AMSOUTH BANCORPORATION
Form 10-Q
August 09, 2004
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# SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

# FORM 10-Q

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**For the Quarterly Period Ended June 30, 2004**

**Commission file number 1-7476**

# AmSouth Bancorporation

**(Exact Name of registrant as specified in its charter)**

| | |
|---|---|
| **Delaware**<br>**(State or other jurisdiction of Incorporation or Organization)** | **63-0591257**<br>**(I.R.S. Employer Identification No.)** |
| **AmSouth Center**<br>**1900 Fifth Avenue North**<br>**Birmingham, Alabama**<br>**(Address of principal executive offices)** | **35203**<br>**(Zip Code)** |

**(205) 320-7151**

**(Registrant s telephone number, including area code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes x No ¨

As of July 31, 2004, AmSouth Bancorporation had 353,734,000 shares of common stock outstanding.

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**AMSOUTH BANCORPORATION**

**FORM 10-Q**

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*Forward-Looking Statements. Statements made in this report that are not purely historical are forward-looking statements (as defined in the Private Securities Litigation Reform Act of 1995), including any statements regarding descriptions of management s plans, objectives or goals for future operations, products or services, and forecasts of its revenues, earnings or other measures of performance. Forward-looking statements are based on current management expectations and, by their nature, are subject to risks and uncertainties. A number of factors-many of which are beyond AmSouth s control-could cause actual conditions, events or results to differ materially from those described in the forward-looking statements. Factors which could cause results to differ materially from current management expectations include, but are not limited to: the execution of AmSouth s strategic initiatives; legislation and regulation; general economic conditions, especially in the Southeast; the performance of the stock and bond markets; changes in interest rates, yield curves and interest rate spread relationships; prepayment speeds within the loan and investment security portfolios; deposit flows; the cost of funds; cost of federal deposit insurance premiums; demand for loan products; demand for financial services; competition, including a continued consolidation in the financial services industry; changes in the quality or composition of AmSouth s loan and investment portfolios including capital market inefficiencies that may affect the marketability and valuation of available-for-sale securities; changes in consumer spending and saving habits; technological changes; the growth and profitability of AmSouth s mortgage banking business, including mortgage-related income and fees, being less than expected; adverse changes in the financial performance and/or condition of AmSouth s borrowers which could impact the repayment of such borrowers outstanding loans; changes in accounting and tax principles, policies or guidelines and in tax laws; other economic, competitive, governmental and regulatory factors affecting AmSouth s operations, products, services and prices; unexpected judicial actions and developments; results of investigations, examinations and reviews of regulatory and law enforcement authorities; the outcome of litigation, which is inherently uncertain and depends on the findings of judges and juries; the impact on AmSouth s businesses, as well as on the risks set forth above, of various domestic or international military or terrorist activities or conflicts; and AmSouth s success at managing the risks involved in the foregoing. Forward-looking statements speak only as of the date they are made. AmSouth does not undertake a duty to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made.*

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**PART I**

**FINANCIAL INFORMATION**

**Item 1. Financial Statements (Unaudited)**

**AMSOUTH BANCORPORATION AND SUBSIDIARIES**

**CONSOLIDATED STATEMENT OF CONDITION**

**(Unaudited)**

| | June 30 2004 | December 31 2003 | June 30 2003 |
|---|---|---|---|
| | | (Dollars in thousands) | |
| **ASSETS** | | | |
| Cash and due from banks | $ 1,055,370 | $ 1,163,986 | $ 1,451,537 |
| Federal funds sold and securities purchased under agreements to resell | 87,000 | -0- | 484,300 |
| Trading securities | 11,092 | 2,721 | 287 |
| Available-for-sale securities | 6,586,697 | 7,125,971 | 5,814,466 |
| Held-to-maturity securities (market value of $5,905,830, $4,948,556 and $4,919,981, respectively) | 6,004,032 | 4,928,195 | 4,842,826 |
| Loans held for sale | 261,968 | 102,292 | 17,655 |
| Loans | 32,037,283 | 30,088,814 | 28,876,285 |
| Less: Allowance for loan losses | 382,482 | 384,124 | 384,011 |
| Unearned income | 685,786 | 749,450 | 653,743 |
| Net loans | 30,969,015 | 28,955,240 | 27,838,531 |
| Other interest-earning assets | 11,813 | 40,218 | 48,602 |
| Premises and equipment, net | 1,020,033 | 964,692 | 907,680 |
| Cash surrender value - bank owned life insurance | 1,089,445 | 1,065,996 | 1,041,391 |
| Accrued interest receivable and other assets | 1,199,348 | 1,266,205 | 1,336,932 |
| | $ 48,295,813 | $ 45,615,516 | $ 43,784,207 |
| **LIABILITIES AND SHAREHOLDERS EQUITY** | | | |
| Deposits and interest-bearing liabilities: | | | |
| Deposits: | | | |
| Noninterest-bearing demand | $ 6,636,325 | $ 6,273,835 | $ 5,849,456 |
| Interest-bearing checking | 6,809,885 | 6,183,832 | 5,739,344 |
| Money market and savings deposits | 7,827,390 | 7,592,020 | 7,553,650 |
| Time | 5,623,470 | 6,278,053 | 6,532,948 |
| Certificates of deposit of $100,000 or more | 3,638,933 | 2,818,490 | 2,696,099 |
| Foreign | 1,603,241 | 1,294,123 | 727,329 |
| Total deposits | 32,139,244 | 30,440,353 | 29,098,826 |
| Federal funds purchased and securities sold under agreements to repurchase | 2,145,521 | 2,026,253 | 1,837,292 |
| Other borrowed funds | 1,370,893 | 343,202 | 149,333 |
| Long-term Federal Home Loan Bank advances | 5,779,709 | 5,737,952 | 5,826,839 |
| Other long-term debt | 2,084,213 | 2,114,482 | 1,517,224 |
| Total deposits and interest-bearing liabilities | 43,519,580 | 40,662,242 | 38,429,514 |
| Accrued expenses and other liabilities | 1,480,755 | 1,723,605 | 2,209,118 |

| | | | |
|---|---|---|---|
| Total liabilities | 45,000,335 | 42,385,847 | 40,638,632 |
| Shareholders equity: | | | |
| Preferred stock no par value: | | | |
| Authorized 2,000,000 shares; Issued and outstanding none | -0- | -0- | -0- |
| Common stock par value $1 a share: | | | |
| Authorized 750,000,000 shares; Issued 416,768,000, 416,878,000 and 416,890,000 shares, respectively | 416,768 | 416,878 | 416,890 |
| Capital surplus | 714,134 | 715,663 | 706,042 |
| Retained earnings | 3,372,672 | 3,228,533 | 3,083,424 |
| Cost of common stock in treasury 63,353,000, 64,987,000 and 66,413,000 shares, respectively | (1,043,783) | (1,076,644) | (1,106,191) |
| Deferred compensation on restricted stock | (14,496) | (14,501) | (15,838) |
| Accumulated other comprehensive (loss)/income | (149,817) | (40,260) | 61,248 |
| Total shareholders equity | 3,295,478 | 3,229,669 | 3,145,575 |
| | $ 48,295,813 | $ 45,615,516 | $ 43,784,207 |

See notes to consolidated financial statements.

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**AMSOUTH BANCORPORATION AND SUBSIDIARIES**

**CONSOLIDATED STATEMENT OF EARNINGS**

**(Unaudited)**

| | Six Months Ended June 30 | | Three Months Ended June 30 | |
|---|---|---|---|---|
| | 2004 | 2003 | 2004 | 2003 |
| | (In thousands except per share data) | | | |
| **INTEREST INCOME** | | | | |
| Loans | $ 752,317 | $ 788,402 | $ 376,602 | $ 389,859 |
| Available-for-sale securities | 163,996 | 152,747 | 80,577 | 75,065 |
| Held-to-maturity securities | 126,527 | 117,064 | 63,934 | 56,199 |
| Trading securities | 97 | 61 | 25 | 6 |
| Loans held for sale | 5,897 | 478 | 3,270 | 318 |
| Federal funds sold and securities purchased under agreements to resell | 348 | 1,055 | 197 | 889 |
| Other interest-earning assets | 98 | 264 | 39 | 110 |
| Total interest income | 1,049,280 | 1,060,071 | 524,644 | 522,446 |
| **INTEREST EXPENSE** | | | | |
| Interest-bearing checking | 15,986 | 16,164 | 8,640 | 8,129 |
| Money market and savings deposits | 19,003 | 27,816 | 9,688 | 13,819 |
| Time deposits | 85,372 | 103,409 | 40,565 | 51,116 |
| Certificates of deposit of $100,000 or more | 34,388 | 32,041 | 17,147 | 16,555 |
| Foreign deposits | 6,187 | 3,359 | 3,598 | 1,675 |
| Federal funds purchased and securities sold under agreements to repurchase | 14,830 | 10,474 | 8,185 | 4,555 |
| Other borrowed funds | 3,886 | 2,130 | 1,905 | 985 |
| Long-term Federal Home Loan Bank advances | 120,944 | 131,667 | 60,475 | 64,949 |
| Other long-term debt | 27,777 | 20,613 | 13,031 | 11,307 |
| Total interest expense | 328,373 | 347,673 | 163,234 | 173,090 |
| **NET INTEREST INCOME** | 720,907 | 712,398 | 361,410 | 349,356 |
| Provision for loan losses | 54,700 | 87,400 | 26,600 | 42,700 |
| **NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES** | 666,207 | 624,998 | 334,810 | 306,656 |
| **NONINTEREST REVENUES** | | | | |
| Service charges on deposit accounts | 187,592 | 157,233 | 94,377 | 81,677 |
| Trust income | 58,815 | 51,625 | 29,935 | 25,598 |
| Consumer investment services income | 42,341 | 32,359 | 21,930 | 16,049 |
| Interchange income | 36,927 | 35,047 | 20,628 | 18,360 |
| Bank owned life insurance policies | 23,279 | 26,894 | 11,610 | 13,060 |
| Bankcard income | 14,365 | 12,892 | 7,509 | 6,691 |
| Mortgage income | 11,401 | 27,146 | 3,889 | 17,130 |
| Portfolio income | 17,812 | 21,836 | 8,145 | 15,906 |
| Other noninterest revenues | 46,150 | 38,571 | 20,229 | 16,247 |
| Total noninterest revenues | 438,682 | 403,603 | 218,252 | 210,718 |
| **NONINTEREST EXPENSES** | | | | |

| | | | | |
|---|---|---|---|---|
| Salaries and employee benefits | 341,217 | 310,788 | 167,511 | 156,723 |
| Net occupancy expense | 71,578 | 65,009 | 36,326 | 33,484 |
| Equipment expense | 61,512 | 58,540 | 30,968 | 30,572 |
| Postage and office supplies | 23,955 | 23,290 | 10,997 | 11,351 |
| Marketing expense | 20,995 | 18,331 | 9,249 | 9,173 |
| Professional fees | 18,029 | 16,138 | 9,699 | 7,726 |
| Communications expense | 12,452 | 14,607 | 6,040 | 7,044 |
| Amortization of intangibles | 2,326 | 2,396 | 1,163 | 1,198 |
| Other noninterest expenses | 81,980 | 79,129 | 39,817 | 41,351 |
| Total noninterest expenses | 634,044 | 588,228 | 311,770 | 298,622 |
| **INCOME BEFORE INCOME TAXES** | 470,845 | 440,373 | 241,292 | 218,752 |
| Income taxes | 143,783 | 130,192 | 74,329 | 63,927 |
| **NET INCOME** | $ 327,062 | $ 310,181 | $ 166,963 | $ 154,825 |
| Average common shares outstanding | 351,399 | 350,738 | 351,602 | 349,509 |
| Earnings per common share | $ .93 | $ .88 | $ .47 | $ .44 |
| Diluted average common shares outstanding | 356,611 | 354,304 | 356,314 | 353,354 |
| Diluted earnings per common share | $ .92 | $ .88 | $ .47 | $ .44 |

See notes to consolidated financial statements.

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**AMSOUTH BANCORPORATION AND SUBSIDIARIES**

**CONSOLIDATED STATEMENT OF SHAREHOLDERS EQUITY**

**(Unaudited)**

| | Common Stock | Capital Surplus | Retained Earnings | Treasury Stock | Deferred Compensation on Restricted Stock | Accumulated Other Comprehensive Income/(Loss) | Total |
|---|---|---|---|---|---|---|---|
| | | | (In thousands) | | | | |
| **BALANCE AT JANUARY 1, 2004** | $ 416,878 | $ 715,663 | $ 3,228,533 | $ (1,076,644) | $ (14,501) | $ (40,260) | $ 3,229,669 |
| Comprehensive income: | | | | | | | |
| Net income | -0- | -0- | 327,062 | -0- | -0- | -0- | 327,062 |
| Other comprehensive income, net of tax: | | | | | | | |
| Changes in unrealized gains and losses on derivative instruments (net of $7,045 tax benefit) | -0- | -0- | -0- | -0- | -0- | (13,084) | (13,084) |
| Changes in unrealized gains and losses on available-for-sale securities, net of reclassification adjustment (net of $59,350 tax benefit) | -0- | -0- | -0- | -0- | -0- | (96,334) | (96,334) |
| Changes in unrealized gains and losses on minimum pension liability adjustment (net of $84 tax benefit) | -0- | -0- | -0- | -0- | -0- | (139) | (139) |
| Comprehensive income | | | | | | | 217,505 |
| Cash dividends declared | -0- | -0- | (171,500) | -0- | -0- | -0- | (171,500) |
| Common stock transactions: | | | | | | | |
| Purchase of common stock | -0- | -0- | -0- | (48,920) | -0- | -0- | (48,920) |
| Employee stock plans | (110) | (2,075) | (11,421) | 75,949 | 5 | -0- | 62,348 |
| Direct stock purchase and dividend reinvestment plan | -0- | 546 | (2) | 5,832 | -0- | -0- | 6,376 |
| **BALANCE AT JUNE 30, 2004** | $ 416,768 | $ 714,134 | $ 3,372,672 | $ (1,043,783) | $ (14,496) | $ (149,817) | $ 3,295,478 |
| **Disclosure of reclassification amount:** | | | | | | | |
| Changes in unrealized holding gains and losses on available-for-sale securities arising during the period | | | | | | $ (86,223) | |
| Less: Reclassification adjustment for net securities gains realized in net income | | | | | | 10,111 | |
| Net change in unrealized gains and losses on available-for-sale | | | | | | $ (96,334) | |

| | |
|---|---|
| securities, net of tax | |
| Changes in unrealized holding gains and losses on derivatives arising during the period | $ (7,257) |
| Less: Reclassification adjustment for gains realized in net income (net of $3,511 tax expense) | 5,827 |
| Net change in unrealized gains and losses on derivatives, net of tax | $ (13,084) |

See notes to consolidated financial statements.

