

FIRST HORIZON NATIONAL CORP

Form 10-Q

November 05, 2015

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2015**

**or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 001-15185**

**First Horizon National Corporation**

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

<b>TN</b> <b>(State or other jurisdiction</b> <b>incorporation of organization)</b>	<b>62-0803242</b> <b>(IRS Employer</b> <b>Identification No.)</b>
<b>165 MADISON AVENUE</b> <b>MEMPHIS, TENNESSEE</b> <b>(Address of principal executive office)</b> <b>(Registrant's telephone number, including area code)</b>	<b>38103</b> <b>(Zip Code)</b> <b>(901) 523-4444</b>

**(Former name, former address and former fiscal year, if changed since last report)**

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<b>Class</b>	<b>Outstanding on September 30, 2015</b>
Common Stock, \$.625 par value	234,237,439

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PART I.

FINANCIAL INFORMATION

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This financial information reflects all adjustments that are, in the opinion of management, necessary for a fair presentation of the financial condition and results of operations for the interim periods presented.

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	<b>First Horizon National Corporation</b>		
	September 30		December 31
<i>(Dollars in thousands, except per share amounts)(Unaudited)</i>	<b>2015</b>	2014	2014
<b>Assets:</b>			
Cash and due from banks	\$ 256,342	\$ 292,687	\$ 349,171
Federal funds sold	64,438	55,242	63,080
Securities purchased under agreements to resell (Note 15)	793,098	561,802	659,154
<b>Total cash and cash equivalents</b>	<b>1,113,878</b>	909,731	1,071,405
Interest-bearing cash	596,689	275,485	1,621,967
Trading securities	1,229,180	1,338,022	1,194,391
Loans held-for-sale (a)	124,308	151,915	141,285
Securities available-for-sale (Note 3)	3,673,641	3,534,671	3,556,613
Securities held-to-maturity (Note 3)	4,313	4,286	4,292
Loans, net of unearned income (Note 4) (b)	16,725,492	15,812,017	16,230,166
Less: Allowance for loan losses (Note 5)	210,814	238,641	232,448
<b>Total net loans</b>	<b>16,514,678</b>	15,573,376	15,997,718
Goodwill (Note 6)	145,932	141,943	145,932
Other intangible assets, net (Note 6)	25,624	19,044	29,518
Fixed income receivables	83,547	197,507	42,488
Premises and equipment, net	269,332	295,833	302,996
Real estate acquired by foreclosure (c)	35,332	47,996	39,922
Derivative assets (Note 14)	152,548	137,742	134,088
Other assets	1,418,317	1,355,046	1,385,572
<b>Total assets</b>	<b>\$ 25,387,319</b>	\$ 23,982,597	\$ 25,668,187
<b>Liabilities and equity:</b>			
Deposits:			
Savings	\$ 7,554,338	\$ 6,371,156	\$ 7,455,354
Time deposits	743,158	767,699	831,666
Other interest-bearing deposits	4,885,601	3,955,152	4,140,991
Certificates of deposit \$100,000 and more	290,738	446,938	445,272
Interest-bearing	13,473,835	11,540,945	12,873,283
Noninterest-bearing	5,391,385	4,603,826	5,195,656
<b>Total deposits</b>	<b>18,865,220</b>	16,144,771	18,068,939
Federal funds purchased	520,992	928,159	1,037,052

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Securities sold under agreements to repurchase (Note 15)	<b>332,329</b>	479,384	562,214
Trading liabilities	<b>788,563</b>	532,234	594,314
Other short-term borrowings	<b>99,887</b>	790,080	157,218
Term borrowings	<b>1,341,186</b>	1,491,138	1,880,105
Fixed income payables	<b>95,346</b>	329,960	18,157
Derivative liabilities (Note 14)	<b>140,965</b>	123,442	119,239
Other liabilities	<b>622,586</b>	551,615	649,359
<b>Total liabilities</b>	<b>22,807,074</b>	21,370,783	23,086,597

**Equity:**

<b>First Horizon National Corporation Shareholders Equity:</b>			
Preferred stock - Series A, non-cumulative perpetual, no par value, liquidation preference of \$100,000 per share - (shares authorized - 1,000; shares issued - 1,000 on September 30, 2015, September 30, 2014 and December 31, 2014)	<b>95,624</b>	95,624	95,624
Common stock - \$.625 par value (shares authorized - 400,000,000; shares issued - 234,237,439 on September 30, 2015; 235,248,564 on September 30, 2014; and 234,219,663 on December 31, 2014)	<b>146,398</b>	147,030	146,387
Capital surplus	<b>1,377,731</b>	1,390,081	1,380,809
Undivided profits	<b>841,737</b>	816,483	851,585
Accumulated other comprehensive loss, net (Note 8)	<b>(176,676)</b>	(132,835)	(188,246)
<b>Total First Horizon National Corporation Shareholders Equity</b>	<b>2,284,814</b>	2,316,383	2,286,159
Noncontrolling interest	<b>295,431</b>	295,431	295,431
<b>Total equity</b>	<b>2,580,245</b>	2,611,814	2,581,590
<b>Total liabilities and equity</b>	<b>\$ 25,387,319</b>	\$ 23,982,597	\$ 25,668,187

Certain previously reported amounts have been revised to reflect the retroactive effect of the adoption of ASU 2014-01, Equity Method and Joint Venture: Accounting for Investments in Qualified Affordable Housing Projects. See Note 1 - Financial Information for additional information.

See accompanying notes to consolidated condensed financial statements.

- (a) September 30, 2015 includes \$21.7 million of held-for-sale consumer mortgage loans secured by residential real estate in process of foreclosure.
- (b) September 30, 2015 includes \$30.7 million of held-to-maturity consumer mortgage loans secured by residential real estate in process of foreclosure.
- (c) September 30, 2015 includes \$15.6 million of foreclosed residential real estate.

