31		
	2000	1999	1998
Interest income:			
Interest and fees on loans	\$ 2,588,143	\$ 2,201,786	\$ 2,072,204
Interest on securities:			
Taxable interest income	561,974	524,935	417,121
Tax-exempt interest income	41,726	39,484	39,981
Total interest on securities	603,700	564,419	457,102
Interest on mortgage loans held for sale	34,511	81,002	44,954
Income on federal funds sold and securities purchased under agreements to resell	5,537	4,256	17,610
Interest on time deposits in other banks	1,096	1,741	4,804
Interest on trading account assets	1,256	1,482	1,112
Total interest income	3,234,243	2,854,686	2,597,786
Interest expense:			
Interest on deposits	1,372,260	1,056,799	1,065,054
Interest on short-term borrowings	276,243	329,518	174,906
Interest on long-term borrowings	196,943	42,514	33,008
Total interest expense	1,845,446	1,428,831	1,272,968
Net interest income	1,388,797	1,425,855	1,324,818
Provision for loan losses	127,099	113,658	60,505
Net interest income after provision for loan losses	1,261,698	1,312,197	1,264,313
Non-interest income:			
Trust department income	57,675	53,434	55,218
Service charges on deposit accounts	231,670	194,984	171,344
Mortgage servicing and origination fees	82,732	103,118	111,555
Securities (losses) gains	(39,928)	160	7,002
Other	269,061	185,445	129,578
Total non-interest income	601,210	537,141	474,697
Non-interest expense:			
Salaries and employee benefits	588,857	551,569	528,409
Net occupancy expense	70,675	61,635	62,887
Furniture and equipment expense	74,213	72,013	68,595
FDIC insurance expense	5,059	6,546	5,806
Merger and consolidation expenses	-0-	-0-	121,438
Other	382,378	372,549	316,573
Total non-interest expense	1,121,182	1,064,312	1,103,708
Income before income taxes	741,726	785,026	635,302
Applicable income taxes	214,203	259,640	213,590
Net income	\$ 527,523	\$ 525,386	\$ 421,712
Average number of shares outstanding	220,762	221,617	220,114
Average number of shares outstanding, diluted	221,989	223,967	223,781
Per share:			
Net income	\$ 2.39	\$ 2.37	\$ 1.92
Net income, diluted	2.38	2.35	1.88
Cash dividends declared	1.08	1.00	0.92

For additional information, please refer to Regions Financial Corporation's 2000 Annual Report on Form 10-K.

Regions Financial Corporation

Alabama's first multi-bank holding company serves the South through offices located in Alabama, Arkansas, Florida, Georgia, Louisiana, South Carolina, Tennessee, and Texas. The Company had consolidated assets of \$43.7 billion at December 31, 2000. In addition to traditional commercial banking, Regions provides services in the fields of mortgage banking, leasing, specialty financing, credit-related insurance, securities brokerage and mutual funds.

Corporate Headquarters

417 North 20th Street
Post Office Box 10247
Birmingham, Alabama 35202-0247
Telephone: 205/944-1300
Internet address: <http://www.regions.com>

Transfer Agent and Stockholder Assistance

Equiserve
Post Office Box 2598
Jersey City, NJ 07303-2598
Stockholder Inquiry: 1-800-524-2879
Hearing Impaired 1-201-222-4955
Facsimile: 1-201-222-4861
Internet: <http://www.equiserve.com>

Dividend Reinvestment and Stock Purchase Plan

Stockholders can reinvest their Regions' dividends in additional shares of stock. Regions' stock may also be purchased with optional cash payments. It is not necessary to be a current stockholder to purchase shares with optional cash payments. For additional information or for an enrollment card, please write or call Regions' Dividend Reinvestment Agent, EquiServe, at the above address or telephone number. Non-stockholders requesting enrollment materials, please call 1-800-922-3468.

Direct Deposit

With direct deposit, stockholders can have Regions' dividends deposited directly into their checking or savings account. There is no cost for this service. For additional information, please write or call Regions' Dividend Reinvestment Agent, EquiServe, at the above address or telephone number.

Common Stock

Regions Financial Corporation's thirtieth annual meeting of stockholders will be held in Memphis, Tennessee on May 16, 2001.

NASDAQ Market Makers

Bank of America Securities
Bear, Stearns, & Co., Inc.
Cantor, Fitzgerald, & Co.
Credit Suisse First Boston Corporation
A.G. Edwards & Sons, Inc.
Fidelity Capital Markets
First Security Van Kaspar
First Tennessee Securities Corporation
Fox-Pitt, Kelton, Inc.
Friedman, Billings, Ramsey & Co., Inc.
Goldman, Sachs & Co.
Herzog, Heine, Geduld, Inc.
Hill, Thompson, Magid and Company
William R. Hough & Co.

Jefferies & Company, Inc.
Keefe, Bruyette & Woods, Inc.
Knight Securities L.P.
Legg Mason Wood Walker, Inc.
Lehman Brothers, Inc.
Bernard L. Madoff
Merrill Lynch, Pierce, Fenner & Smith, Inc.
J.P. Morgan, Chase and Company
McDonald and Company Securities, Inc.
Midwest Stock Exchange
Morgan Keegan & Company, Inc.
Edgar M. Norris and Company, Inc.
Paine Webber, Inc.
Putnam, Lovell, DeGuardiola
Raymond James & Associates
Robinson-Humphrey Company, LLC
Ryan Beck & Co., Inc.
Salomon Smith Barney
Sherwood Securities Corporation
Southwest Securities, Inc.
Spear, Leeds & Kellogg
Sterne, Agee & Leach, Inc.
Wachovia Securities
Warburg Dillion Read LLC
Weeden and Co., Inc.

Financial Information

A copy of Form 10-K, the annual report of the corporation to the Securities and Exchange Commission, can be obtained by writing or calling Investor Relations at the address or telephone number below. Stockholders, analysts, investors, and others interested in seeking financial information about Regions Financial Corporation are asked to contact :

Ronald C. Jackson
Senior Vice President and Director of Investor Relations
Post Office Box 10247
Birmingham, Alabama 35202-0247
Telephone: 205/ 326-7090

Debt Ratings

	Standard & Poor's	Moody's Investors Service	Fitch IBCA
Regions Financial Corporation—			
Subordinated Debt	A-	A2	A
Trust Preferred Securities	BBB+	a1	A
Regions Bank —			
Short-Term Debt/ Certificates of Deposit	A-1	P-1	F1+
Long-Term Debt/ Certificates of Deposit	A+	Aa3	AA-