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**AMSOUTH BANCORPORATION AND SUBSIDIARIES**

**CONSOLIDATED STATEMENT OF CASH FLOWS**

**(Unaudited)**

| (In thousands) | Six Months Ended June 30 2004 | 2003 |
|---|---|---|
| **OPERATING ACTIVITIES** | | |
| Net income | $ 327,062 | $ 310,181 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Provision for loan losses | 54,700 | 87,400 |
| Depreciation and amortization of premises and equipment | 53,663 | 47,744 |
| Amortization of premiums and discounts on held-to-maturity securities and available-for-sale securities | 23,531 | 16,947 |
| Originations and purchases of loans held for sale | (660,488) | 2,254 |
| Proceeds from sales of loans held for sale | 502,330 | -0- |
| Net (increase) decrease in trading securities | (8,361) | 47,671 |
| Net gains on sales of available-for-sale securities | (16,203) | (19,001) |
| Net loss (gain) on guaranteed mortgage loan securitizations | 73 | (21,827) |
| Net gain on sales of business operations, subsidiaries and other assets | (10,451) | -0- |
| Net gain on sales of home equity loans | (4,884) | -0- |
| Net decrease (increase) in accrued interest receivable, bank-owned life insurance and other assets | 6,684 | (70,472) |
| Net (decrease) increase in accrued expenses and other liabilities | (96,708) | 105,890 |
| Provision for deferred income taxes | 61,683 | 70,725 |
| Amortization of intangible assets | 2,326 | 2,396 |
| Other operating activities, net | 58,351 | 46,899 |
| Net cash provided by operating activities | 293,308 | 626,807 |
| **INVESTING ACTIVITIES** | | |
| Proceeds from maturities and prepayments of available-for-sale securities | 679,152 | 1,373,271 |
| Proceeds from sales of available-for-sale securities | 1,211,887 | 839,237 |
| Purchases of available-for-sale securities | (1,533,646) | (2,800,723) |
| Proceeds from maturities, prepayments and calls of held-to-maturity securities | 952,974 | 1,324,330 |
| Purchases of held-to-maturity securities | (2,141,754) | (1,493,401) |
| Net increase in federal funds sold and securities purchased under agreements to resell | (87,000) | (458,282) |
| Net decrease in other interest-earning assets | 28,405 | 15,210 |
| Net increase in loans, excluding guaranteed mortgage loan securitizations and sales of home equity loans | (2,443,327) | (2,360,281) |
| Proceeds from guaranteed mortgage loan securitizations | 146,102 | 1,234,703 |
| Proceeds from sales of business operations, subsidiaries and other assets | 1,622 | -0- |
| Proceeds from sales of home equity loans | 156,552 | -0- |
| Net purchases of premises and equipment | (109,004) | (116,518) |
| Net cash used by investing activities | (3,138,037) | (2,442,454) |
| **FINANCING ACTIVITIES** | | |
| Net increase in deposits | 1,699,353 | 1,784,652 |
| Net increase in federal funds purchased and securities sold under agreements to repurchase | 119,268 | 67,745 |
| Net increase (decrease) in other borrowed funds | 1,027,691 | (1,685) |
| Issuance of long-term Federal Home Loan Bank advances and other long-term debt | 300,487 | 2,350,000 |

| | | |
|---|---|---|
| Payments for maturing Federal Home Loan Bank advances and other long-term debt | (258,841) | (1,914,083) |
| Cash dividends paid | (169,483) | (160,698) |
| Proceeds from employee stock plans, direct stock purchase and dividend reinvestment plan | 66,558 | 71,316 |
| Purchase of common stock | (48,920) | (152,048) |
| Net cash provided by financing activities | 2,736,113 | 2,045,199 |
| (Decrease) Increase in cash and cash equivalents | (108,616) | 229,552 |
| Cash and cash equivalents at beginning of period | 1,163,986 | 1,221,985 |
| Cash and cash equivalents at end of period | $ 1,055,370 | $ 1,451,537 |

See notes to consolidated financial statements.

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**AMSOUTH BANCORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

**Six months ended June 30, 2004 and 2003**

*Basis of Presentation-* The consolidated financial statements conform to accounting principles generally accepted in the United States. The accompanying interim financial statements are unaudited; however, in the opinion of management, all adjustments necessary for the fair presentation of the consolidated financial statements have been included. All such adjustments are of a normal recurring nature. Certain amounts in the prior year s financial statements have been reclassified to conform with the 2004 presentation. These reclassifications had no effect on net income. The notes included herein should be read in conjunction with the notes to consolidated financial statements included in AmSouth Bancorporation s (AmSouth) 2003 annual report on Form 10-K.

The consolidated financial statements and notes are presented in accordance with the instructions for Form 10-Q. The consolidated financial statements include the accounts of AmSouth and all of its subsidiaries, all of which are wholly- owned. All significant intercompany balances and transactions have been eliminated.

The Financial Accounting Standards Board (FASB) issued a revised version of Interpretation No. 46 Consolidation of Variable Interest Entities (Interpretation 46), in December of 2003. This accounting guidance significantly changes how companies determine whether they must consolidate an entity depending on whether the entity is a voting rights entity or a variable interest entity (VIE). The revised Interpretation 46 is effective no later than the end of the first interim or annual period ending after December 15, 2003 for entities created after January 31, 2003, and for entities created before February 1, 2003, no later than the end of the first interim or annual period ending after March 15, 2004. As required, AmSouth adopted the guidance of Interpretation 46 for all entities.

In accordance with the new guidance, AmSouth considers a voting rights entity to be a subsidiary and consolidates it if AmSouth has a controlling financial interest in the entity. VIEs are consolidated by AmSouth if it is exposed to the majority of the VIE s expected losses and/or residual returns (i.e., AmSouth is considered to be the primary beneficiary).

Unconsolidated investments in voting rights entities or VIEs in which AmSouth has significant influence over operating and financing decisions (usually defined as a voting or economic interest of 20% to 50%) are accounted for using the equity method. Unconsolidated investments in voting rights entities or VIEs in which AmSouth has a voting or economic interest of less than 20% are generally carried at cost.

Prior to the adoption of Interpretation 46, AmSouth generally determined whether consolidation of an entity was appropriate based on the nature and amount of equity contributed by third parties, the decision-making power granted to those parties and the extent of their control over the entity s operating and financial policies. Entities controlled, generally through majority ownership, were consolidated and were considered subsidiaries.

*Use of Estimates* The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, benefit plan obligations and expenses and the valuation of derivative instruments used in hedging transactions and the corresponding value of items being hedged.

*Recent Accounting Developments* In December 2003, the FASB issued a revision to Statement No. 132, Employers Disclosures about Pensions and Other Postretirement Benefits (Statement 132). Statement 132 requires enhanced disclosures for defined benefit pension plans. Statement 132 requires companies to provide more details about their plan assets, investment strategy, measurement dates, benefit obligations, cash flows, and

components of net periodic benefit cost recognized during interim periods. The disclosures required by Statement 132 are effective for financial statements with fiscal years ending after December 15, 2003, except for disclosures regarding estimated future benefit payments. Disclosures regarding estimated future benefit payments will be required for fiscal years ending after June 15, 2004. The interim-period disclosures required by this statement are effective for interim periods beginning after December 15, 2003. See discussion on Pension later in Notes to Consolidated Financial Statements for the disclosures required by this statement. As Statement 132 relates to changes in disclosures, its adoption did not have an impact on AmSouth s financial condition or results of operations.

In December 2003, the American Institute of Certified Public Accountants issued Statement of Position 03-3, Accounting for Certain Loans and Debt Securities Acquired in a Transfer (SOP 03-3). SOP 03-3 addresses accounting for differences between contractual cash flows expected to be collected and an investor s initial investment in loans or debt securities acquired in a transfer if those differences are attributable, at least in part, to credit quality. It includes loans and debt securities acquired in purchase business combinations. SOP 03-3 limits the yield that may be accreted (accretable yield) to the excess of the investor s estimate of undiscounted expected principal, interest and other cash flows (cash flows expected at acquisition to be collected) over the investor s initial investment in the loan. SOP 03-3 requires that the excess of contractual cash flows over cash flows to be collected (nonaccretable difference) not be recognized as an adjustment of yield, loss accrual or valuation allowance. SOP 03-3 prohibits investors from displaying accretable yield and nonaccretable difference in the balance sheet. Subsequent increases in cash flows expected to be collected generally should be recognized prospectively through adjustment of the loan s yield over its remaining life. Decreases in cash flows expected to be collected should be recognized as impairment. SOP 03-3 prohibits carrying over or creation of valuation allowances in the initial accounting of all loans acquired in a transfer that are within the scope of SOP 03-3. The prohibition of the valuation allowance carryover applies to the purchase of an individual loan, a pool of loans, a group of loans, and loans acquired in a purchase business combination. SOP 03-3 is effective for loans acquired in fiscal years beginning after December 15, 2004. AmSouth does not anticipate that the adoption of SOP 03-3 will have a material impact on its financial condition or results of operations.

On March 9, 2004, the SEC issued Staff Accounting Bulletin 105, Application of Accounting Principles to Loan Commitments, (SAB 105) to inform registrants of the Staff s view that the fair value of the recorded loan commitments should not consider the expected future cash flows related to the associated servicing of the future loan. The provisions of SAB 105 must be applied to loan commitments accounted for as derivatives that are entered into after March 31, 2004. The staff will not object to the application of existing accounting practices to loan commitments accounted for as derivatives that are entered into on or before March 31, 2004, with appropriate disclosures. On April 1, 2004, AmSouth adopted the provisions of SAB 105. AmSouth records the value of its mortgage loan commitments at fair market value for mortgages it intends to sell. AmSouth does not currently include and was not including the value of mortgage servicing or any other internally-developed intangible assets in the valuation of its mortgage loan commitments. Therefore, the adoption of SAB 105 did not have an impact on AmSouth s financial condition or results of operations.

In March 2004, the Emerging Issues Task Force reached a consensus on Issue 03-1, Meaning of Other Than Temporary Impairment (Issue 03-1). The Task Force reached a consensus on an other-than-temporary impairment model for debt and equity securities accounted for under Statement of Financial Accounting Standards No. 115, Accounting for Certain Investments in Debt and Equity Securities and cost method investments. The basic model developed by the Task Force in evaluating whether an investment within the scope of Issue 03-1 is other-than-temporarily impaired is as follows: Step 1: Determine whether the investment is impaired. An investment is impaired if its fair value is less than its cost. Step 2: Evaluate whether the impairment is other-than-temporary. Step 3: If the impairment is other-than-temporary, recognize an impairment loss equal to the difference between the investment s cost and its fair value. The three-step model used to determine other-than-temporary impairments shall be applied prospectively to all current and future investments in interim or annual reporting periods beginning after June 15, 2004. On July 1, 2004, AmSouth adopted the guidance in Issue 03-1. The adoption of this guidance on this date did not have a material impact on AmSouth s financial condition or results of operations.

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*Cash Flows* - For the six months ended June 30, 2004 and 2003, AmSouth paid interest of $333.4 million and $355.9 million, respectively, on its deposits and obligations. During the six months ended June 30, 2004 and 2003, AmSouth paid income taxes of $159.2 million and $42.1 million, respectively. Noncash transfers from loans to foreclosed properties for the six months ended June 30, 2004 and 2003, were $24.5 million and $33.4 million, respectively. Noncash transfers from foreclosed properties to loans for the six months ended June 30, 2004 and 2003, were $552 thousand and $343 thousand, respectively. During the six months ended June 30, 2003, AmSouth had noncash transfers from loans to available-for-sale and held-to-maturity securities of approximately $109 million in connection with a guaranteed mortgage loan securitization.

*Stock-Based Compensation* AmSouth has long-term incentive compensation plans that permit the granting of incentive awards in the form of stock options, restricted stock awards, stock appreciation rights, performance shares, and performance units. Generally, the terms of these plans stipulate that the exercise price of options may not be less than the fair market value of AmSouth s common stock on the date the options are granted. Options generally vest between one and three years from the date of grant, with all of the 2004 option grants vesting ratably over three years. All of the options granted during the first six months of 2004 expire ten years from the date of grant. All other options outstanding generally expire not later than ten years from the date of grant.

AmSouth has adopted the disclosure-only provisions of Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation (Statement 123) which allows an entity to continue to measure compensation costs for those plans using the intrinsic value-based method of accounting prescribed by APB Opinion No. 25, Accounting for Stock Issued to Employees (APB 25). AmSouth has elected to follow APB 25 and related interpretations in accounting for its employee stock options. Accordingly, compensation cost for fixed and variable stock-based awards is measured by the excess, if any, of the fair market price of the underlying stock over the amount the individual is required to pay. Compensation cost for fixed awards is measured at the grant date, while compensation cost for variable awards is estimated until both the number of shares an individual is entitled to receive and the exercise or purchase price are known (measurement date). No option-based employee compensation cost is reflected in net income, as all options granted had an exercise price equal to the market value of the underlying common stock on the date of grant. AmSouth does, however, currently recognize compensation expense related to restricted stock issuances as disclosed in the table below. The pro forma information below was determined as if AmSouth had accounted for all employee stock-based awards under the fair value method of Statement 123. For purposes of pro forma disclosures, the estimated fair value of the options and restricted stock awards is amortized to expense over the awards vesting period. AmSouth s pro forma information follows (in thousands except earnings per share information):

| | For the six months ended | |
|---|---|---|
| | **June 30, 2004** | **June 30, 2003** |
| Net income: | | |
| As reported | $ 327,062 | $ 310,181 |
| Add: Stock-based compensation expense included in reported net income, net of tax | 823 | 973 |
| Deduct: Total stock-based compensation expense determined under fair value- based method for all awards, net of tax | (16,300) | (13,360) |
| Pro forma | $ 311,585 | $ 297,794 |
| Earnings per common share: | | |
| As reported | $ .93 | $ .88 |
| Pro forma | $ .89 | $ .85 |
| Diluted earnings per common share: | | |
| As reported | $ .92 | $ .88 |
| Pro forma | $ .88 | $ .84 |

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| | For the three months ended | |
|---|---|---|
| | June 30, 2004 | June 30, 2003 |
| Net income: | | |
| As reported | $ 166,963 | $ 154,825 |
| Add: Stock-based compensation expense included in reported net income, net of tax | 625 | 481 |
| Deduct: Total stock-based compensation expense determined under fair value-based method for all awards, net of tax | (8,606) | (6,830) |
| Pro forma | $ 158,982 | $ 148,476 |
| Earnings per common share: | | |
| As reported | $ .47 | $ .44 |
| Pro forma | $ .45 | $ .43 |
| Diluted earnings per common share: | | |
| As reported | $ .47 | $ .44 |
| Pro forma | $ .45 | $ .42 |

This pro forma information includes expenses related to all stock options granted during the first six months of 2004 and 2003, as well as the expense related to the unvested portion of prior year grants and assumes that the fair value for these options was estimated at the date of grant using a Black-Scholes option pricing model with the following weighted-average assumptions for the six months ending June 30, 2004 and 2003, respectively: a risk-free interest rate of 3.92% and 3.81%, a dividend yield of 3.99% and 4.49%, a volatility factor of 30.89% and 31.40%, and a weighted-average expected life of 7.0 years for both periods. The weighted-average fair value of options granted during the six months ended June 30, 2004 and 2003 was $5.69 and $4.48, respectively. The estimated fair value of the options is then amortized to expense over the options vesting period to determine the expense for the periods.