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	<b>First Horizon National Corporation</b>			
	Three Months Ended		Nine Months Ended	
	September 30		September 30	
<i>Assets and shares in thousands except per share data, unless otherwise noted)(Unaudited)</i>	<b>2015</b>	2014	<b>2015</b>	2014
<b>Interest income:</b>				
Interest and fees on loans	<b>\$ 150,555</b>	\$ 144,675	<b>\$ 447,735</b>	\$ 426,000
Interest on investment securities available-for-sale	<b>23,233</b>	23,254	<b>69,355</b>	70,000
Interest on investment securities held-to-maturity	<b>66</b>	66	<b>198</b>	198
Interest on loans held-for-sale	<b>1,311</b>	3,263	<b>4,152</b>	9,000
Interest on trading securities	<b>8,056</b>	7,737	<b>26,108</b>	23,000
Interest on other earning assets	<b>466</b>	(137)	<b>1,237</b>	1,000
<b>Interest income</b>	<b>183,687</b>	178,858	<b>548,785</b>	529,000
<b>Interest expense:</b>				
Interest on deposits:				
Savings	<b>2,785</b>	2,600	<b>9,062</b>	8,000
Time deposits	<b>1,230</b>	1,786	<b>3,986</b>	7,000
Other interest-bearing deposits	<b>1,118</b>	754	<b>3,179</b>	2,000
Certificates of deposit \$100,000 and more	<b>756</b>	685	<b>2,468</b>	2,000
Interest on trading liabilities	<b>4,258</b>	3,782	<b>11,942</b>	11,000
Interest on short-term borrowings	<b>664</b>	1,265	<b>2,436</b>	3,000
Interest on term borrowings	<b>9,314</b>	8,445	<b>28,644</b>	25,000
<b>Interest expense</b>	<b>20,125</b>	19,317	<b>61,717</b>	61,000
<b>Interest income</b>	<b>163,562</b>	159,541	<b>487,068</b>	468,000
Provision for loan losses	<b>1,000</b>	6,000	<b>8,000</b>	21,000
<b>Interest income after provision for loan losses</b>	<b>162,562</b>	153,541	<b>479,068</b>	447,000
<b>Other income:</b>				
Card income	<b>51,804</b>	47,589	<b>169,664</b>	152,000
Deposit transactions and cash management	<b>28,911</b>	28,546	<b>83,892</b>	82,000
Service charges, management fees and commissions	<b>11,620</b>	12,333	<b>35,475</b>	37,000
Investment services and investment management	<b>6,590</b>	6,779	<b>20,704</b>	20,000
Bank card income	<b>5,561</b>	5,521	<b>16,631</b>	17,000
Company-owned life insurance	<b>4,135</b>	3,547	<b>10,988</b>	12,000
Other service charges	<b>2,968</b>	3,064	<b>8,859</b>	9,000
Equity banking	<b>761</b>	41,559	<b>2,721</b>	69,000
Insurance commissions	<b>608</b>	593	<b>1,858</b>	1,000
Equity securities gains/(losses), net	<b>(345)</b>	(862)	<b>(61)</b>	2,000
Other income and commissions (Note 7)	<b>12,490</b>	9,146	<b>34,362</b>	23,000



noninterest income	125,103	157,815	385,093	430,000
<b>Adjusted gross income after provision for loan losses</b>	<b>287,665</b>	<b>311,356</b>	<b>864,161</b>	<b>878,000</b>
<b>Interest expense:</b>				
Employee compensation, incentives, and benefits (three and nine months ended September 30, 2015, include \$6.3 million and \$2.9 million, respectively, of benefit and three and nine months ended September 30, 2014, include \$.9 million and \$2.6 million, respectively, of expense associated with pension and post-retirement plans reclassified from accumulated other comprehensive income)	116,219	120,742	375,633	359,000
Lease expense	13,282	12,405	37,264	41,000
Computer software	11,010	10,614	33,292	32,000
Communications services	10,130	9,044	29,500	26,000
Equipment rentals, depreciation, and maintenance	7,093	7,150	22,296	22,000
Professional fees	5,139	6,187	14,063	16,000
Advertising and public relations	4,832	4,386	13,914	14,000
Life insurance premium expense	4,529	3,456	12,929	8,000
Communications and courier	4,054	3,628	11,731	11,000
Legal fees	3,626	4,276	11,686	15,000
Contract employment and outsourcing	3,414	5,199	11,335	14,000
Amortization of intangible assets	1,298	982	3,894	2,000
Unimproved real estate	431	788	1,629	2,000
Provision for purchase and foreclosure provision		(4,300)		(4,000)
Other expense (Note 7)	30,379	59,459	230,885	59,000
noninterest expense	215,436	244,016	810,051	625,000
<b>Income/(loss) before income taxes</b>	<b>72,229</b>	<b>67,340</b>	<b>54,110</b>	<b>252,000</b>
Provision/(benefit) for income taxes (three and nine months ended September 30, 2015, include \$2.4 million and \$1.1 million, respectively, of income tax expense and three and nine months ended September 30, 2014, include \$.3 million and \$1.0 million, respectively, of income tax benefit reclassified from accumulated other comprehensive income)	8,897	16,842	8,226	70,000
<b>Income/(loss)</b>	<b>\$ 63,332</b>	<b>\$ 50,498</b>	<b>\$ 45,884</b>	<b>\$ 182,000</b>
Income attributable to noncontrolling interest	2,977	2,875	8,586	8,000
<b>Income/(loss) attributable to controlling interest</b>	<b>\$ 60,355</b>	<b>\$ 47,623</b>	<b>\$ 37,298</b>	<b>\$ 173,000</b>
Deferred stock dividends	1,550	1,550	4,650	4,000
<b>Income/(loss) available to common shareholders</b>	<b>\$ 58,805</b>	<b>\$ 46,073</b>	<b>\$ 32,648</b>	<b>\$ 169,000</b>
<b>Basic earnings/(loss) per share (Note 9)</b>	<b>\$ 0.25</b>	<b>\$ 0.20</b>	<b>\$ 0.14</b>	<b>\$ 0.14</b>
<b>Diluted earnings/(loss) per share (Note 9)</b>	<b>\$ 0.25</b>	<b>\$ 0.19</b>	<b>\$ 0.14</b>	<b>\$ 0.14</b>
<b>Weighted average common shares (Note 9)</b>	<b>233,111</b>	<b>235,329</b>	<b>232,910</b>	<b>235,000</b>
<b>Diluted average common shares (Note 9)</b>	<b>235,058</b>	<b>236,862</b>	<b>234,838</b>	<b>237,000</b>

<b>Dividends declared per common share</b>	<b>\$ 0.06</b>	<b>\$ 0.05</b>	<b>\$ 0.18</b>	<b>\$ 0</b>
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Certain previously reported amounts have been revised to reflect the retroactive effect of the adoption of ASU 2014-01, Equity Method and Joint Venture: Accounting for Investments in Qualified Affordable Housing Projects. See Note 1 - Financial Information for additional information.

See accompanying notes to consolidated condensed financial statements.