*Derivatives* In accordance with Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities, (Statement 133) AmSouth recognizes all of its derivative instruments as either assets or liabilities in the statement of financial condition at fair value. For those derivative instruments that are designated and qualify as hedging instruments, AmSouth designates the hedging instrument, based upon the exposure being hedged, as either a fair value hedge or a cash flow hedge. Derivative instruments designated in a hedge relationship to mitigate exposure to changes in the fair value of an asset, liability or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges under Statement 133. Derivative instruments designated in a hedge relationship to mitigate exposure to variability in expected future cash flows or other types of forecasted transactions are considered cash flow hedges.

For derivative instruments that are designated and qualify as fair value hedges, the gain or loss on the derivative instrument as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in other noninterest revenue during the period of the change in fair values. For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive income and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. The remaining gain or loss on the derivative instrument in excess of the cumulative change in the present value of future cash flows of the hedged item, if any, is recognized in other noninterest revenue during the period of change. For derivative instruments not designated as hedging instruments, the gain or loss is recognized in current earnings during the period of change.

AmSouth, at the hedge s inception and at least quarterly thereafter, performs a formal assessment to determine whether changes in the fair values or cash flows of the derivative instruments have been highly effective in offsetting changes in the fair values or cash flows of the hedged items and whether they are expected to be highly effective in the future. If it is determined a derivative instrument has not been or will not continue to be highly effective as a hedge, hedge accounting is discontinued prospectively, and the derivative instrument continues to be carried at fair value with all changes in fair value being recorded in noninterest revenue, but with

no corresponding offset being recorded on the hedged item or in other comprehensive income for cash flow hedges.

*Fair Value Hedging Strategy* - AmSouth has entered into interest rate swap agreements for interest rate risk exposure management purposes. The interest rate swap agreements utilized by AmSouth effectively modify AmSouth s exposure to interest rate risk by converting a portion of AmSouth s fixed-rate certificates of deposit to floating rate. AmSouth also has interest rate swap agreements which effectively convert portions of its fixed-rate long-term debt to floating rate. During the six months ended June 30, 2004 and 2003, AmSouth recognized a net gain of $271 thousand and a net loss of $831 thousand, respectively, related to the ineffective portion of its hedging instruments.

AmSouth has entered into forward contracts to hedge the fair value of specific pools of mortgage loans held for sale from changes in interest rates. The impact of hedge ineffectiveness during the six months ended June 30, 2004, was not material to the earnings of AmSouth. In addition to the forward contracts treated as hedges under Statement 133, AmSouth s derivative portfolio also included forward contracts entered into to offset the impact of changes in interest rates on AmSouth s mortgage pipeline designated for future sale. Statement 133 also requires AmSouth to treat its mortgage banking loan commitments as derivatives. Accordingly, the change in fair value of the forward contracts entered into to hedge the mortgage pipeline, while not qualifying as hedges under Statement 133, is somewhat offset by changes in the fair value of the mortgage pipeline. AmSouth had no open forward contracts to sell mortgage loans at June 30, 2003.

*Cash Flow Hedging Strategy* AmSouth has entered into interest rate swap agreements that effectively convert a portion of its floating-rate loans to a fixed-rate basis, thus reducing the impact of interest-rate changes on future interest income. Approximately $1.3 billion and $1.2 billion of AmSouth s loans were designated as the hedged items to interest rate swap agreements at June 30, 2004 and 2003, respectively. AmSouth has entered into interest rate swap agreements to hedge the anticipated reissuance of Federal funds purchases which effectively convert a portion of its Federal funds purchased to fixed rate. Approximately $550 million of AmSouth s Federal funds purchased were designated as the hedged items to the interest rate swap agreements at June 30, 2004. Approximately $300 million of these swaps expire in 2005, $50 million in 2006 and $200 million in 2007. AmSouth was not hedging Federal funds purchased at June 30, 2003. During the six months ended June 30, 2004, AmSouth terminated $600 million of swaps that had been designated as hedging long-term floating rate bank notes. The loss related to the effective portion of these hedging relationships will be amortized into net interest income over the remaining life of the long-term floating rate bank notes. During the six months ended June 30, 2004 and 2003, AmSouth recognized net income of $23 thousand and a net loss of $1 thousand, respectively, related to the ineffective portion of its hedging instruments.

*Guarantees* AmSouth, as part of its ongoing business operations, issues financial guarantees in the form of financial and performance standby letters of credit. Standby letters of credit are contingent commitments issued by AmSouth generally to guarantee the performance of a customer to a third party. A financial standby letter of credit is a commitment by AmSouth to guarantee a customer s repayment of an outstanding loan or debt instrument. In a performance standby letter of credit, AmSouth guarantees a customer s performance under a contractual nonfinancial obligation for which it receives a fee. AmSouth has recourse against the customer for any amount it is required to pay to a third party under a standby letter of credit. Revenues are recognized ratably over the life of the standby letter of credit. At June 30, 2004, AmSouth had standby letters of credit outstanding with maturities ranging from less than one year to eleven years. The maximum potential amount of future payments AmSouth could be required to make under its standby letters of credit at June 30, 2004 was $3.3 billion and represents AmSouth s maximum credit risk. At June 30, 2004, AmSouth had $18.9 million of liabilities and $18.9 million of receivables associated with standby letters of credit agreements entered into subsequent to December 31, 2002 as a result of AmSouth s adoption of Interpretation 45, Guarantor s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others at January 1, 2003. At June 30, 2003, AmSouth had $2.5 million of liabilities and $2.5 million of receivables associated with standby letters of credit agreements entered into subsequent to December 31, 2002. Standby letters of credit

agreements entered into prior to January 1, 2003, have a carrying value of zero. AmSouth holds collateral to support standby letters of credit when deemed necessary.

AmSouth Investment Services, Inc. (AIS), a subsidiary of AmSouth, guarantees the margin account balances issued by its brokerage clearing agent on behalf of AIS s customers. If a customer defaults on the margin account, AIS has guaranteed to the brokerage clearing agent to buy in the account so as to bring the account into compliance with applicable margin or maintenance requirements. The margin account balance as of June 30, 2004 was $30.3 million. The total potential margin guarantee for AIS was $253.0 million as of June 30, 2004, which is equal to 70% of customers account balances. In the event a customer defaults, AmSouth would have recourse to the customer. AmSouth has no liability recorded on its balance sheet related to this agreement.

*Variable Interest Entities* A variable interest entity is defined by Interpretation 46 to be a business entity which has one or both of the following characteristics: (1) The equity investment at risk is not sufficient to permit the entity to finance its activities without additional support from other parties, which is provided through other interests that will absorb some or all of the expected losses of the entity; and (2) The equity investors lack one or more of the following essential characteristics of a controlling financial interest: (a) direct or indirect ability to make decisions about the entity s activities through voting rights or similar rights, (b) the obligation to absorb the expected losses of the entity if they occur, which makes it possible for the entity to finance its activities, or (c) the right to receive the expected residual returns of the entity if they occur, which is the compensation for risk of absorbing expected losses. Interpretation 46 does not require consolidation by transferors to qualifying special purpose entities. AmSouth has reviewed several areas of potential variable interest entities for consolidation. These areas included: investments in affordable housing, leveraged lease transactions, trust, and commercial real estate lending.

AmSouth has limited partnership investments in affordable housing projects, for which it provides funding as a limited partner and receives tax credits related to its investments in the projects based on its partnership share. At June 30, 2004, AmSouth had recorded investments in other assets on its balance sheet of approximately $151.3 million associated with limited partnership investments in affordable housing projects. AmSouth currently adjusts the carrying value of these investments for any losses incurred by the limited partnership through earnings. AmSouth has determined that these structures meet the definition of variable interest entities. AmSouth has determined that it will not need to consolidate any of these direct limited partnership investments. In some cases, AmSouth is the sole limited partner in a fund that invests in affordable housing projects. AmSouth has determined that it is required to consolidate these funds in which it is the sole limited partner. However, since these funds are not required to consolidate the underlying affordable housing projects in which they invest, there is no financial statement impact associated with their consolidation by AmSouth. AmSouth s maximum exposure to loss on these limited partnerships is limited to the $151.3 million of recorded investment.

AmSouth also reviewed the structures utilized in its leveraged lease transactions. In these transactions, AmSouth, as the lessor, finances a minimal amount of the purchase but has total equity ownership. A third party (debt participant) finances the remainder. The property is then leased to another party. Based on its review, AmSouth determined that these lease structures meet the definition of variable interest entities. AmSouth s current accounting for these leveraged leases, however, is not impacted by Interpretation 46. At June 30, 2004, AmSouth had a recorded investment in leveraged leases of $1.7 billion which represents AmSouth s maximum exposure to loss on these leveraged lease transactions.

AmSouth, through its Trust area, acts as a fiduciary to trust entities which meet the definition of variable interest entities. AmSouth s interest is limited to the right to receive fees. AmSouth has determined that it is not required to consolidate these entities. AmSouth s exposure to future loss related to these entities is limited to fee revenues generated from these trusts.

AmSouth, as a commercial real estate lender, periodically lends money for the construction or acquisition of commercial real estate. At June 30, 2004, AmSouth had approximately $5.2 billion of commercial real estate loans outstanding and approximately $4.2 billion in unused

commercial real estate commitments to lend money.

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AmSouth has determined that some of the entities to which it lends for commercial real estate purposes meet the definition of variable interest entities. AmSouth has reviewed these structures and determined that any that met the definition of a variable interest entity were not required to be consolidated. AmSouth s maximum exposure to loss associated with these commercial real estate transactions is no greater than the outstanding balance in commercial real estate lending and any outstanding commitments to lend money associated with these transactions at June 30, 2004.

*Pension* Net periodic benefit (credit)/cost includes the following components for the three months ended June 30, 2004:

| | Retirement Plans | | Other Postretirement Benefits | |
|---|---|---|---|---|
| **(In thousands)** | **2004** | **2003** | **2004** | **2003** |
| Service cost | $ 5,368 | $ 4,703 | $ 218 | $ 213 |
| Interest cost | 10,517 | 10,029 | 602 | 629 |
| Expected return on plan assets | (16,199) | (15,336) | (55) | (60) |
| Amortization of prior service cost/(credit) | 26 | (75) | (217) | (217) |
| Amortization of transitional obligation | 47 | 48 | 11 | 11 |
| Recognized actuarial loss | 4,003 | 409 | 303 | 259 |
| Net periodic benefit cost/(credit) | $ 3,762 | $ (222) | $ 862 | $ 835 |

Net periodic benefit (credit)/cost includes the following components for the six months ended June 30, 2004:

| | Retirement Plans | | Other Postretirement Benefits | |
|---|---|---|---|---|
| **(In thousands)** | **2004** | **2003** | **2004** | **2003** |
| Service cost | $ 10,717 | $ 9,406 | $ 436 | $ 427 |
| Interest cost | 21,028 | 20,059 | 1,203 | 1,257 |
| Expected return on plan assets | (32,397) | (30,673) | (109) | (120) |
| Amortization of prior service cost/(credit) | 23 | (150) | (435) | (435) |
| Amortization of transitional obligation | 96 | 96 | 22 | 22 |
| Recognized actuarial loss | 8,057 | 817 | 607 | 519 |
| Net periodic benefit cost/(credit) | $ 7,524 | $ (445) | $ 1,724 | $ 1,670 |

AmSouth has not made and does not expect to make a material contribution to its pension plans, but will make a contribution to other postretirement plans of approximately $2.9 million in 2004.

*Contingencies* Various legal proceedings are pending against AmSouth and its subsidiaries. Some of these proceedings seek relief or allege damages that are substantial. The actions arise in the ordinary course of AmSouth s business and include actions relating to its imposition of certain fees, lending, collections, loan servicing, deposit taking, investment, trust and other activities. Additionally, AmSouth and certain of its subsidiaries which are regulated by one or more federal and state authorities are the subject of regularly scheduled and special examinations, reviews and investigations conducted by such regulatory authorities and by law enforcement agencies resulting from these examinations, reviews and investigations. Although it is not possible to determine with certainty AmSouth s potential exposure from these proceedings, based upon legal counsel s opinion, management considers that any liability resulting from the proceedings would not have a material impact on the financial condition or results of operations of AmSouth.

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AmSouth s federal and state income tax returns are subject to review and examination by government authorities. In the normal course of these examinations, AmSouth is subject to challenges from federal and state authorities regarding amounts of taxes due. These challenges may alter the timing or amount of taxable income or deductions, or the allocation of income among tax jurisdictions. AmSouth is currently under examination by a number of the states in which it does business. As is the case with most larger corporate taxpayers, all of AmSouth s corporate federal tax returns are examined by the Internal Revenue Service (IRS). AmSouth is currently under examination by the IRS for the years ended December 31, 1998, September 30, 1999 and December 31, 1999. In connection with this examination, the IRS has issued Notices of Proposed Adjustments with respect to AmSouth s tax treatment of certain leveraged lease transactions that were entered into during the years ended December 31, 1998, September 30, 1999 and December 31, 1999. Management believes that AmSouth s treatment of these leveraged lease transactions was in compliance with existing tax laws and regulations and intends to vigorously defend its position. AmSouth is also under examination by the IRS for the years ended December 31, 2000 through 2002. Management does not expect that resolution of the state or IRS audit issues will have a material impact on AmSouth s financial position or operating results.

*Comprehensive Income* Total comprehensive income was $2.3 million and $217.5 million for the three and six months ended June 30, 2004 and $131.5 million and $268.5 million for the three and six months ended June 30, 2003. Total comprehensive income consists of net income, the change in the unrealized gains or losses on AmSouth s available-for-sale securities portfolio arising during the period, the change in the effective portion of cash flow hedges marked to market and a minimum pension liability related to an unfunded pension liability.

*Earnings Per Common Share* The following table sets forth the computation of earnings per common share and diluted earnings per common share:

| | Three Months Ended June 30 | | Six Months Ended June 30 | |
|---|---|---|---|---|
| | 2004 | 2003 | 2004 | 2003 |
| (In thousands except per share data) | | | | |
| Earnings per common share computation: | | | | |
| Numerator: | | | | |
| Net income | $ 166,963 | $ 154,825 | $ 327,062 | $ 310,181 |
| Denominator: | | | | |
| Average common shares outstanding | 351,602 | 349,509 | 351,399 | 350,738 |
| Earnings per common share | $ .47 | $ .44 | $ .93 | $ .88 |
| Diluted earnings per common share computation: | | | | |
| Numerator: | | | | |
| Net income | $ 166,963 | $ 154,825 | $ 327,062 | $ 310,181 |
| Denominator: | | | | |
| Average common shares outstanding | 351,602 | 349,509 | 351,399 | 350,738 |
| Dilutive shares contingently issuable | 4,712 | 3,845 | 5,212 | 3,566 |
| Average diluted common shares outstanding | 356,314 | 353,354 | 356,611 | 354,304 |
| Diluted earnings per common share | $ .47 | $ .44 | $ .92 | $ .88 |

*Shareholders Equity* On April 17, 2003, AmSouth s Board of Directors approved a plan to repurchase up to 25 million shares of the company s outstanding common stock. The common shares may be repurchased in the open market or in privately negotiated transactions. The reacquired common shares will be held as treasury shares and may be reissued for various corporate purposes, including employee benefit programs. During the six month period ended June 30, 2004, AmSouth purchased 2.1 million shares under this authorization at a cost of $48.9 million. The total shares repurchased under this authorization through June 30, 2004 were 2.3 million shares at a cost of $55.1 million. Cash dividends of $.24 per common share were declared in the second quarter of 2004.

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*Business Segment Information* - AmSouth has three reportable segments: Consumer Banking, Commercial Banking and Wealth Management. Treasury & Other includes balance sheet management activities that include the investment portfolio, non-deposit funding and the impact of derivatives used in asset/liability management. Income from bank owned life insurance policies, gains and losses related to the ineffective portion of derivative hedging instruments, net gains and losses on sales of fixed assets, taxable-equivalent adjustments associated with lease residual option benefits, the amortization of deposit intangibles and corporate expenses such as corporate overhead are also shown in Treasury & Other. In addition, Treasury & Other includes the reversal of revenues and expenses associated with Private Client Service (PCS) customers loans and deposit balances to eliminate any double counting which occurs as a result of including these revenues and expenses in the Wealth Management segment as well as in either the Commercial or Consumer segments. During the third quarter of 2003, AmSouth changed the way it allocates internal funding credits for deposits for segment reporting purposes. AmSouth changed its methodology to better capture the impact of changes in interest rates on the values of certain deposit products for each segment. Accordingly, AmSouth has adjusted its three months and six months ended June 30, 2003 segment information to reflect this new methodology. The following is a summary of the segment performance for the three and six months ended June 30, 2004 and 2003:

| (In thousands) | Consumer Banking | Commercial Banking | Wealth Management | Treasury & Other | Total |
|---|---|---|---|---|---|
| **Three Months Ended June 30, 2004** | | | | | |
| Net interest income before internal funding | $ 196,912 | $ 111,982 | $ 39,336 | $ 13,180 | $ 361,410 |
| Internal funding | 81,167 | (6,989) | (283) | (73,895) | -0- |
| Net interest income/(expense) | 278,079 | 104,993 | 39,053 | (60,715) | 361,410 |
| Noninterest revenues | 117,801 | 34,933 | 53,359 | 12,159 | 218,252 |
| Total revenues | 395,880 | 139,926 | 92,412 | (48,556) | 579,662 |
| Provision for loan losses | 21,862 | 2,725 | 335 | 1,678 | 26,600 |
| Noninterest expenses | 189,862 | 46,004 | 54,998 | 20,906 | 311,770 |
| Income/(Loss) before income taxes | 184,156 | 91,197 | 37,079 | (71,140) | 241,292 |
| Income taxes/(benefits) | 69,243 | 34,289 | 13,942 | (43,145) | 74,329 |
| Segment net income/(loss) | $ 114,913 | $ 56,908 | $ 23,137 | $ (27,995) | $ 166,963 |
| Revenues from external customers | $ 314,713 | $ 146,915 | $ 50,791 | $ 67,243 | $ 579,662 |
| Ending Assets | $ 21,070,749 | $ 12,284,753 | $ 4,249,518 | $ 10,690,793 | $ 48,295,813 |
| **Three Months Ended June 30, 2003** | | | | | |
| Net interest income before internal funding | $ 198,365 | $ 114,544 | $ 36,494 | $ (47) | $ 349,356 |
| Internal funding | 78,618 | (18,243) | (6,272) | (54,103) | -0- |
| Net interest income/(expense) | 276,983 | 96,301 | 30,222 | (54,150) | 349,356 |
| Noninterest revenues | 114,345 | 29,526 | 42,731 | 24,116 | 210,718 |
| Total revenues | 391,328 | 125,827 | 72,953 | (30,034) | 560,074 |
| Provision for loan losses | 34,462 | 6,974 | 260 | 1,004 | 42,700 |
| Noninterest expenses | 180,360 | 46,141 | 49,317 | 22,804 | 298,622 |
| Income/(Loss) before income taxes | 176,506 | 72,712 | 23,376 | (53,842) | 218,752 |
| Income taxes/(benefits) | 66,366 | 27,340 | 8,789 | (38,568) | 63,927 |
| Segment net income/(loss) | $ 110,140 | $ 45,372 | $ 14,587 | $ (15,274) | $ 154,825 |

| | | | | | |
|---|---|---|---|---|---|
| Revenues from external customers | $ 312,710 | $ 144,070 | $ 40,302 | $ 62,992 | $ 560,074 |
| Ending Assets | $ 19,020,563 | $ 11,340,909 | $ 3,436,135 | $ 9,986,600 | $ 43,784,207 |

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| (In thousands) | Consumer Banking | Commercial Banking | Wealth Management | Treasury & Other | Total |
|---|---|---|---|---|---|
| **Six Months Ended June 30, 2004** | | | | | |
| Net interest income before internal funding | $ 389,573 | $ 223,619 | $ 78,527 | $ 29,188 | $ 720,907 |
| Internal funding | 159,960 | (15,186) | (1,252) | (143,522) | -0- |
| Net interest income/(expense) | 549,533 | 208,433 | 77,275 | (114,334) | 720,907 |
| Noninterest revenues | 235,029 | 72,366 | 104,008 | 27,279 | 438,682 |
| Total revenues | 784,562 | 280,799 | 181,283 | (87,055) | 1,159,589 |
| Provision for loan losses | 48,430 | 2,435 | 643 | 3,192 | 54,700 |
| Noninterest expenses | 383,592 | 93,793 | 109,221 | 47,438 | 634,044 |
| Income/(Loss) before income taxes | 352,540 | 184,571 | 71,419 | (137,685) | 470,845 |
| Income taxes/(benefits) | 132,555 | 69,398 | 26,854 | (85,024) | 143,783 |
| Segment net income/(loss) | $ 219,985 | $ 115,173 | $ 44,565 | $ (52,661) | $ 327,062 |
| Revenues from external customers | $ 624,602 | $ 295,985 | $ 98,915 | $ 140,087 | $ 1,159,589 |
| Ending Assets | $ 21,070,749 | $ 12,284,753 | $ 4,249,518 | $ 10,690,793 | $ 48,295,813 |
| **Six Months Ended June 30, 2003** | | | | | |
| Net interest income before internal funding | $ 400,748 | $ 233,584 | $ 73,424 | $ 4,642 | $ 712,398 |
| Internal funding | 154,573 | (38,709) | (14,344) | (101,520) | -0- |
| Net interest income/(expense) | 555,321 | 194,875 | 59,080 | (96,878) | 712,398 |
| Noninterest revenues | 213,256 | 61,748 | 86,281 | 42,318 | 403,603 |
| Total revenues | 768,577 | 256,623 | 145,361 | (54,560) | 1,116,001 |
| Provision for loan losses | 68,407 | 14,189 | 508 | 4,296 | 87,400 |
| Noninterest expenses | 360,727 | 90,480 | 98,044 | 38,977 | 588,228 |
| Income/(Loss) before income taxes | 339,443 | 151,954 | 46,809 | (97,833) | 440,373 |
| Income taxes/(benefits) | 127,631 | 57,135 | 17,600 | (72,174) | 130,192 |
| Segment net income/(loss) | $ 211,812 | $ 94,819 | $ 29,209 | $ (25,659) | $ 310,181 |
| Revenues from external customers | $ 614,004 | $ 295,332 | $ 81,386 | $ 125,279 | $ 1,116,001 |
| Ending Assets | $ 19,020,563 | $ 11,340,909 | $ 3,436,135 | $ 9,986,600 | $ 43,784,207 |

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Report of Independent Registered Public Accounting Firm

The Board of Directors

AmSouth Bancorporation

We have reviewed the consolidated statements of condition of AmSouth Bancorporation and subsidiaries as of June 30, 2004 and 2003, and the related consolidated statements of earnings for the three-month and six-month periods ended June 30, 2004 and 2003, the consolidated statements of cash flows for the six-month periods ended June 30, 2004 and 2003, and the consolidated statement of shareholders equity for the six-month period ended June 30, 2004. These financial statements are the responsibility of the Company s management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the consolidated interim financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statement of condition of AmSouth Bancorporation and subsidiaries as of December 31, 2003, and the related consolidated statements of earnings, shareholders equity, and cash flows for the year then ended not presented herein, and in our report dated February 17, 2004, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated statement of condition as of December 31, 2003, is fairly stated, in all material respects, in relation to the consolidated statement of condition from which it has been derived.

Birmingham, Alabama

August 3, 2004

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

*Introduction*

This discussion and analysis is part of our Quarterly Report on Form 10-Q to the Securities and Exchange Commission (SEC) and updates our Annual Report on Form 10-K for the year ended December 31, 2003, which we previously filed with the SEC. You should read this information together with the financial information contained in the 10-K. Certain prior period amounts presented in this discussion and analysis have been reclassified to conform to current period classifications.

AmSouth Bancorporation (AmSouth) is a regional bank holding company headquartered in Birmingham, Alabama, with approximately $48 billion in assets, more than 670 branch banking offices and more than 1,200 ATMs. AmSouth operates in Tennessee, Alabama, Florida, Mississippi, Louisiana, and Georgia. AmSouth is a leader among regional banks in the Southeast in several key businesses, such as Consumer Banking which includes small business banking and mortgage lending, Commercial Banking, including equipment leasing, and Wealth Management, which includes annuity and mutual fund sales, trust and investment management services.

The preparation of consolidated financial statements requires management to make judgments in the application of certain of its accounting policies that involve significant estimates and assumptions about the effect of matters that are inherently uncertain. These estimates and assumptions are based on information available as of the date of the financial statements, and may materially impact the reported amounts of certain assets, liabilities, revenues and expenses as the information changes over time. Accordingly, different amounts could be reported as a result of the use of revised estimates and assumptions in the application of these accounting policies.

Accounting policies considered relatively more critical due to either the subjectivity involved in the estimate and/or the potential impact that changes in the estimates can have on the reported financial results include the accounting for the allowance for loan losses, pension accounting and hedge accounting. Information concerning these policies is included in the Critical Accounting Estimates section of Management s Discussion and Analysis in AmSouth s 2003 10-K. There were no significant changes in these accounting policies during the first six months of 2004.

This discussion and analysis contains statements that are considered forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. See page 2 for additional information regarding forward-looking statements.

*Second Quarter and First Six Months Overview*

AmSouth reported record net income of $167 million for the quarter and $327 million for the first six months of 2004 benefiting from strong loan and deposit growth and continued improvement in credit quality. Diluted earnings per share for the second quarter of 2004 was $.47, an increase of 6.8 percent over the $.44 per share for the same period of 2003. Diluted earnings per share for the six months ended June 30, 2004 was $.92 per share, an increase of 4.5 percent over the $.88 per share for the same period of 2003.

For the three months ended June 30, 2004 and 2003, AmSouth s return on average assets (ROA) was 1.41 percent and 1.48 percent, respectively. Return on average equity (ROE) was 20.31 percent for the second quarter of 2004 compared to 19.95 percent for the same quarter of 2003. For

the six months ended June 30, 2004 and 2003, AmSouth s ROA was 1.40 percent and 1.51 percent, respectively. ROE was 20.04 percent for the first six months of 2004 compared to 20.10 percent for the same period last year.

Loan balances on average for the second quarter increased $2.4 billion from the second quarter of 2003, with growth in both the commercial and consumer categories. Quarterly average deposit balances were up $3.8 billion, with low-cost deposits up almost $2.6 billion.

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A key driver for the second quarter and year-to-date results was the continued improvement in credit quality. Net charge-offs declined $16 million, or 25 basis points, from the second quarter of 2003, and $30 million, or 25 basis points, from the first six months of 2003. Nonperforming assets as a percent of loans, foreclosed properties and repossessions declined to 43 basis points compared to 62 basis points a year ago. These trends continue to reflect the benefits of stricter credit underwriting standards implemented over the last several years.

Other positives noted during the second quarter and first six months of 2004 included the double digit growth in service charge income, trust fees and investment services income. These areas continue to reflect the results of several of AmSouth s strategic initiatives. Noninterest expenses for the second quarter were up 4.4 percent compared to the second quarter of 2003, but down $10.5 million compared to the first quarter of 2004, reflecting tighter expense controls. Year-to-date noninterest expenses were up 7.8 percent compared to the same period a year ago. Net interest income for the second quarter was up 3.5 percent compared to the same quarter of 2003 and up 1.2 percent for the first six months of 2004 compared to the same period of 2003. The improvement in net interest income reflects strong loan and deposit growth partially offset by a decline in the net interest margin. These improvements were partially offset by decreases in mortgage and portfolio income compared to the same periods a year ago, reflecting lower gains on sales of mortgage loans and servicing and lower securities gains.

*Statement of Condition*

Total assets at June 30, 2004 were $48.3 billion, up 5.9 percent from $45.6 billion at December 31, 2003. This $2.7 billion increase in total assets was primarily the result of increases in AmSouth s loan portfolio and its held-to-maturity (HTM) securities portfolio. Loans net of unearned income at June 30, 2004 increased $2.0 billion compared to year-end. This increase was attributable to $959 million of growth in commercial loans and $1.1 billion growth in consumer loans. AmSouth also had an increase in HTM securities of $1.1 billion. These increases were partially offset by a $539 million decline in available-for-sale (AFS) securities.

The increase in commercial loans was broad-based and balanced in all categories led by growth in commercial real estate mortgages, commercial and industrial lending and real estate construction. The increases in commercial real estate mortgages, commercial and industrial lending and real estate construction were driven by new business generation reflecting the benefits of sales calling efforts. The increase in consumer loans was split equally between residential first mortgages and equity loans and lines. AmSouth s focus on consumer lending helped produce $2.4 billion of home equity originations and $2.2 billion of residential mortgage originations in the first half of 2004. Importantly, ending total loans at June 30, 2004 were $700 million higher than average balances for the second quarter providing solid momentum as the third quarter begins, and the loan pipelines for both commercial and consumer lending point toward sustained strength in new loan production. The increase in AmSouth s HTM securities portfolio reflected additional purchases of securities, primarily in shorter duration and well-structured mortgage-backed and collateralized mortgage obligation (CMO) securities, during the first six months of 2004. The duration of the combined portfolios, which considers repricing frequency of variable rate securities, is approximately 4.2 years. The decrease in AmSouth s AFS portfolio was the result of maturities, prepayments and sales of securities and a decrease of $157.2 million in the market valuation adjustment.

On the liability side of the balance sheet, total deposits at June 30, 2004, increased by $1.7 billion compared to December 31, 2003. The increase in total deposits was realized in most categories of deposits. Low-cost deposits, which include noninterest-bearing and interest-bearing checking, money market and savings accounts, increased by $1.2 billion. The growth in deposits reflects broad based sales efforts and improving trends in overall household growth across all lines of business and AmSouth s branch expansion program. During the first six months of 2004, AmSouth opened 23 new branches, including 20 new branches in Florida. The increase in deposits also reflects the issuance of $900 million of institutional certificates of deposit, the majority of which mature in one year or less.