**Table of Contents****CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME**

	<b>First Horizon National Corporation</b>			
	Three Months Ended		Nine Months Ended	
	September 30		September 30	
<i>(Dollars in thousands) (Unaudited)</i>	<b>2015</b>	2014	<b>2015</b>	2014
Net income/(loss)	<b>\$ 63,332</b>	\$ 50,498	<b>\$ 45,884</b>	\$ 182,406
Other comprehensive income/(loss), net of tax:				
Unrealized fair value adjustments:				
Securities available-for-sale	<b>15,427</b>	(11,288)	<b>13,331</b>	15,549
Recognized pension and other employee benefit plans net periodic benefit costs	<b>(3,855)</b>	564	<b>(1,761)</b>	1,625
Other comprehensive income/(loss)	<b>11,572</b>	(10,724)	<b>11,570</b>	17,174
Comprehensive income/(loss)	<b>74,904</b>	39,774	<b>57,454</b>	199,580
Comprehensive income attributable to noncontrolling interest	<b>2,977</b>	2,875	<b>8,586</b>	8,547
Comprehensive income/(loss) attributable to controlling interest	<b>\$ 71,927</b>	\$ 36,899	<b>\$ 48,868</b>	\$ 191,033

Certain previously reported amounts have been revised to reflect the retroactive effect of the adoption of ASU 2014-01, Equity Method and Joint Venture: Accounting for Investments in Qualified Affordable Housing Projects. See Note 1-Financial Information for additional information.

See accompanying notes to consolidated condensed financial statements.

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	First Horizon National Corporation					
	2015			2014		
	Controlling Interest	Noncontrolling Interest	Total	Controlling Interest	Noncontrolling Interest	Total
<i>(dollars in thousands except per share data) (Unaudited)</i>						
Balance, January 1	\$ 2,286,159	\$ 295,431	\$ 2,581,590	\$ 2,192,946	\$ 295,431	\$ 2,488,377
Net income/(loss)	37,298	8,586	45,884	173,859	8,547	182,406
Other comprehensive income/(loss) (a)	11,570		11,570	17,174		17,174
Comprehensive income/(loss)	48,868	8,586	57,454	191,033	8,547	199,580
Share dividends declared:						
Preferred stock (\$4,650 per share for the nine months ended September 30, 2015 and 2014)	(4,650)		(4,650)	(4,650)		(4,650)
Common stock (\$.18 and \$.15 per share for the nine months ended September 30, 2015 and 2014, respectively)	(42,496)		(42,496)	(35,560)		(35,560)
Common stock repurchased (b)	(20,052)		(20,052)	(28,903)		(28,903)
Common stock issued for:						
Stock options and restricted stock - equity awards	6,577		6,577	935		935
Stock-based compensation expense	9,952		9,952	8,355		8,355
Dividends declared - noncontrolling interest of subsidiary preferred stock		(8,586)	(8,586)		(8,547)	(8,547)
Stock benefit/(benefit reversal) - stock based compensation expense	456		456	(7,773)		(7,773)
<b>Balance, September 30</b>	<b>\$ 2,284,814</b>	<b>\$ 295,431</b>	<b>\$ 2,580,245</b>	<b>\$ 2,316,383</b>	<b>\$ 295,431</b>	<b>\$ 2,611,814</b>

Certain previously reported amounts have been revised to reflect the retroactive effect of the adoption of ASU 2014-01, Equity Method and Joint Venture: Accounting for Investments in Qualified Affordable Housing Projects. See Note 1 - Financial Information for additional information.

See accompanying notes to consolidated condensed financial statements.

- (a) Due to the nature of the preferred stock issued by FHN and its subsidiaries, all components of Other comprehensive income/(loss) have been attributed solely to FHN as the controlling interest holder.
- (b) 2015 and 2014 include \$15.8 million and \$24.0 million, respectively, repurchased under the share repurchase program launched in January 2014.

**Table of Contents****CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS**

<i>(Dollars in thousands)(Unaudited)</i>	<b>First Horizon National Corporation</b>	
	Nine Months Ended September 30	
	<b>2015</b>	2014
<b>Operating Activities</b>		
Net income/(loss)	\$ 45,884	\$ 182,406
Adjustments to reconcile net income/(loss) to net cash provided/(used) by operating activities:		
Provision for loan losses	8,000	21,000
Provision/(benefit) for deferred income taxes	19,002	(1,471)
Depreciation and amortization of premises and equipment	27,187	26,791
Amortization of intangible assets	3,894	2,945
Net other amortization and accretion	11,774	12,586
Net (increase)/decrease in derivatives	(5,809)	2,887
Repurchase and foreclosure provision		(4,300)
Fair value adjustment to foreclosed real estate	2,366	2,098
Litigation and regulatory matters	10,943	55,805
Stock-based compensation expense	9,952	8,355
Tax benefit/(benefit reversal) - stock based compensation expense	(456)	7,773
Equity securities (gains)/losses, net	61	(2,872)
(Gains)/losses on extinguishment of debt	(5,794)	4,350
Loss on deconsolidation of securitization trusts		1,960
Net (gains)/losses on sale/disposal of fixed assets	(2,461)	3,256
Proceeds from sale of mortgage servicing rights		70,071
Loans held-for-sale:		
Purchases	(3,080)	(19,027)
Gross proceeds from settlements and sales	20,387	284,567
Fair value adjustments and other	(330)	(47,303)
Net (increase)/decrease in:		
Trading securities	(36,200)	(535,921)
Fixed income receivables	(41,059)	(152,252)
Interest receivable	1,345	(2,551)
Other assets	(87,677)	319,312
Net increase/(decrease) in:		
Trading liabilities	194,249	163,886
Fixed income payables	77,189	308,787
Interest payable	1,363	7,158
Other liabilities	(38,099)	(129,657)
Total adjustments	166,747	408,233
Net cash provided/(used) by operating activities	212,631	590,639
<b>Investing Activities</b>		
Available-for-sale securities:		