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The increase in other borrowed funds was primarily the result of an increase in government-sponsored deposits. During January 2004, AmSouth issued $150 million in floating rate bank notes continuing a program begun in 2003 as a part of AmSouth s long-term funding strategy. Other long-term debt declined due to the maturing of $150 million of 7.75% Subordinated Notes Due 2004 during May 2004 which was not replaced.

*Net Interest Income*

Net interest income (NII) on a fully taxable equivalent basis for the three and six months ended June 30, 2004 was $371.9 million and $742.0 million, up $11.2 million, or 3.1 percent compared to the same quarter last year and up $6.6 million or 0.9 percent on a year-to-date basis. The increase in NII reflected a higher level of earning assets and continued strong deposit growth. The net interest margin (NIM) was 3.44 percent for the second quarter of 2004, down 40 basis points from 3.84 percent, for the same quarter in 2003. The decline in the NIM can be largely attributed to the impact of the low rate environment on the investment portfolio, the mix of loans and the overall lower spread on asset growth. In addition, the low interest rate environment during the first six months of 2004 resulted in significantly lower reinvestment yields for both loans and investment securities. See additional discussion of prepayment risk within the Prepayment Risk section. These events combined to compress the NIM and decrease NII.

Growth in interest-earning assets was only partially offset by the decline in NII associated with the lower NIM. Average interest-earning assets for the three and six month periods ended June 30, 2004 were $43.5 billion and $42.6 billion, respectively, an increase of $5.8 billion and $5.3 billion from the same periods in 2003. As discussed above, the increase came principally from growth in the loan and the investment securities portfolios. The growth in the loan portfolio was primarily driven by commercial lending, residential mortgage production and equity lending. The growth in earning assets was primarily funded by deposit growth. The increase in deposits was across most categories of deposits. In addition, AmSouth funded part of the increase through the issuance of $800 million in bank notes during the fourth quarter of 2003 and first quarter of 2004 and the issuance of $500 million in subordinated debt late in the first quarter of 2003. Part of the growth in earning assets was also funded by growth in Federal funds purchased and securities sold under agreements to repurchase.

AmSouth expects NII growth to accelerate during the second half of 2004 due to double digit loan growth funded by strong low-cost deposit growth, substantially lower premium amortization, lower volumes of loan sales, and a more stable net interest margin.

*Asset/Liability Management*

AmSouth maintains a formal asset and liability management process to quantify, monitor and control interest rate risk and to assist management in minimizing the income impact of varying interest rate environments. AmSouth accomplishes this process through the development and implementation of lending, funding, pricing and hedging strategies designed to maximize NII performance under varying interest rate environments subject to specific liquidity and interest rate risk guidelines.

An earnings simulation model is the primary tool used to assess the direction and magnitude of changes in NII resulting from changes in interest rates. Key assumptions in the model include prepayment speeds on mortgage-related assets; cash flows and maturities of derivatives and other financial instruments held for purposes other than trading; changes in market conditions, loan volumes and pricing; deposit volume, mix and rate sensitivity; customer preferences; and management s financial and capital plans. These assumptions are inherently uncertain, and, as a result, the model cannot precisely estimate NII or precisely predict the impact of higher or lower interest rates on NII. Actual results will differ from simulated results due to timing, magnitude and frequency of interest rate changes and changes in market conditions and management s strategies, among other factors.

*Interest Sensitivity Analysis*

AmSouth evaluates net interest income under various balance sheet and interest rate scenarios, using its simulation analysis model. Management evaluates base net interest income under what is believed to be the

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most likely balance sheet structure and current interest rate environment. This base case is then evaluated against various changes in interest rate scenarios. Asset prepayment levels, the shape of the yield curve and the overall balance sheet mix and growth assumptions are adjusted to be consistent with each interest rate scenario.

One scenario of the simulation model reviews the impact to NII if interest rates gradually increased or decreased by 100 basis points over a 12-month period. Based on the results of the simulation model as of June 30, 2004, AmSouth would expect NII to increase $4.2 million or approximately 0.27 percent and decrease $13.0 million or approximately 0.84 percent if interest rates gradually increase or decrease, respectively, from current rates by 100 basis points over a 12-month period. This scenario indicates that AmSouth is slightly asset sensitive. By comparison, as of June 30, 2003, the simulation model indicated that NII would increase $14.1 million or approximately 1.0 percent and decrease $27.6 million or approximately 1.9 percent if interest rates gradually increased or decreased, respectively, from their then-current rates by 100 basis points over a 12-month period. The decrease in asset sensitivity from June 30, 2003 to June 30, 2004, can be attributed to growth in the residential mortgage loan portfolio and investments.

**Interest Rate Sensitivity**

(Dollars in Millions)

| | June 30 | | | | |
|---|---|---|---|---|---|
| | 2004 | | 2003 | | |
| | % Change | $ Change | % Change | $ Change | Policy Limit |
| **+100 bp** | 0.27% | $ 4.2 | 1.00% | $ 14.1 | +/-2.5% |
| **-100 bp** | (0.84%) | ($13.0) | (1.90%) | ($27.6) | +/-2.5% |

Note: Assumes a parallel shift in the yield curve for U.S. Treasury securities occuring gradually over a 12-month time period.

AmSouth s current level of interest rate risk is well within its policy guidelines. Current policy states that NII should not fluctuate more than 2.5 percent in the event that interest rates gradually increase or decrease 100 basis points over a period of twelve months. In analyzing its interest rate risk, AmSouth also runs additional scenarios to stress the assumptions used in the analysis above. For example, the simulations above are based on a parallel shift in the yield curve for U.S. Treasury securities occurring gradually over a 12-month time period. AmSouth, however, recognizes that changes in the yield curve can also affect NII even if Federal Reserve-set short term rates remain unchanged. NII at AmSouth, as at most other banks, is affected if long term rates rise or fall more rapidly than short term rates, and thereby cause the slope of the yield curve to change. For example, if long term rates were to fall faster than short term rates, thereby causing a flattening in the slope of the yield curve, this would negatively affect NII as mortgage-related and other fixed rate loans and securities, which are priced based on long term rates, would most likely be prepaid while the proceeds from such prepayments could likely not be reinvested at comparable rates. Accordingly, one of the stress tests regularly run by AmSouth is an immediate shift in the five years and beyond Treasury yield curve with all other short term interest rates unchanged. Based on the results of this modeling as of June 30, 2004, an immediate 50 basis point downward shift in the Treasury curve, if sustained for 12 months, would cause NII to decrease by approximately $12.9 million.

Thus far, AmSouth has been successful in managing the timing and magnitude of loan and deposit pricing as market and Federal Reserve-set interest rates have changed during 2004 and does not expect further moderate Federal Reserve rate increases to adversely impact near-term net interest income.

*Derivative Instruments*

As part of its activities to manage interest rate risk, AmSouth utilizes various derivative instruments such as interest rate swaps to hedge its interest rate risk. At June 30, 2004, AmSouth had interest rate swaps in the

notional amount of approximately $2.9 billion, of which $2.3 billion were receive fixed/pay floating rate swaps and $550 million were pay fixed/receive floating. Of these swaps, $1.3 billion of notional value was used to hedge the cash flow of variable-rate commercial loans, $1.0 billion of notional value was used to hedge the fair value of a fixed-rate certificate of deposit and corporate and bank debt and $550 million was used to hedge the anticipated reissuance of Federal funds purchased. Interest rate swaps with notional value of $175 million matured during the second quarter of 2004. There are no interest rate swaps scheduled to mature during the remainder of 2004. Interest rate swaps in the notional amount of $600 million were terminated during the first quarter of 2004. These swaps had been designated as cash flow hedges of floating rate bank notes. Of these swaps, $400 million were in place at December 31, 2003 and $200 million were entered into during the three months ended March 31, 2004. The effective portion of these hedging relationships is included in other comprehensive income and is being amortized into earnings over the remaining terms of the floating rate notes.

While not significant to the consolidated financial statements, AmSouth also utilizes forward contracts to protect against changes in interest rates and prices of its mortgages and mortgage pipeline for mortgages which it intends to sell. A portion of these forward contracts is designated as fair value hedges of mortgage loans held-for-sale. The remaining forward contracts are not designated as hedging instruments, but do provide some economic hedging of the mortgage pipeline.

In addition to using derivative instruments as an interest rate risk management tool, AmSouth also utilizes derivatives such as interest rate swaps, caps, floors, and foreign exchange contracts in its capacity as an intermediary on behalf of its customers. AmSouth minimizes its market and liquidity risks by taking offsetting positions. AmSouth manages its credit risk, or potential risk of loss from default by counterparties, through credit limit approval and monitoring procedures. Market value changes on intermediated swaps and other derivatives are recognized in income in the period of change. At June 30, 2004, AmSouth had $50.3 million of assets and $49.8 million of liabilities associated with $2.2 billion notional amount of interest rate contracts with corporate customers and $2.2 billion notional amount of offsetting interest rate contracts with other financial institutions to hedge AmSouth s rate exposure on its corporate customers contracts.

*Prepayment Risk*

As part of its asset and liability management process, AmSouth actively monitors its exposure to prepayment risk. AmSouth, like most financial institutions, is subject to prepayment risk in falling interest rate environments. Prepayment risk is a significant risk to earnings and specifically to NII. For example, mortgage loans and other financial assets may be prepaid by a debtor so that the debtor may refund its obligations at new, lower rates. As loans and other financial assets prepay, AmSouth must reinvest these funds in the current lower yielding rate environment. Prepayments of assets carrying higher rates reduce AmSouth s interest income and overall asset yields. Conversely, in a rising rate environment, these assets will prepay at a slower rate resulting in opportunity cost by not having the cash flow to reinvest at higher rates. Higher prepayments also impact the securities portfolio by increasing the amortization of any premiums associated with those securities, which also reduces interest income and the yield of the securities portfolio. Tools to hedge prepayment risk are limited and generally involve complex derivatives that AmSouth has chosen not to utilize.

AmSouth s greatest exposure to prepayment risks primarily rests in its mortgage loan portfolio and its mortgage-backed and CMO securities portfolios. During the six months ended June 30, 2004, AmSouth experienced less accelerated prepayments in both its mortgage loan portfolio and its mortgage-backed and CMO securities portfolios than during the six months ended June 30, 2003. AmSouth estimates the impact of accelerated prepayments will have a less significant effect on the NIM in 2004 compared to 2003.

*Liquidity Management*

AmSouth s goal in liquidity management is to satisfy the cash flow requirements of depositors and borrowers while at the same time meeting its cash flow needs. This is accomplished through the active management of both the asset and liability sides of the balance sheet. The liquidity position of AmSouth is

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monitored on a daily basis by AmSouth s Treasury Division. In addition, the Asset/Liability Committee, which consists of members of AmSouth s senior management team, reviews liquidity on a regular basis and approves any changes in strategy that are necessary as a result of balance sheet or anticipated cash flow changes. Management also compares, on a monthly basis, AmSouth s liquidity position to established corporate liquidity guidelines.

The primary sources of liquidity on the asset side of the balance sheet are maturities and cash flows from loans and investments as well as the ability to securitize or sell certain loans and investments. Liquidity on the liability side is generated primarily through growth in core deposits and the ability to obtain economical wholesale funding in national and regional markets through a variety of sources, including the Federal Home Loan Bank. See Table 10 for a breakout by maturity date of AmSouth s contractual obligations and other commercial commitments.

*Off-Balance Sheet Arrangements*

As an additional source of liquidity, AmSouth periodically sells commercial loans to qualifying special purpose entities called conduits in securitization transactions. The conduits are financed by the issuance of securities to asset-backed commercial paper issuers and are accounted for as sales. These transactions allow AmSouth to utilize its balance sheet capacity and capital for higher yielding, interest-earning assets, while continuing to manage the customer relationship. At June 30, 2004, the outstanding balance of commercial loans sold to conduits was $578 million. While no longer utilized as a source of funding, AmSouth, in prior years, also sold residential mortgages and dealer indirect automobile loans to third-party conduits. The remaining outstanding balances associated with these transactions were $672 million of residential first mortgages and $37 million of dealer indirect automobile loans. These balances were down from $1.6 billion in outstanding loan balances in all three conduits at December 31, 2003. AmSouth provides credit enhancements to these securitizations by providing standby letters of credit, which create exposure to credit risk to the extent of the letters of credit. At June 30, 2004, AmSouth had $84.9 million of letters of credit supporting the conduit transactions. This credit risk is reviewed quarterly and a reserve for loss exposure is maintained in other liabilities.

AmSouth also provides liquidity lines of credit to support the issuance of commercial paper under 364-day commitments associated with these conduit transactions. These liquidity lines can be drawn upon in the unlikely event of a commercial paper market disruption or other factors, such as credit rating downgrades of one of the asset-backed commercial paper issuers or of AmSouth as the provider of liquidity and credit support, which could prevent the asset-backed commercial paper issuers from being able to issue commercial paper. At June 30, 2004, AmSouth had liquidity lines of credit supporting these transactions of $1.3 billion. To date, there have been no drawdowns of the liquidity lines; however, AmSouth includes this liquidity risk in its monthly liquidity risk analysis to ensure that it would have sufficient sources of liquidity to meet demand. AmSouth also reviews the impact of the potential drawdown of the liquidity lines on its regulatory capital requirements. As of June 30, 2004, this analysis showed that AmSouth would retain its well-capitalized position even if the liquidity lines were completely drawn down or if accounting rules were to be changed to require AmSouth to consolidate the conduits.

*Credit Quality*

AmSouth maintains an allowance for loan losses which management believes is adequate to absorb losses inherent in the loan portfolio. A formal review is prepared quarterly to assess the risk in the portfolio and to determine the adequacy of the allowance for loan losses. The review includes analyses of historical performance, the level of nonperforming and adversely rated loans, specific analyses of certain problem loans, loan activity since the previous quarter, reports prepared by the Credit Review Department, consideration of current economic conditions, and other pertinent information. The level of allowance to net loans outstanding will vary depending on the overall results of this quarterly review. The review is presented to and subsequently approved by senior management and reviewed by the Audit Committee of the Board of Directors.

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At June 30, 2004, the allowance for loan losses was $382.5 million, or 1.22 percent of loans net of unearned income, compared to $384.0 million, or 1.36 percent, at June 30, 2003 and $384.1 million, or 1.31 percent, at December 31, 2003. The coverage ratio of the allowance for loan losses to nonperforming loans was 373 percent at June 30, 2004, an increase of 72 basis points from the June 30, 2003 ratio. The ending balance in the allowance at June 30, 2004, reflects the mix of the loan portfolio and the results of the allowance review process, as well as a reduction in the allowance of $1.8 million related to the sale of $152 million in equity loans during March 2004. Table 5 presents a five-quarter analysis of the allowance for loan losses.

Net charge-offs for the quarter ended June 30, 2004, were $26.6 million, or 0.35 percent of average loans, on an annualized basis, a decrease of $16.0 million from the $42.6 million, or 0.60 percent of average loans, reported in the same period a year earlier. For the six months ended June 30, 2004, net charge-offs were $54.6 million, or 0.36 percent, compared to $85.0 million, or 0.61 percent, for the same period of 2003. The decrease in net charge-offs was the result of decreases in commercial and consumer net charge-offs.

In the second quarter commercial net charge-offs decreased $6.2 million compared to the same period a year earlier and decreased $12.2 million for the first six months of 2004 compared to the same period in 2003. The decreases in commercial charge-offs primarily reflected lower gross losses combined with higher recoveries of previously charged off loans. The decrease in commercial net charge-offs also reflected higher quality underwriting standards.

In the second quarter consumer net charge-offs decreased $11.1 million compared to the same period a year earlier and decreased $18.5 million for the first six months of 2004 compared to the same period in 2003. The decrease in consumer net charge-offs, both quarterly and year-to-date primarily occurred in dealer indirect and equity loans and lines charge-offs. Net charge-offs in the dealer indirect portfolio were $3.7 million for the second quarter of 2004 and $9.9 million for the first six months of 2004, a decrease of $6.4 million and $12.6 million, respectively, from the corresponding periods in 2003. The decreases in dealer indirect net charge-offs reflected higher quality underwriting coupled with the runoff of older higher risk vintages, as well as strengthening used car auction prices and enhanced collection procedures. Net charge-offs in the equity loans and lines portfolio were $5.6 million for the second quarter of 2004 and $12.8 million for the first six months of 2004, a decrease of $3.6 million and $3.3 million, respectively, from the corresponding periods in 2003. The decreases in equity loans and lines net charge-offs reflected higher quality underwriting and enhanced collection procedures. The provision for loan losses for the second quarter and first half of 2004 was $26.6 million and $54.7 million, respectively, compared to $42.7 million and $87.4 million for the corresponding year-earlier periods. The decrease in the provision for loan losses is consistent with the overall improvement in the credit quality of AmSouth s loan portfolio and a shift in the mix of the loan portfolio to include a larger proportion of residential mortgages.

At June 30, 2004, nonperforming assets as a percentage of loans net of unearned income, foreclosed properties and repossessions decreased 19 basis points to 0.43 percent compared to 0.62 percent at June 30, 2003, reflecting a $39.8 million decrease in nonperforming assets. Compared to year-end 2003, nonperforming assets declined $12.2 million as a result of a $7.5 million decline in nonaccrual loans, a $3.0 million decline in foreclosed properties and a $1.7 million decline in repossessions. Table 6 presents a five-quarter comparison of the components of nonperforming assets.

The decrease in nonaccrual loans was primarily the result of a $5.0 million decrease from December 31, 2003, in nonaccrual commercial and commercial real estate loans and a $4.6 million decrease in nonaccrual equity loans and lines, slightly offset by a $2.4 million increase in nonaccrual residential first mortgages. The decrease in nonaccrual commercial loans reflects a downward trend in commercial problem loans. The decrease in nonaccruing equity loans and lines is reflective of improved portfolio quality. The increase in nonaccruing residential first mortgages is primarily a reflection of portfolio growth. AmSouth had no nonperforming assets considered troubled debt restructured loans at June 30, 2004 and 2003. The decrease in foreclosed properties was the result of slowing foreclosures and higher volumes of sales of foreclosed properties. The decrease in repossessions also reflects higher quality underwriting standards.

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Included in nonperforming assets at June 30, 2004 and 2003, was $46.8 million and $69.8 million, respectively, of loans that were considered to be impaired, substantially all of which were on a nonaccrual basis. At June 30, 2004 and 2003, there was $11.1 million and $17.8 million, respectively, in the allowance for loan losses specifically allocated to $25.9 million and $54.1 million, respectively, of impaired loans. No specific reserves were required for $20.9 million and $15.7 million of impaired loans at June 30, 2004 and 2003, respectively. The average balance in impaired loans for the three months ended June 30, 2004 and 2003, was $44.6 million and $88.5 million, respectively, and $46.7 million and $89.3 million, respectively, for the six months ended June 30, 2004 and 2003. AmSouth recorded no material interest income on its impaired loans during the three months ended June 30, 2004. At June 30, 2004 and 2003, AmSouth had approximately $23.3 million and $47.8 million, respectively, of potential problem commercial loans which were not included in the nonaccrual loans or in the 90 days past due categories at quarter-end but for which management had concerns as to the ability of such borrowers to comply with their present loan repayment terms. Of the $47.8 million in 2003, only $7.6 million remained categorized as potential problem loans at June 30, 2004. The remaining balances either migrated to nonperforming status or were no longer considered potential problem loans at June 30, 2004. The lower level of potential problem loans at June 30, 2004, is reflective of an overall improvement in commercial asset quality between years.

Today s credit quality reflects the benefits of AmSouth s efforts over the past few years to tighten underwriting standards in consumer and commercial lending, strengthen the credit review function, improve processes in the collections area, and reduce exposure to certain segments in commercial lending.

Leading indicators point toward sustained improvement in credit quality trends. In particular, classified commercial loans declined again this quarter while consumer delinquencies were lower in nearly every loan category compared to 2003. Credit quality metrics should continue to improve, although net charge-offs could rise to the low 40 basis point range during the second half of 2004 primarily reflecting normal seasonality.

*Noninterest Revenues*

Noninterest revenues (NIR) were $218.3 million during the second quarter of 2004 and $438.7 million for the first six months of 2004. The quarterly and six-month totals represent a 3.6 percent and an 8.7 percent increase from the corresponding periods in 2003. The increase in NIR compared to 2003 was primarily due to increases in service charges on deposit accounts, trust income and consumer investment services income.

The growth of service charge revenues for the three months and six months ended June 30, 2004 of $12.7 million and $30.4 million or 15.5 percent and 19.3 percent compared to the corresponding periods in 2003 was primarily the result of increases in overdraft fees. The increase in overdraft fees continues to be the result of an increase in the volume of overdrafts. The additional volume has been due to several procedural changes made during 2002 and 2003 related to an on-going initiative to manage, in a consistent manner, customers available account balances. Enhancing these procedures enables AmSouth to better manage its risks, including fraud risk, arising from various transactions that can affect a customer s account balance.

The increase in trust income of $4.3 million and $7.2 million for the three months and six months ended June 30, 2004 or 16.9 percent and 13.9 percent compared to the corresponding periods in 2003 reflected the impact of a pricing increase, improved sales and improved market conditions. The increase in consumer investment services income of $5.9 million and $10.0 million for the three months and six months ended June 30, 2004 or 36.6 percent and 30.8 percent compared to the corresponding periods in 2003 reflected increases in annuity income, mutual fund fees, brokerage fees, insurance income, and other investment services income.

The increase in interchange income for the second quarter and first six months of 2004 compared to the same periods in 2003 was primarily due to increases in transaction volumes.

For the second quarter of 2004, other noninterest revenues increased $4.0 million compared to the same period in 2003. This increase is primarily the result of a $4.2 million charge taken in the second quarter of 2003

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related to the write-off of lease residual values associated with two customers. Other noninterest revenues increased $7.6 million during the six months ended June 30, 2004 compared to the same period in 2003. The year-to-date increase in other noninterest revenues is primarily the result of the $4.2 million charge taken in the second quarter of 2003 related to the write-off of lease residual values discussed above and a $4.9 million gain on the sale of $152 million in equity loans during the first quarter of 2004.

These increases in NIR were offset by decreases in mortgage income, portfolio income and income from bank owned life insurance (BOLI). The decrease in mortgage income was primarily due to lower gains on the sales of mortgage loans and servicing as more of the current production is in adjustable rate mortgages which are being retained on the balance sheet. The decline in portfolio income was due to lower gains on sales of securities in 2004 compared to 2003, reflecting changes in market conditions. The decrease in BOLI income was primarily the result of lower rates and benefit payments during 2004 compared to 2003.

*Noninterest Expenses*

Noninterest expenses (NIE) for the second quarter of 2004 increased $13.1 million or 4.4 percent compared to the same period in 2003 and increased $45.8 million or 7.8 percent for the first six months of 2004 compared to the corresponding period in 2003. The increase in NIE on a quarterly basis was primarily related to increases in salaries and employee benefits, net occupancy expense and professional fees, partially offset by lower communication expenses. The increase in NIE on a year-to-date basis was primarily the result of increases in salaries and employee benefits, net occupancy expense, equipment expense, marketing expense, and professional fees, partially offset by lower communications expense.

The quarterly and year-to-date increases in salaries and employee benefits reflected higher base salaries due to merit increases partially offset by a decrease in positions, and higher pension, personnel-related insurance and thrift plan costs. The quarterly and year-to-date increases in net occupancy expense were due primarily to the continued investment in new branches. The quarterly and year-to-date increase in professional fees reflected an increase in legal costs and higher expenses to support revenue initiatives. The year over year increase in marketing expense was due to initiatives to attract new business and various other marketing campaigns. The decrease in communication expense was primarily the result of lower expenses associated with the consolidation and renegotiation of services.

*Capital Adequacy*

At June 30, 2004, shareholders equity totaled $3.3 billion or 6.82 percent of total assets while average equity as a percentage of average assets for the three month and six month periods ended June 30, 2004 was 6.92 percent and 7.01 percent, respectively. Since December 31, 2003, shareholders equity increased $65.8 million primarily as a result of net income for the first six months of 2004 of $327.1 million. The increase in shareholders equity from net income was partially offset by the declaration of dividends of $171.5 million and the purchase of 2.1 million shares of AmSouth common stock for $48.9 million during the first six months of 2004. The increase in shareholders equity from net income was also partially offset by a decrease of $96.3 million associated with a lower valuation of the AFS portfolio and by a decrease of $13.1 million associated with the effective portion of cash flow hedges. The remaining increase was attributable to employee stock plans, direct stock purchases and dividend reinvestment.

Table 9 presents the capital amounts and risk-adjusted capital ratios for AmSouth and AmSouth Bank at June 30, 2004 and 2003. At June 30, 2004, AmSouth exceeded the regulatory minimum required risk-adjusted Tier 1 Capital Ratio of 4.00% and risk-adjusted Total Capital Ratio of 8.00%. In addition, the risk-adjusted capital ratios for AmSouth Bank were above the regulatory minimums, and the Bank was well capitalized at June 30, 2004.

*Earnings Outlook*

AmSouth expects diluted earnings per share to be in a range of $1.87 to $1.92, reflecting a growth rate between six and nine percent over 2003 earnings of $1.77. We expect net interest income growth to accelerate

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driven by continued growth in loans and deposits with a moderately lower net interest margin. Credit quality metrics should continue to improve, although net charge-offs could rise to the low 40 basis point range during the second half of the year primarily reflecting normal seasonality. Overall we expect a stable level of noninterest revenues as continued growth in core categories is offset by lower mortgage and portfolio income. Finally, we expect noninterest expense growth for the year to range between four and seven percent. Failure of any of these expectations to be met could affect the realization of earnings per share in the expected range. See the discussion of Forward-Looking Statements on page 2, which details a number of additional factors that could cause results to differ from management s current expectations.

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**Table 1 - Financial Summary**

| | June 30 | | |
|---|---|---|---|
| | 2004 | 2003 | % Change |
| | (In thousands) | | |
| **Balance sheet summary** | | | |
| End-of-period balances: | | | |
| Loans net of unearned income | $ 31,351,497 | $ 28,222,542 | 11.1 % |
| Total assets | 48,295,813 | 43,784,207 | 10.3 |
| Total deposits | 32,139,244 | 29,098,826 | 10.4 |
| Shareholders equity | 3,295,478 | 3,145,575 | 4.8 |
| | | | |
| Year-to-date average balances: | | | |
| Loans net of unearned income | $ 30,169,686 | $ 28,049,022 | 7.6 % |
| Total assets | 46,847,692 | 41,433,111 | 13.1 |
| Total deposits | 31,169,675 | 27,643,726 | 12.8 |
| Shareholders equity | 3,281,997 | 3,111,683 | 5.5 |

| | Six Months Ended June 30 | | | Three Months Ended June 30 | | |
|---|---|---|---|---|---|---|
| | 2004 | 2003 | % Change | 2004 | 2003 | % Change |
| | (In thousands except per share data) | | | | | |
| **Earnings summary** | | | | | | |
| Net income | $ 327,062 | $ 310,181 | 5.4 % | $ 166,963 | $ 154,825 | 7.8 % |
| Earnings per common share | 0.93 | 0.88 | 5.7 | 0.47 | 0.44 | 6.8 |
| Diluted earnings per common share | 0.92 | 0.88 | 4.5 | 0.47 | 0.44 | 6.8 |
| Return on average assets (annualized) | 1.40% | 1.51% | | 1.41% | 1.48% | |
| Return on average equity (annualized) | 20.04 | 20.10 | | 20.31 | 19.95 | |
| Operating efficiency | 53.70 | 51.64 | | 52.83 | 52.26 | |
| | | | | | | |
| **Selected ratios** | | | | | | |
| Average equity to assets | 7.01% | 7.51% | | 6.92% | 7.43% | |
| End-of-period equity to assets | 6.82 | 7.18 | | 6.82 | 7.18 | |
| End-of-period tangible equity to assets | 6.23 | 6.54 | | 6.23 | 6.54 | |
| Allowance for loan losses to loans net of unearned income | 1.22 | 1.36 | | 1.22 | 1.36 | |
| | | | | | | |
| **Common stock data** | | | | | | |
| Cash dividends declared | $ 0.48 | $ 0.46 | | $ 0.24 | $ 0.23 | |
| Book value at end of period | 9.32 | 8.98 | | 9.32 | 8.98 | |
| Market value at end of period | 25.47 | 21.84 | | 25.47 | 21.84 | |
| Average common shares outstanding | 351,399 | 350,738 | | 351,602 | 349,509 | |
| Average common shares outstanding-diluted | 356,611 | 354,304 | | 356,314 | 353,354 | |

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**Table 2 - Year-to-Date Yields Earned on Average Interest-Earning Assets**