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Sales	284	7,829
Maturities	506,537	497,144
Purchases	(609,511)	(620,329)
<b>Premises and equipment:</b>		
Sales	40,369	1,283
Purchases	(24,945)	(21,919)
<b>Net (increase)/decrease in:</b>		
Loans	(517,622)	(444,371)
Interests retained from securitizations classified as trading securities	1,411	1,176
Interest-bearing cash	1,025,278	454,812
<b>Net cash provided/(used) by investing activities</b>	<b>421,801</b>	<b>(124,375)</b>
<b>Financing Activities</b>		
<b>Common stock:</b>		
Stock options exercised	6,860	944
Cash dividends paid	(39,978)	(35,659)
Repurchase of shares (a)	(20,052)	(28,903)
Tax benefit/(benefit reversal) - stock based compensation expense	456	(7,773)
Cash dividends paid - preferred stock - noncontrolling interest	(8,555)	(8,531)
Cash dividends paid - Series A preferred stock	(4,650)	(4,650)
<b>Term borrowings:</b>		
Payments/maturities	(519,545)	(16,678)
Increases in restricted and secured term borrowings		2,089
Net cash paid to deconsolidate/collapse securitization trusts		(225,151)
<b>Net increase/(decrease) in:</b>		
Deposits	796,781	(591,185)
Short-term borrowings	(803,276)	531,055
<b>Net cash provided/(used) by financing activities</b>	<b>(591,959)</b>	<b>(384,442)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>42,473</b>	<b>81,822</b>
Cash and cash equivalents at beginning of period	1,071,405	827,909
<b>Cash and cash equivalents at end of period</b>	<b>\$ 1,113,878</b>	<b>\$ 909,731</b>

**Supplemental Disclosures**

Total interest paid	\$ 59,609	\$ 52,785
Total taxes paid	14,896	54,540
Total taxes refunded	7,012	1,966
Transfer from loans to other real estate owned	9,772	17,010

Certain previously reported amounts have been revised to reflect the retroactive effect of the adoption of ASU 2014-01, Equity Method and Joint Ventures: Accounting for Investments in Qualified Affordable Housing Projects. See Note 1 Financial Information for additional information.

See accompanying notes to consolidated condensed financial statements.

- (a) 2015 and 2014 include \$15.8 million and \$24.0 million, respectively, repurchased under the share repurchase program launched in January 2014.

**Table of Contents****Notes to the Consolidated Condensed Financial Statements (Unaudited)****Note 1 Financial Information**

**Basis of Accounting.** The unaudited interim consolidated condensed financial statements of First Horizon National Corporation ( FHN ), including its subsidiaries, have been prepared in conformity with accounting principles generally accepted in the United States of America and follow general practices within the industries in which it operates. This preparation requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. These estimates and assumptions are based on information available as of the date of the financial statements and could differ from actual results. In the opinion of management, all necessary adjustments have been made for a fair presentation of financial position and results of operations for the periods presented. These adjustments are of a normal recurring nature unless otherwise disclosed in this Quarterly Report on Form 10-Q. The operating results for the interim 2015 periods are not necessarily indicative of the results that may be expected going forward. For further information, refer to the audited consolidated financial statements which were included in the 2014 Annual Report to shareholders, and which were filed as part of Exhibit 99.1 to FHN 's Current Report on Form 8-K dated October 19, 2015.

**Summary of Accounting Changes.** In January 2014, the FASB issued ASU 2014-01, Equity Method and Joint Ventures: Accounting for Investments in Qualified Affordable Housing Projects. ASU 2014-01 permits reporting entities to make an accounting policy election to account for their investments in qualified affordable housing projects using a proportional amortization method if certain conditions are met. Under the proportional amortization method, an entity amortizes the initial cost of the investment in proportion to the tax credits and other tax benefits received and recognizes the net investment performance in the income statement as a component of income tax expense/(benefit). A reporting entity should evaluate whether the conditions have been met to apply the proportional amortization method to an investment in a qualified affordable housing project through a limited liability entity at the time of initial investment on the basis of facts and circumstances that exist at that time. A reporting entity should reevaluate the conditions upon the occurrence of certain specified events. An investment in a qualified affordable housing project through a limited liability entity should be tested for impairment when there are events or changes in circumstances indicating that it is more likely than not that the carrying amount of the investment will not be realized. For those investments in qualified affordable housing projects not accounted for using the proportional amortization method, the investment should be accounted for as an equity method investment or a cost method investment. The decision to apply the proportional amortization method of accounting is an accounting policy decision that should be applied consistently to all qualifying affordable housing project investments rather than a decision to be applied to individual investments. The provisions of ASU 2014-01 are effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2014.

Effective January 1, 2015, FHN retroactively adopted the requirements of ASU 2014-01 with an election to use the proportional amortization method for all qualifying investments. FHN believes the proportional amortization method better represents the economics of its qualified affordable housing investments and provides users with a better understanding of the returns from such investments when compared to the equity method. FHN will continue to use the equity method for non-qualifying affordable housing investments and its other tax credit investments. The cumulative effects of the retrospective application of the change in amortization method are summarized in the tables below.

	As of
As of September	December 31



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<i>(Dollars in thousands, except per share amounts)</i>	2014	2014	2013
Increase/(decrease) to previously reported Consolidated Statements of Condition amounts			
Other assets	\$ (4,190)	\$ (4,700)	(5,340)
Other liabilities	5,937	4,678	7,034
Undivided profits	(10,127)	(9,378)	(12,374)

	Three Months Ended September 30 2014	Nine Months Ended September 30 2014	For the Year Ended December 31		
			2014	2013	2012
Increase/(decrease) to previously reported Consolidated Statements of Income amounts					
Other expense	\$ (2,170)	\$ (6,510)	\$ (8,680)	\$ (10,082)	\$ (14,177)
Provision/(benefit) for income taxes	1,421	4,263	5,684	12,780	13,234
Income/(loss) available to common shareholders	749	2,247	2,996	(2,698)	943
Diluted earnings/(loss) per share		0.01	0.01	(0.01)	

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**Table of Contents****Note 1 Financial Information (Continued)**

Investment balances, including all legally binding commitments to fund future investments, are included in Other assets on the Consolidated Condensed Statements of Condition. A liability is recognized in Other liabilities on the Consolidated Condensed Statements of Condition for all legally binding unfunded commitments to fund qualifying LIHTC investments. Amortization and other write-downs of qualifying LIHTC investments are presented on a net basis as a component of the Provision/(benefit) for income taxes on the Consolidated Condensed Statements of Income, while amortization and write-downs of non-qualifying LIHTC and other tax credit investments are recorded in Other expense. The income tax credits and deductions are recorded as a reduction of income tax expense and a reduction of federal income taxes payable.