**and Rates Paid on Average Interest-Bearing Liabilities**

| | 2004 | | | 2003 | | |
|---|---|---|---|---|---|---|
| | Six Months Ended June 30 | | | Six Months Ended June 30 | | |
| | Average Balance | Revenue/ Expense | Yield/ Rate | Average Balance | Revenue/ Expense | Yield/ Rate |
| | (Taxable equivalent basis-dollars in thousands) | | | | | |
| **Assets** | | | | | | |
| Interest-earning assets: | | | | | | |
| Loans net of unearned income | $ 30,169,686 | $ 764,634 | 5.10% | $ 28,049,022 | $ 801,859 | 5.76% |
| Available-for-sale securities | 6,531,439 | 165,329 | 5.09 | 4,579,495 | 154,594 | 6.81 |
| Held-to-maturity securities | 5,602,744 | 134,018 | 4.81 | 4,448,874 | 124,788 | 5.66 |
| Total investment securities | 12,134,183 | 299,347 | 4.96 | 9,028,369 | 279,382 | 6.24 |
| Other interest-earning assets | 332,059 | 6,440 | 3.90 | 255,827 | 1,858 | 1.46 |
| Total interest-earning assets | 42,635,928 | 1,070,421 | 5.05 | 37,333,218 | 1,083,099 | 5.85 |
| Cash and other assets | 4,607,287 | | | 4,319,011 | | |
| Allowance for loan losses | (386,223) | | | (386,889) | | |
| Market valuation on available-for-sale securities | (9,300) | | | 167,771 | | |
| | $ 46,847,692 | | | $ 41,433,111 | | |
| **Liabilities and Shareholders Equity** | | | | | | |
| Interest-bearing liabilities: | | | | | | |
| Interest-bearing checking | $ 6,582,112 | 15,986 | 0.49 | $ 5,672,682 | 16,164 | 0.57 |
| Money market and savings deposits | 7,761,363 | 19,003 | 0.49 | 7,477,182 | 27,816 | 0.75 |
| Time deposits | 6,022,582 | 85,372 | 2.85 | 6,373,981 | 103,409 | 3.27 |
| Certificates of deposit of $100,000 or more | 3,127,335 | 34,388 | 2.21 | 2,194,374 | 32,041 | 2.94 |
| Foreign deposits | 1,366,187 | 6,187 | 0.91 | 688,132 | 3,359 | 0.98 |
| Federal funds purchased and securities sold under agreements to repurchase | 2,607,838 | 14,830 | 1.14 | 2,008,015 | 10,474 | 1.05 |
| Other interest-bearing liabilities | 8,175,212 | 152,607 | 3.75 | 7,158,085 | 154,410 | 4.35 |
| Total interest-bearing liabilities | 35,642,629 | 328,373 | 1.85 | 31,572,451 | 347,673 | 2.22 |
| **Net interest spread** | | | 3.20% | | | 3.63% |
| Noninterest-bearing demand deposits | 6,310,096 | | | 5,237,375 | | |
| Other liabilities | 1,612,970 | | | 1,511,602 | | |
| Shareholders equity | 3,281,997 | | | 3,111,683 | | |
| | $ 46,847,692 | | | $ 41,433,111 | | |

| | | | | |
|---|---|---|---|---|
| **Net interest income/margin on a taxable equivalent basis** | 742,048 | 3.50% | 735,426 | 3.97% |
| Taxable equivalent adjustment: | | | | |
| Loans | 12,317 | | 13,457 | |
| Available-for-sale securities | 1,333 | | 1,847 | |
| Held-to-maturity securities | 7,491 | | 7,724 | |
| Total taxable equivalent adjustment | 21,141 | | 23,028 | |
| Net interest income | $ 720,907 | | $ 712,398 | |

NOTE: The taxable equivalent adjustment has been computed based on the statutory federal income tax rate, adjusted for applicable state income taxes net of the related federal tax benefit. Loans net of unearned income includes nonaccrual loans for all periods presented. Available-for-sale securities excludes certain noninterest-earning, marketable equity securities. Statement 133 valuation adjustments related to time deposits, certificates of deposit of $100,000 or more and other interest-bearing liabilities are included in other liabilities.

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**Table 3 - Quarterly Yields Earned on Average Interest-Earning Assets and Rates Paid on Average Interest-Bearing Liabilities**

| | 2004 | | | | | | 2003 | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Second Quarter | | | First Quarter | | | Fourth Quarter | | | Third Quarter | | | Second Qu | | |
| | Average Balance | Revenue/ Expense | Yield/ Rate | Average Balance | Revenue/ Expense | Yield/ Rate | Average Balance | Revenue/ Expense | Yield/ Rate | Average Balance | Revenue/ Expense | Yield/ Rate | Average Balance | Rev Exp | |
| | (Taxable equivalent basis-dollars in thousands) | | | | | | | | | | | | | | |
| assets: | | | | | | | | | | | | | | | |
| earned income | $ 30,633,629 | $ 382,677 | 5.02% | $ 29,705,743 | $ 381,957 | 5.17% | $ 29,263,749 | $ 388,273 | 5.26% | $ 28,667,773 | $ 388,365 | 5.37% | $ 28,265,837 | $ 39 | |
| le securities | 6,559,420 | 81,249 | 4.98 | 6,503,458 | 84,080 | 5.20 | 6,537,647 | 85,783 | 5.21 | 5,540,681 | 75,238 | 5.39 | 4,646,425 | 7 | |
| y securities | 5,929,467 | 67,685 | 4.59 | 5,276,021 | 66,333 | 5.06 | 4,621,250 | 55,758 | 4.79 | 4,467,344 | 49,463 | 4.39 | 4,440,248 | 5 | |
| t securities | 12,488,887 | 148,934 | 4.80 | 11,779,479 | 150,413 | 5.14 | 11,158,897 | 141,541 | 5.03 | 10,008,025 | 124,701 | 4.94 | 9,086,673 | 13 | |
| rning assets | 378,235 | 3,531 | 3.75 | 285,883 | 2,909 | 4.09 | 187,197 | 1,940 | 4.11 | 399,336 | 2,911 | 2.89 | 356,393 | | |
| rning assets | 43,500,751 | 535,142 | 4.95 | 41,771,105 | 535,279 | 5.15 | 40,609,843 | 531,754 | 5.19 | 39,075,134 | 515,977 | 5.24 | 37,708,903 | 53 | |
| assets | 4,672,343 | | | 4,542,231 | | | 4,476,047 | | | 4,612,263 | | | 4,444,195 | | |
| oan losses | (385,514) | | | (386,932) | | | (383,627) | | | (390,219) | | | (391,229) | | |
| n on e securities | (45,289) | | | 26,689 | | | (4,433) | | | 18,529 | | | 156,129 | | |
| | $ 47,742,291 | | | $ 45,953,093 | | | $ 44,697,830 | | | $ 43,315,707 | | | $ 41,917,998 | | |
| **Shareholders** | | | | | | | | | | | | | | | |
| liabilities: | | | | | | | | | | | | | | | |
| checking | $ 6,829,555 | 8,640 | 0.51 | $ 6,334,668 | 7,346 | 0.47 | $ 5,878,840 | 6,627 | 0.45 | $ 5,793,183 | 6,295 | 0.43 | $ 5,753,817 | | |
| nd savings deposits | 7,847,980 | 9,688 | 0.50 | 7,674,745 | 9,315 | 0.49 | 7,678,965 | 9,350 | 0.48 | 7,670,427 | 9,144 | 0.47 | 7,548,133 | 1 | |
| | 5,827,430 | 40,565 | 2.80 | 6,217,736 | 44,807 | 2.90 | 6,323,696 | 46,840 | 2.94 | 6,480,037 | 49,861 | 3.05 | 6,421,798 | 5 | |
| eposit of $100,000 | 3,305,622 | 17,147 | 2.09 | 2,949,048 | 17,241 | 2.35 | 2,864,675 | 17,543 | 2.43 | 2,826,776 | 18,087 | 2.54 | 2,352,829 | 1 | |
| s | 1,527,336 | 3,598 | 0.95 | 1,205,037 | 2,589 | 0.86 | 1,206,100 | 2,589 | 0.85 | 828,492 | 1,658 | 0.79 | 689,875 | | |
| urchased and ements to repurchase | 2,837,459 | 8,185 | 1.16 | 2,378,217 | 6,645 | 1.12 | 2,639,228 | 6,163 | 0.93 | 1,954,417 | 3,917 | 0.80 | 1,836,940 | | |
| earing liabilities | 8,163,063 | 75,411 | 3.72 | 8,187,362 | 77,196 | 3.79 | 7,493,701 | 73,304 | 3.88 | 7,365,016 | 72,765 | 3.92 | 7,333,085 | 7 | |
| earing liabilities | 36,338,445 | 163,234 | 1.81 | 34,946,813 | 165,139 | 1.90 | 34,085,205 | 162,416 | 1.89 | 32,918,348 | 161,727 | 1.95 | 31,936,477 | 17 | |
| **read** | | | 3.14% | | | 3.25% | | | 3.30% | | | 3.29% | | | |
| ring demand deposits | 6,516,977 | | | 6,103,216 | | | 5,855,497 | | | 5,605,708 | | | 5,329,351 | | |
| | 1,581,233 | | | 1,644,705 | | | 1,606,022 | | | 1,696,861 | | | 1,539,225 | | |
| quity | 3,305,636 | | | 3,258,359 | | | 3,151,106 | | | 3,094,790 | | | 3,112,945 | | |
| | $ 47,742,291 | | | $ 45,953,093 | | | $ 44,697,830 | | | $ 43,315,707 | | | $ 41,917,998 | | |
| **ome/margin on a ent basis** | | 371,908 | 3.44% | | 370,140 | 3.56% | | 369,338 | 3.61% | | 354,250 | 3.60% | | 36 | |
| ent adjustment: | | | | | | | | | | | | | | | |

| | | | | | |
|---|---|---|---|---|---|
| | 6,075 | 6,242 | 6,359 | 6,479 | |
| le securities | 672 | 661 | 687 | 743 | |
| y securities | 3,751 | 3,740 | 3,508 | 3,575 | |
| uivalent adjustment | 10,498 | 10,643 | 10,554 | 10,797 | 1 |
| ome | $ 361,410 | $ 359,497 | $ 358,784 | $ 343,453 | $ 34 |

NOTE: The taxable equivalent adjustment has been computed based on the statutory federal income tax rate, adjusted for applicable state income taxes net of the related federal tax benefit. Loans net of unearned income includes nonaccrual loans for all periods presented. Available-for-sale securities excludes certain noninterest-earning, marketable equity securities. Statement 133 valuation adjustments related to time deposits, certificates of deposit of $100,000 or more and other interest-earning liabilities are included in other liabilities.

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**Table 4 - Loans and Credit Quality**

| | Loans* | | Nonperforming Loans** | | Net Charge-offs Six Months Ended | |
|---|---|---|---|---|---|---|
| | June 30 | | June 30 | | June 30 | |
| | 2004 | 2003 | 2004 | 2003 | 2004 | 2003 |
| | (In thousands) | | | | | |
| Commercial: | | | | | | |
| Commercial & industrial | $ 5,515,740 | $ 5,313,418 | $ 45,275 | $ 57,092 | $ 13,560 | $ 24,632 |
| Commercial loans - secured by real estate | 2,197,646 | 1,829,220 | 21,356 | 13,463 | 588 | 410 |
| Commercial leases | 1,974,396 | 1,787,725 | 2,899 | 5,967 | (297) | 990 |
| Total commercial | 9,687,782 | 8,930,363 | 69,530 | 76,522 | 13,851 | 26,032 |
| Commercial real estate: | | | | | | |
| Commercial real estate mortgages | 2,642,411 | 2,429,824 | 3,670 | 13,189 | (301) | 368 |
| Real estate construction | 2,568,776 | 2,126,456 | 2,912 | 9,934 | 1,630 | 650 |
| Total commercial real estate | 5,211,187 | 4,556,280 | 6,582 | 23,123 | 1,329 | 1,018 |
| Consumer: | | | | | | |
| Residential first mortgages | 4,189,126 | 3,024,847 | 18,393 | 13,704 | 1,443 | 1,292 |
| Equity loans and lines | 7,514,199 | 6,689,561 | 8,057 | 13,931 | 12,796 | 16,106 |
| Dealer indirect | 3,627,608 | 3,720,988 | 23 | 9 | 9,873 | 22,493 |
| Revolving credit | 555,763 | 525,109 | -0- | -0- | 9,965 | 11,776 |
| Other consumer | 565,832 | 775,394 | 85 | 356 | 5,317 | 6,251 |
| Total consumer | 16,452,528 | 14,735,899 | 26,558 | 28,000 | 39,394 | 57,918 |
| | $ 31,351,497 | $ 28,222,542 | $ 102,670 | $ 127,645 | $ 54,574 | $ 84,968 |

* Net of unearned income.

** Exclusive of accruing loans 90 days past due.

**Table 5 - Allowance for Loan Losses**

| | 2004 | | 2003 | | |
|---|---|---|---|---|---|
| | 2nd Quarter | 1st Quarter | 4th Quarter | 3rd Quarter | 2nd Quarter |
| | (Dollars in thousands) | | | | |
| Balance at beginning of period | $ 382,450 | $ 384,124 | $ 384,059 | $ 384,011 | $ 383,936 |
| Loans charged off | (38,202) | (44,412) | (56,403) | (55,102) | (55,565) |
| Recoveries of loans previously charged off | 11,634 | 16,406 | 11,968 | 13,350 | 12,940 |

| | | | | | |
|---|---|---|---|---|---|
| Net charge-offs | (26,568) | (28,006) | (44,435) | (41,752) | (42,625) |
| Addition to allowance charged to expense | 26,600 | 28,100 | 44,500 | 41,800 | 42,700 |
| Allowance sold | -0- | (1,768) | -0- | -0- | -0- |
| Balance at end of period | $ 382,482 | $ 382,450 | $ 384,124 | $ 384,059 | $ 384,011 |
| Allowance for loan losses to loans net of unearned income | 1.22% | 1.28% | 1.31% | 1.32% | 1.36% |
| Allowance for loan losses to nonperforming loans* | 372.54 % | 371.66 % | 348.72 % | 317.95 % | 300.84 % |
| Allowance for loan losses to nonperforming assets* | 282.17 % | 281.36 % | 259.97 % | 237.30 % | 218.99 % |
| Net charge-offs to average loans net of unearned income (annualized) | 0.35% | 0.38% | 0.60% | 0.58% | 0.60% |

* Exclusive of accruing loans 90 days past due.

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**Table 6 - Nonperforming Assets**

| | 2004 | | 2003 | | |
|---|---|---|---|---|---|
| | June 30 | March 31 | December 31 | September 30 | June 30 |
| | (Dollars in thousands) | | | | |
| Nonaccrual loans* | $ 102,670 | $ 102,904 | $ 110,153 | $ 120,793 | $ 127,645 |
| Foreclosed properties | 29,586 | 29,291 | 32,616 | 35,163 | 40,656 |
| Repossessions | 3,295 | 3,733 | 4,986 | 5,890 | 7,058 |
| Total nonperforming assets* | $ 135,551 | $ 135,928 | $ 147,755 | $ 161,846 | $ 175,359 |
| Nonperforming assets* to loans net of unearned income, foreclosed properties and repossessions | 0.43% | 0.45% | 0.50% | 0.55% | 0.62% |
| Accruing loans 90 days past due | $ 52,972 | $ 58,195 | $ 67,460 | $ 72,588 | $ 67,454 |

* Exclusive of accruing loans 90 days past due.