In January 2014, the FASB issued ASU 2014-04, *Receivables Troubled Debt Restructurings by Creditors: Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure*. ASU 2014-04 clarifies that an in-substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate collateralizing a consumer mortgage loan, upon either (1) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure or (2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Additionally, the amendments require interim and annual disclosure of both (1) the amount of foreclosed residential real estate property held by the creditor and (2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. ASU 2014-04 is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2014. An entity is required to adopt ASU 2014-04 using either a modified retrospective transition method or a prospective transition method. Under the modified retrospective transition method, an entity should apply ASU 2014-04 by means of a cumulative-effect adjustment to residential consumer mortgage loans and foreclosed residential real estate properties existing as of the beginning of the annual period for which the amendments are effective. FHN adopted the requirements of ASU 2014-04 prospectively and this did not have a material effect on FHN's statements of condition, results of operation or cash flows.

In August 2014, the FASB issued ASU 2014-14, *Classification of Certain Government-Guaranteed Mortgage Loans upon Foreclosure*. ASU 2014-14 requires that a mortgage loan be derecognized and that a separate other receivable be recognized upon foreclosure if 1) the loan has a government guarantee that is not separable from the loan before foreclosure, 2) at the time of foreclosure the creditor has the intent to convey the real estate to the guarantor and make a recoverable claim on the guarantee and 3) at the time of foreclosure any amount of the claim that is based on the fair value of the real estate is fixed. For qualifying foreclosures, the amount of the receivable recognized should be measured based on the amount of the loan balance expected to be recovered from the guarantor. ASU 2014-14 is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2014 and may be adopted through either a prospective only approach or through a reclassification from other real estate owned to other receivable on the effective date. FHN adopted the requirements for ASU 2014-14 prospectively for transactions occurring after its effective date and this did not have a material effect on FHN's statements of condition, results of operation or cash flows.

In June 2014, the FASB issued ASU 2014-11, *Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures*. ASU 2014-11 makes two changes to accounting for repurchase agreements. First, it requires secured borrowing accounting for repurchase-to-maturity transactions. Second, it requires separate accounting for a transfer of a financial asset executed contemporaneously with a repurchase agreement with the same counterparty, which will

result in secured borrowing accounting for the repurchase agreement. ASU 2014-11 also requires additional disclosures for repurchase transactions that are recognized as secured borrowings, including disaggregation by class of collateral, the remaining contractual tenor of the arrangements and the risks inherent in the agreements. Adoption of ASU 2014-11 will only affect FHN's disclosures as it does not execute repurchase-to maturity or repurchase financing transactions. These disclosure revisions are effective for annual periods beginning after December 15, 2014, and for interim periods beginning after March 15, 2015. FHN revised its disclosures upon adoption of ASU 2014-11.

In September 2015, the FASB issued ASU 2015-16, Simplifying the Accounting for Measurement-Period Adjustments. ASU 2015-16 requires that measurement-period adjustments to provisional amounts recognized in a business combination be recorded in the period in which they are identified. The cumulative effect on the income statement should be recognized in the same period as if the accounting had been completed as of the acquisition date. Previously, measurement-period adjustments required revision of the initial balance sheet for an acquisition with corresponding revision of all affected prior period financial statements. ASU 2015-16 requires disclosure of the income statement effects by line item when measurement-period adjustments are recognized. ASU 2015-16 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Early application is permitted for reporting periods for which financial statements have not yet been issued. FHN has elected to early adopt the provisions of ASU 2015-16 because it considers the revised guidance to be more effective in communicating the financial statement effects of measurement-period adjustments.

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**Table of Contents****Note 1 Financial Information (Continued)*****Accounting Changes Issued but Not Currently Effective***

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers. ASU 2014-09 does not change revenue recognition for financial instruments. The core principle of ASU 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This is accomplished through a five-step recognition framework involving 1) the identification of contracts with customers, 2) identification of performance obligations, 3) determination of the transaction price, 4) allocation of the transaction price to the performance obligations and 5) recognition of revenue as performance obligations are satisfied. Additionally, qualitative and quantitative information is required for disclosure regarding the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The effective date of ASU 2014-09 has been deferred to annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Early application is permitted for annual reporting periods beginning after December 15, 2016, and associated interim periods. Transition to the new requirements may be made by retroactively revising prior financial statements (with certain practical expedients permitted) or by a cumulative effect through retained earnings. If the latter option is selected, additional disclosures are required for comparability. FHN is evaluating the effects of ASU 2014-09 on its revenue recognition practices.

In June 2014, the FASB issued ASU 2014-12, Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period. ASU 2014-12 requires that a performance target that affects vesting, and that could be achieved after the requisite service period, be treated as a performance condition in determining expense recognition for the award. Thus, compensation cost is recognized over the requisite service period based on the probability of achievement of the performance condition. Expense is adjusted after the requisite service period for changes in the probability of achievement. ASU 2014-12 is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2015. The adoption of ASU 2014-12 will have no effect on FHN.

In August 2014, the FASB issued ASU 2014-15, Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern. ASU 2014-15 requires an entity's management to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date that the financial statements are issued. If such events or conditions exist, additional disclosures are required and management should evaluate whether its plans sufficiently alleviate the substantial doubt. ASU 2014-15 is effective for the annual period ending after December 15, 2016 and all interim and annual periods thereafter. The provisions of ASU 2014-15 are not anticipated to affect FHN.

In February 2015, the FASB issued ASU 2015-02, Amendments to the Consolidation Analysis. ASU 2015-02 revises current consolidation guidance to modify the evaluation of whether limited partnerships and similar legal entities are variable interest entities. ASU 2015-02 also eliminates the presumption that a general partner should consolidate a limited partnership, revises the consolidation analysis for reporting entities that have fee arrangements and related party relationships with variable interest entities, and provides a scope exception for entities with interests in registered money market funds. ASU 2015-02 is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2015. FHN has evaluated the provisions of ASU 2015-02 on its consolidation assessments and there will not be a significant effect upon adoption.

In April 2015, the FASB issued ASU 2015-03, Simplifying the Presentation of Debt Issuance Costs. ASU 2015-03 requires that debt issuance costs related to a recognized debt liability be presented as a direct reduction from the carrying value of that debt liability, consistent with debt discounts. ASU 2015-03 requires application on a retrospective basis, with prior periods revised to reflect the effects of adoption. ASU 2015-03 is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2015. Consistent with current requirements, FHN currently classifies debt issuance costs within Other assets in the Consolidated Condensed Statements of Condition. ASU 2015-03 will have no effect on FHN's recognition of interest expense.

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**Note 2 Acquisitions and Divestitures**

On October 17, 2014, First Tennessee Bank National Association ( FTBNA ) purchased thirteen bank branches in Middle and East Tennessee. The fair value of the acquired assets totaled \$437.6 million, including \$413.4 million in cash, \$7.5 million in fixed assets, and \$15.7 million of goodwill and intangible assets. FTBNA also assumed \$437.2 million of deposits associated with these branches. FTBNA paid a deposit premium of 3.32 percent and acquired an immaterial amount of loans as part of the transaction. In relation to the branch acquisition FHN recorded \$4.0 million in goodwill, representing the excess of the estimated fair value of liabilities assumed over the estimated fair value of the assets acquired (refer to Note 6 Intangible Assets for additional information), all of which is expected to be deductible for tax purposes. FHN's operating results for 2015 and 2014 include the impact of branch activity subsequent to the October 17, 2014 closing date.

In fourth quarter 2014, FHN entered into a merger agreement with TrustAtlantic Financial Corporation ( TrustAtlantic Financial ). TrustAtlantic Financial owned all the capital stock of TrustAtlantic Bank. TrustAtlantic Financial and TrustAtlantic Bank were headquartered in Raleigh, North Carolina. TrustAtlantic Bank had five branches located in North Carolina in the communities of Raleigh, Cary and Greenville. The holding company transaction closed on October 2, 2015, and as a result FHN took control of TrustAtlantic Bank. TrustAtlantic Bank merged into FTBNA on October 16, 2015 and the TrustAtlantic Bank branches became First Tennessee branches upon closing that merger. The aggregate transaction value of the merger was approximately \$95 million.

In addition to the transactions mentioned above, FHN acquires or divests assets from time to time in transactions that are considered business combinations or divestitures but are not material to FHN individually or in the aggregate.

**Table of Contents****Note 3 Investment Securities**

The following tables summarize FHN's investment securities on September 30, 2015 and 2014:

<i>(Dollars in thousands)</i>	Amortized Cost	September 30, 2015		Fair Value
		Gross Unrealized Gains	Gross Unrealized Losses	
<b>Securities available-for-sale ( AFS ):</b>				
U.S. treasuries	\$ 100	\$	\$	\$ 100
Government agency issued mortgage-backed securities ( MBS )	914,878	31,773	(700)	945,951
Government agency issued collateralized mortgage obligations ( CMO )	2,514,362	30,281	(9,207)	2,535,436
Other U.S. government agencies	1,443	3		1,446
States and municipalities	9,155			9,155
Equity and other (a)	182,014		(461)	181,553
Total securities available-for-sale (b)	<b>\$ 3,621,952</b>	<b>\$ 62,057</b>	<b>\$ (10,368)</b>	<b>\$ 3,673,641</b>
<b>Securities held-to-maturity ( HTM ):</b>				
States and municipalities	\$ 4,313	\$ 1,091	\$	\$ 5,404
Total securities held-to-maturity	<b>\$ 4,313</b>	<b>\$ 1,091</b>	<b>\$</b>	<b>\$ 5,404</b>

- (a) Includes restricted investments in FHLB-Cincinnati stock of \$87.9 million and FRB stock of \$65.8 million. The remainder is money market, mutual funds, and cost method investments.
- (b) Includes \$2.9 billion of securities pledged to secure public deposits, securities sold under agreements to repurchase, and for other purposes.

<i>(Dollars in thousands)</i>	Amortized Cost	September 30, 2014		Fair Value
		Gross Unrealized Gains	Gross Unrealized Losses	
<b>Securities available-for-sale:</b>				
U.S. treasuries	\$ 100	\$	\$	\$ 100
Government agency issued MBS	685,426	33,820	(2,381)	716,865
Government agency issued CMO	2,648,047	15,637	(39,999)	2,623,685
Other U.S. government agencies	1,859	70		1,929
States and municipalities	10,205			10,205
Equity and other (a)	182,119		(232)	181,887
Total securities available-for-sale (b)	<b>\$ 3,527,756</b>	<b>\$ 49,527</b>	<b>\$ (42,612)</b>	<b>\$ 3,534,671</b>

**Securities held-to-maturity:**

States and municipalities	\$	4,286	\$	1,094	\$	\$	5,380
<b>Total securities held-to-maturity</b>	<b>\$</b>	<b>4,286</b>	<b>\$</b>	<b>1,094</b>	<b>\$</b>	<b>\$</b>	<b>5,380</b>

- (a) Includes restricted investments in FHLB-Cincinnati stock of \$87.9 million and FRB stock of \$66.0 million. The remainder is money market, mutual funds, and cost method investments.
- (b) Includes \$3.2 billion of securities pledged to secure public deposits, securities sold under agreements to repurchase, and for other purposes.



**Table of Contents****Note 3 Investment Securities (Continued)**

The amortized cost and fair value by contractual maturity for the available-for-sale and held-to-maturity securities portfolios on September 30, 2015, are provided below:

<i>(Dollars in thousands)</i>	Held-to-Maturity		Available-for-Sale	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Within 1 year	\$	\$	\$ 2,943	\$ 2,946
After 1 year; within 5 years			100	100
After 5 years; within 10 years				
After 10 years	4,313	5,404	7,655	7,655
<b>Subtotal</b>	<b>4,313</b>	<b>5,404</b>	<b>10,698</b>	<b>10,701</b>
Government agency issued MBS and CMO (a)			3,429,240	3,481,387
Equity and other			182,014	181,553
<b>Total</b>	<b>\$ 4,313</b>	<b>\$ 5,404</b>	<b>\$ 3,621,952</b>	<b>\$ 3,673,641</b>

(a) Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

The table below provides information on gross gains and gross losses from investment securities for the three and nine months ended September 30:

<i>(Dollars in thousands)</i>	Three Months Ended		Nine Months	
	September 30		Ended	
	2015	2014	2015	2014
Gross gains on sales of securities	\$	\$ 133	\$ 284	\$ 5,867
Gross losses on sales of securities				
<b>Net gain/(loss) on sales of securities (a)</b>		133	<b>284</b>	5,867
Venture capital investments (b)		(995)		(2,995)
<b>Net other than temporary impairment ( OTTI ) recorded (c)</b>	<b>(345)</b>		<b>(345)</b>	
<b>Total securities gain/(loss), net</b>	<b>\$ (345)</b>	<b>\$ (862)</b>	<b>\$ (61)</b>	<b>\$ 2,872</b>

- (a) There were no sales proceeds for the three months ended September 30, 2015; proceeds for the nine months ended September 30, 2015 were not material. Proceeds from sales for the three months ended September 30, 2014 were \$3.3 million and for the nine months ended September 30, 2014 were \$9.2 million, inclusive of \$1.4 million of equity securities.
- (b) Includes write-offs and/or unrealized fair value adjustments related to venture capital investments.
- (c) OTTI recorded in third quarter 2015 is related to equity securities.