**Table 7- Investment Securities**

| | June 30, 2004 | | June 30, 2003 | |
|---|---|---|---|---|
| | Carrying Amount | Market Value | Carrying Amount | Market Value |
| | (In thousands) | | | |
| **Held-to-maturity:** | | | | |
| U.S. Treasury and federal agency securities | $ 5,185,056 | $ 5,071,617 | $ 3,851,815 | $ 3,886,380 |
| Other securities | 467,292 | 465,048 | 660,699 | 667,532 |
| State, county and municipal securities | 351,684 | 369,165 | 330,312 | 366,069 |
| | $ 6,004,032 | $ 5,905,830 | $ 4,842,826 | $ 4,919,981 |
| **Available-for-sale:** | | | | |
| U.S. Treasury and federal agency securities | $ 5,117,247 | | $ 5,072,858 | |
| Other securities | 1,416,278 | | 680,047 | |
| State, county and municipal securities | 53,172 | | 61,561 | |
| | $ 6,586,697 | | $ 5,814,466 | |

NOTES:

1. The weighted average remaining life, which reflects the amortization on mortgage related and other asset-backed securities, and the weighted average yield on the combined held-to-maturity and available-for-sale portfolios at June 30, 2004, were approximately 5.1 years and 4.62%, respectively. Included in the combined portfolios was $11.6 billion of mortgage-backed securities. The weighted-average remaining life and the weighted-average yield of mortgage-backed securities at June 30, 2004, were approximately 5.0 years and 4.58%, respectively. The duration of the combined portfolios, which considers the repricing frequency of variable rate securities, is approximately

4.2 years.

2. The available-for-sale portfolio included net unrealized losses of $155.5 million and net unrealized gains of $122.7 million at June 30, 2004 and 2003, respectively.

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**Table 8 - Other Interest-Bearing Liabilities**

| | June 30 | |
|---|---|---|
| | 2004 | 2003 |
| | (In thousands) | |
| **Other borrowed funds:** | | |
| Treasury, tax and loan notes | $ 1,262,078 | $ 100,000 |
| Commercial paper | 14,135 | 4,631 |
| Other borrowings | 94,680 | 44,702 |
| Total other borrowed funds | $ 1,370,893 | $ 149,333 |
| **Other long-term debt:** | | |
| Long-term notes payable | $ 800,000 | $ -0- |
| 4.85% Subordinated Notes Due 2013 | 496,731 | 496,472 |
| 6.45% Subordinated Notes Due 2018 | 301,782 | 302,279 |
| 6.125% Subordinated Notes Due 2009 | 174,792 | 174,748 |
| 6.75% Subordinated Debentures Due 2025 | 149,977 | 149,959 |
| 7.75% Subordinated Notes Due 2004 | -0- | 149,916 |
| 7.25% Senior Notes Due 2006 | 99,869 | 99,798 |
| 6.625% Subordinated Notes Due 2005 | 49,921 | 49,868 |
| Other long-term debt | 511 | 724 |
| Statement 133 valuation adjustment | 10,630 | 93,460 |
| Total other long-term debt | $ 2,084,213 | $ 1,517,224 |

**Table 9 - Capital Amounts and Ratios**

| | June 30 | | | |
|---|---|---|---|---|
| | 2004 | | 2003 | |
| | Amount | Ratio | Amount | Ratio |
| | (Dollars in thousands) | | | |
| **Tier 1 capital:** | | | | |
| AmSouth | $ 3,131,246 | 7.79 % | $ 2,784,317 | 7.56 % |
| AmSouth Bank | 3,404,399 | 8.48 | 3,303,602 | 8.99 |
| **Total capital:** | | | | |
| AmSouth | $ 4,377,074 | 10.89 % | $ 4,168,541 | 11.32 % |
| AmSouth Bank | 4,470,413 | 11.14 | 4,433,147 | 12.06 |
| **Leverage:** | | | | |
| AmSouth | $ 3,131,246 | 6.60 % | $ 2,784,317 | 6.69 % |
| AmSouth Bank | 3,404,399 | 7.19 | 3,303,602 | 7.94 |

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**Table 10 - Contractual Obligations and Commercial Commitments**

| | Payments Due By Period | | | | |
|---|---|---|---|---|---|
| | Total | Less than 1 year | 1-3 years | 4-5 years | After 5 years |
| | (Dollars in thousands) | | | | |
| Borrowings (1) | $ 11,369,706 | $ 3,616,414 | $ 1,175,085 | $ 866,974 | $ 5,711,233 |
| Operating leases | 443,946 | 49,093 | 87,926 | 78,157 | 228,770 |
| Time deposits (2) | 9,262,584 | 6,231,160 | 2,549,950 | 481,474 | -0- |
| Foreign deposits | 1,603,241 | 1,603,241 | -0- | -0- | -0- |
| Purchase obligations (4) | 114,217 | 77,605 | 27,986 | 6,838 | 1,788 |
| Total contractual cash obligations | $ 22,793,694 | $ 11,577,513 | $ 3,840,947 | $ 1,433,443 | $ 5,941,791 |

| | Amount of Commitment Expiration Per Period | | | | |
|---|---|---|---|---|---|
| | Total | Less than 1 year | 1-3 years | 4-5 years | After 5 years |
| | (Dollars in thousands) | | | | |
| Commercial letters of credit | $ 54,657 | $ 48,625 | $ 6,032 | $ -0- | $ -0- |
| Standby letters of credit | 3,301,382 | 1,359,570 | 1,382,893 | 473,772 | 85,147 |
| Commitments to extend credit (3) | 15,025,804 | 10,668,229 | 3,528,721 | 699,840 | 129,014 |
| Total commercial commitments | $ 18,381,843 | $ 12,076,424 | $ 4,917,646 | $ 1,173,612 | $ 214,161 |

NOTES:

1. All maturities are based on contractual maturities. Excludes $10.6 million of FAS 133 valuation adjustments.
2. Excludes $181 thousand of FAS 133 valuation adjustments.
3. Excludes $3.1 billion of loan commitments under equity lines and $1.7 billion under revolving lines of credit which do not have scheduled expiration dates.
4. Purchase obligations represent obligations under agreements to purchase goods or services that are enforceable and legally binding on AmSouth and that specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. The majority of AmSouth s purchase obligations are comprised of commitments related to construction in process and maintenance agreements. The number includes contracts greater than $100,000.

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**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

The information required by this item is included on pages 20 and 21 of Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations.

**Item 4. Controls and Procedures**

An evaluation was performed as of June 30, 2004 under the supervision and with the participation of AmSouth s management, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of the design and operation of AmSouth s disclosure controls and procedures. Based on that evaluation, AmSouth s management, including the CEO and CFO, concluded that AmSouth s disclosure controls and procedures were effective as of June 30, 2004. Also, no changes in AmSouth s internal control over financial reporting occurred during the quarter ended June 30, 2004 that have materially affected, or are reasonably likely to materially affect, AmSouth s internal control over financial reporting. There have been no significant changes in AmSouth s internal controls or in other factors that could significantly affect internal controls subsequent to June 30, 2004.

**PART II**

**OTHER INFORMATION**

**Item 1. Legal Proceedings**

In the ordinary course of business, AmSouth and its subsidiaries are from time to time named as defendants in or parties to pending and threatened legal actions and proceedings. Among the actions which are pending against AmSouth are actions brought on behalf of various classes of claimants. These actions and claims, including class actions, are similar to others that have been brought in recent years against financial institutions and relate to AmSouth s lending, collections, loan servicing, depository, investment, trust and other activities. These actions and claims allege violations of consumer protection, securities, banking and other laws, both state and federal. Some of these claims and actions seek substantial compensatory and punitive damage awards and injunctive relief. Additionally, AmSouth, and certain of its subsidiaries which are regulated by one or more federal and state regulatory authorities, are the subject of regularly scheduled and special examinations, reviews and investigations conducted by such regulatory authorities and by law enforcement agencies.

AmSouth has received a target letter from the U.S. Attorney s Office for the Southern District of Mississippi (USAO) stating that a grand jury is investigating certain possible criminal violations by AmSouth. The investigation arises from a fraudulent note scheme committed by Louis Hamric and Victor Nance. At the time Hamric and Nance committed the fraud, Hamric was a practicing attorney and Nance was a registered representative for MONY Securities Corporation. Beginning in 2000, Hamric and Nance opened custody accounts at AmSouth Bank to hold fraudulent notes owed by Hamric. In 2002 Hamric defaulted on promissory notes owed to approximately 50 of the investors totaling approximately $15 million. AmSouth and other institutions have paid settlements to most of the investors in aggregate amounts exceeding 100% of the principal they invested plus interest. AmSouth has settled all but one of the civil suits filed against it. Hamric, Nance and other individuals connected with them pled guilty to the scheme in 2003. AmSouth believes that the USAO s investigation includes the failure to discover the fraud and timely file a suspicious activity report, potential privacy violations regarding disclosure of customer information, and possible obstruction regarding the grand jury investigation and the initial review of the matter by the Federal Reserve. The grand jury for the Southern District of Mississippi has indicted a former employee of the Bank, who left the Bank in 2001, for alleged misrepresentations to the grand jury. The former employee has pled not guilty. AmSouth is cooperating with the investigation.

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The Federal Reserve is currently conducting a review of AmSouth s fraud and suspicious activity detection and prevention processes, controls, reporting and management oversight. AmSouth is conducting its own internal review of this area and is taking action where appropriate. AmSouth is cooperating with the Federal Reserve s review.

In view of the inherent difficulty of predicting the outcome of such proceedings, AmSouth cannot state what the eventual outcome of these proceedings will be. Nonetheless, based on current knowledge and the advice of legal counsel, and although the potential impact of the filing of criminal charges by the USAO is inherently unpredictable, AmSouth s management is of the opinion that the ultimate resolution of these legal proceedings, including the matters described above, will not have a material adverse effect on the consolidated financial condition, operations or liquidity of AmSouth.

**Item 2. Changes in Securities, Use of Proceeds and Issuer Purchases of Equity Securities**

**Issuer Purchases of Equity Securities**

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs |
|---|---|---|---|---|
| April 1 - 30, 2004 | 788,621 | 22.80 | 788,621 | 22,657,839 |
| May 1 - 31, 2004 | 498 | 24.05 | -0- | 22,657,341 |
| June 1 - 30, 2004 | 22,108 | 24.46 | 2,241 | 22,635,233 |
| Total | 811,227 | 22.85 | 790,862 | 22,635,233 |

Note: On April 17, 2003, AmSouth announced that its Board of Directors approved a plan to repurchase up to 25 million shares of the company s outstanding stock. There is no expiration date for this plan. No repurchase plans expired during the three months ended June 30, 2004. Of the shares purchased during the three months ended June 30, 2004, 790,862 were purchased in open-market transactions and 20,365 shares were related to employee compensation plans.

**Item 4. Submission of Matters to a Vote of Security Holders**

The regular Annual Meeting of Shareholders of AmSouth was held on April 15, 2004, at which meeting the shareholders (i) elected two nominees as directors; (ii) ratified the appointment of Ernst & Young, LLP as independent auditors; (iii) approved the Employee Stock Purchase Plan; (iv) approved amendment of the 1996 Long Term Incentive Compensation Plan; (v) approved the Amended and Restated Stock Option Plan for Outside Directors; and (vi) failed to approve a shareholder proposal related to political contributions. The following is a tabulation of the voting on these matters:

**ELECTION OF DIRECTORS**

| Names | Votes For | Votes Withheld | Abstentions | Broker Nonvotes |
|---|---|---|---|---|
| Claude B. Nielsen | 287,008,139 | 17,386,599 | N/A | N/A |
| Cleophus Thomas Jr. | 288,364,818 | 16,029,919 | N/A | N/A |

**RATIFICATION OF THE APPOINTMENT**

**OF INDEPENDENT AUDITORS**

| Votes For | Votes Against | Abstentions | Broker Nonvotes |
|---|---|---|---|
| 294,926,773 | 6,763,504 | 2,703,298 | N/A |

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**APPROVAL OF THE**

**EMPLOYEE STOCK PURCHASE PLAN**

| Votes For | Votes Against | Abstentions | Broker Nonvotes |
|---|---|---|---|
| 205,681,461 | 15,207,639 | 4,312,703 | 79,192,935 |

**APPROVAL OF AMENDMENT OF THE**

**1996 LONG TERM INCENTIVE COMPENSATION PLAN**

| Votes For | Votes Against | Abstentions | Broker Nonvotes |
|---|---|---|---|
| 162,958,982 | 57,202,931 | 5,039,890 | 79,192,935 |

**APPROVAL OF THE AMENDED AND RESTATED**

**STOCK OPTION PLAN FOR OUTSIDE DIRECTORS**

| Votes For | Votes Against | Abstentions | Broker Nonvotes |
|---|---|---|---|
| 183,430,531 | 36,416,655 | 5,353,456 | 79,194,096 |

**SHAREHOLDER PROPOSAL**

| Votes For | Votes Against | Abstentions | Broker Nonvotes |
|---|---|---|---|
| 22,747,264 | 185,168,523 | 17,284,857 | 79,194,094 |

**Item 6. Exhibits and Reports on Form 8-K**

**Item 6(a)** ***Exhibits***

The exhibits listed in the Exhibit Index at page 39 of this Form 10-Q are filed herewith or are incorporated by reference herein.

**Item 6(b)** ***Reports on Form 8-K***

Three reports on Form 8-K were filed by AmSouth during the period April 1, 2004 to June 30, 2004:

One report was filed on April 13, 2004 to furnish copies of the press release and supplemental financial information regarding preliminary results of operations for the quarter ended March 31, 2004.

One report was filed on May 4, 2004, reporting certain information to be presented in a scheduled meeting with analysts.

One report was filed on May 25, 2004 reporting certain information to be presented in a scheduled meeting with analysts.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, AmSouth has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

| | | |
|---|---|---|
| August 9, 2004 | By: | /s/ C. Dowd Ritter<br>**C. Dowd Ritter**<br>***Chairman, President and Chief Executive Officer*** |
| August 9, 2004 | By: | /s/ Beth E. Mooney<br>**Beth E. Mooney**<br>***Senior Executive Vice President and Chief Financial Officer*** |

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**EXHIBIT INDEX**

The following is a list of exhibits including items incorporated by reference.

| | |
|---|---|
| 3.1 | Restated Certificate of Incorporation of AmSouth Bancorporation (1) |
| 3.2 | By-Laws of AmSouth Bancorporation |
| 10.1 | AmSouth Bancorporation Amended and Restated Supplemental Retirement Plan |
| 10.2 | AmSouth Bancorporation Amended and Restated Supplemental Thrift Plan |
| 10.3 | AmSouth Bancorporation 1996 Long Term Incentive Compensation Plan (2) |
| 10.4 | AmSouth Bancorporation Amended and Restated Stock Option Plan for Outside Directors (3) |
| 15 | Letter Re: Unaudited Interim Financial Information |
| 31.1 | Certification by Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification by Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32 | Certification by Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. § 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

**NOTES TO EXHIBITS**

(1) Filed as Exhibit 3.1 to AmSouth s Report on Form 8-K filed October 15, 1999, incorporated herein by reference.
(2) Filed as Appendix D to AmSouth s Proxy Statement, dated March 10, 2004, for the Annual Meeting of Shareholders on April 15, 2004, incorporated herein by reference.
(3) Filed as Appendix E to AmSouth s Proxy Statement, dated March 10, 2004, for the Annual Meeting of Shareholders on April 15, 2004, incorporated herein by reference.