**Table of Contents****Note 3 Investment Securities (Continued)**

The following tables provide information on investments within the available-for-sale portfolio that had unrealized losses as of September 30, 2015 and 2014:

<i>(Dollars in thousands)</i>	<b>As of September 30, 2015</b>					
	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Government agency issued CMO	\$ 370,165	\$ (1,487)	\$ 435,331	\$ (7,720)	\$ 805,496	\$ (9,207)
Government agency issued MBS	69,997	(242)	32,538	(458)	102,535	(700)
<b>Total debt securities</b>	<b>440,162</b>	<b>(1,729)</b>	<b>467,869</b>	<b>(8,178)</b>	<b>908,031</b>	<b>(9,907)</b>
Equity			630	(461)	630	(461)
<b>Total temporarily impaired securities</b>	<b>\$ 440,162</b>	<b>\$ (1,729)</b>	<b>\$ 468,499</b>	<b>\$ (8,639)</b>	<b>\$ 908,661</b>	<b>\$ (10,368)</b>

<i>(Dollars in thousands)</i>	<b>As of September 30, 2014</b>					
	Less than 12 months		12 months or longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Government agency issued CMO	\$ 724,834	\$ (5,113)	\$ 949,556	\$ (34,886)	\$ 1,674,390	\$ (39,999)
Government agency issued MBS	32,621	(244)	103,858	(2,137)	136,479	(2,381)
<b>Total debt securities</b>	<b>757,455</b>	<b>(5,357)</b>	<b>1,053,414</b>	<b>(37,023)</b>	<b>1,810,869</b>	<b>(42,380)</b>
Equity	849	(198)	10	(34)	859	(232)
<b>Total temporarily impaired securities</b>	<b>\$ 758,304</b>	<b>\$ (5,555)</b>	<b>\$ 1,053,424</b>	<b>\$ (37,057)</b>	<b>\$ 1,811,728</b>	<b>\$ (42,612)</b>

FHN has reviewed investment securities that were in unrealized loss positions in accordance with its accounting policy for OTTI and does not consider them other-than-temporarily impaired. For debt securities with unrealized losses, FHN does not intend to sell them and it is more-likely-than-not that FHN will not be required to sell them prior to recovery. The decline in value is primarily attributable to changes in interest rates and not credit losses. For equity securities, FHN has both the ability and intent to hold these securities for the time necessary to recover the amortized cost.

**Table of Contents****Note 4 Loans**

The following table provides the balance of loans by portfolio segment as of September 30, 2015 and 2014, and December, 31 2014:

<i>(Dollars in thousands)</i>	September 30		December 31
	2015	2014	2014
Commercial:			
Commercial, financial, and industrial	\$ 9,610,295	\$ 8,477,329	\$ 9,007,286
Commercial real estate	1,488,044	1,278,394	1,277,717
Retail:			
Consumer real estate (a)	4,813,936	5,130,988	5,048,071
Permanent mortgage	463,893	572,789	538,961
Credit card & other	349,324	352,517	358,131
Loans, net of unearned income	\$ 16,725,492	\$ 15,812,017	\$ 16,230,166
Allowance for loan losses	210,814	238,641	232,448
Total net loans	\$ 16,514,678	\$ 15,573,376	\$ 15,997,718

- (a) Balances as of September 30, 2015 and 2014, and December 31, 2014 include \$59.3 million, \$81.1 million, and \$76.8 million of restricted real estate loans, respectively. See Note 13 - Variable Interest Entities for additional information.

**COMPONENTS OF THE LOAN PORTFOLIO**

The loan portfolio is disaggregated into segments and then further disaggregated into classes for certain disclosures. GAAP defines a portfolio segment as the level at which an entity develops and documents a systematic method for determining its allowance for credit losses. A class is generally determined based on the initial measurement attribute (i.e., amortized cost or purchased credit-impaired), risk characteristics of the loan, and FHN's method for monitoring and assessing credit risk. Commercial loan portfolio segments include commercial, financial and industrial ( C&I ) and commercial real estate ( CRE ). Commercial classes within C&I include general C&I, loans to mortgage companies, the trust preferred loans ( TRUPS ) (i.e. long-term unsecured loans to bank and insurance - related businesses) portfolio and purchased credit-impaired ( PCI ) loans. Loans to mortgage companies includes commercial lines of credit to qualified mortgage companies primarily for the temporary warehousing of eligible mortgage loans prior to the borrower's sale of those mortgage loans to third party investors. Commercial classes within CRE include income CRE, residential CRE and PCI loans. Retail loan portfolio segments include consumer real estate, permanent mortgage, and the credit card and other portfolio. Retail classes include HELOC, real estate ( R/E ) installment and PCI loans within the consumer real estate segment, permanent mortgage (which is both a segment and a class), and credit card and other.

**Concentrations**

FHN has a concentration of residential real estate loans (32 percent of total loans), the majority of which is in the consumer real estate segment (29 percent of total loans). Loans to finance and insurance companies total \$2.1 billion

(22 percent of the C&I portfolio, or 13 percent of the total loans). FHN had loans to mortgage companies totaling \$1.4 billion (14 percent of the C&I segment, or 8 percent of total loans) as of September 30, 2015. As a result, 36 percent of the C&I segment was sensitive to impacts on the financial services industry.

### Purchased Credit-Impaired Loans

The following table presents a rollforward of the accretable yield for the three and nine months ended September 30, 2015 and 2014:

<i>(Dollars in thousands)</i>	Three Months Ended September 30		Nine Months Ended September 30	
	2015	2014	2015	2014
Balance, beginning of period	\$ 8,348	\$ 16,509	\$ 14,714	\$ 13,490
Additions				335
Accretion	(1,037)	(1,829)	(5,985)	(5,413)
Adjustment for payoffs	(835)	(828)	(2,931)	(1,550)
Adjustment for charge-offs		(10)		(79)
Increase in accretable yield (a)	500	2,231	1,178	9,290
<b>Balance, end of period</b>	<b>\$ 6,976</b>	<b>\$ 16,073</b>	<b>\$ 6,976</b>	<b>\$ 16,073</b>

- (a) Includes changes in the accretable yield due to both transfers from the nonaccretable difference and the impact of changes in the expected timing of the cash flows.

**Table of Contents****Note 4 Loans (Continued)**

At September 30, 2015, the ALLL related to PCI loans was \$2.9 million compared to \$2.8 million at September 30, 2014. A loan loss provision expense of \$.1 million was recognized during the three months ended September 30, 2015 as compared to a loan loss provision expense of \$.4 million recognized during the three months ended September 30, 2014. A loan loss provision credit of \$.4 million was recognized during the nine months ended September 30, 2015 as compared to a loan loss provision expense of \$2.1 million recognized during the nine months ended September 30, 2014. The following table reflects the outstanding principal balance and carrying amounts of the acquired PCI loans as of September 30, 2015 and 2014, and December 31, 2014:

<i>(Dollars in thousands)</i>	<b>September 30, 2015</b>		September 30, 2014		December 31, 2014	
	<b>Carrying value</b>	<b>Unpaid balance</b>	Carrying value	Unpaid balance	Carrying value	Unpaid balance
Commercial, financial and industrial	\$ 4,767	\$ 5,353	\$ 5,028	\$ 6,155	\$ 5,044	\$ 5,813
Commercial real estate	17,998	21,138	31,660	42,890	32,553	43,246
Consumer real estate	1,968	2,636	585	875	598	868
Credit card and other	6	10	11	16	10	14
<b>Total</b>	<b>\$ 24,739</b>	<b>\$ 29,137</b>	<b>\$ 37,284</b>	<b>\$ 49,936</b>	<b>\$ 38,205</b>	<b>\$ 49,941</b>

**Table of Contents****Note 4 Loans (Continued)****Impaired Loans**

The following tables provide information at September 30, 2015 and 2014, by class related to individually impaired loans and consumer TDRs. Recorded investment is defined as the amount of the investment in a loan, before valuation allowance but which does not reflect any direct write-down of the investment. For purposes of this disclosure, PCI loans and net LOCOM have been excluded.

	September 30, 2015			Three Months Ended September 30, 2015		Nine Months Ended September 30, 2015	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<i>(Dollars in thousands)</i>							
<b>Impaired loans with no related allowance recorded:</b>							
Commercial:							
General C&I	\$ 5,586	\$ 7,266	\$	\$ 8,994	\$	\$ 11,202	\$
Income CRE	2,468	9,389		3,328		4,631	
Residential CRE						191	
Total	\$ 8,054	\$ 16,655	\$	\$ 12,322	\$	\$ 16,024	\$
Retail:							
HELOC (a)	\$ 11,000	\$ 28,486	\$	\$ 11,788	\$	\$ 12,455	\$
R/E installment loans (a)	4,404	5,756		4,682		4,696	
Permanent mortgage (a)	5,983	8,255		6,193		6,743	
Total	\$ 21,387	\$ 42,497	\$	\$ 22,663	\$	\$ 23,894	\$
<b>Impaired loans with related allowance recorded:</b>							
Commercial:							
General C&I	\$ 21,319	\$ 25,515	\$ 846	\$ 25,934	\$ 238	\$ 24,702	\$ 727
TRUPS	13,369	13,700	5,310	13,384		13,414	
Income CRE	6,424	7,709	496	6,606	32	6,962	95
Residential CRE	1,417	1,886	91	1,468	6	1,512	19
Total	\$ 42,529	\$ 48,810	\$ 6,743	\$ 47,392	\$ 276	\$ 46,590	\$ 841
Retail:							
HELOC	\$ 89,199	\$ 91,382	\$ 17,200	\$ 88,245	\$ 474	\$ 86,359	\$ 1,383
R/E installment loans	65,465	66,431	16,718	66,367	352	68,274	1,010

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Permanent mortgage	99,071	111,683	15,696	99,913	613	102,341	1,841
Credit card & other	380	380	168	399	3	453	11
Total	\$ 254,115	\$ 269,876	\$ 49,782	\$ 254,924	\$ 1,442	\$ 257,427	\$ 4,245
Total commercial	\$ 50,583	\$ 65,465	\$ 6,743	\$ 59,714	\$ 276	\$ 62,614	\$ 841
Total retail	\$ 275,502	\$ 312,373	\$ 49,782	\$ 277,587	\$ 1,442	\$ 281,321	\$ 4,245
Total impaired loans	\$ 326,085	\$ 377,838	\$ 56,525	\$ 337,301	\$ 1,718	\$ 343,935	\$ 5,086

- (a) All discharged bankruptcy loans are charged down to an estimate of net realizable value and do not carry any allowance.



**Table of Contents****Note 4 Loans (Continued)**

	September 30, 2014			Three Months Ended September 30, 2014		Nine Months Ended September 30, 2014	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<i>(Dollars in thousands)</i>							
<b>Impaired loans with no related allowance recorded:</b>							
Commercial:							
General C&I	\$ 15,594	\$ 17,185	\$	\$ 15,542	\$	\$ 16,910	\$
TRUPS						1,083	
Income CRE	6,819	14,379		6,829		7,670	
Residential CRE	1,148	1,827		1,148		574	
<b>Total</b>	<b>\$ 23,561</b>	<b>\$ 33,391</b>	<b>\$</b>	<b>\$ 23,519</b>	<b>\$</b>	<b>\$ 26,237</b>	<b>\$</b>
Retail:							
HELOC (a)	\$ 14,036	\$ 34,693	\$	\$ 15,713	\$	\$ 16,324	\$
R/E installment loans (a)	5,640	7,221		6,552		8,729	
Permanent mortgage (a)	7,616	10,023		7,739		7,918	
<b>Total</b>	<b>\$ 27,292</b>	<b>\$ 51,937</b>	<b>\$</b>	<b>\$ 30,004</b>	<b>\$</b>	<b>\$ 32,971</b>	<b>\$</b>
<b>Impaired loans with related allowance recorded:</b>							
Commercial:							
General C&I	\$ 18,393	\$ 22,579	\$ 2,229	\$ 25,394	\$ 79	\$ 25,895	\$ 236
TRUPS	13,490	13,700	3,810	8,505		13,540	
Income CRE	8,735	10,107	481	8,789	62	10,406	226
Residential CRE	5,663	11,111	623	5,846	59	6,233	183
<b>Total</b>	<b>\$ 46,281</b>	<b>\$ 57,497</b>	<b>\$ 7,143</b>	<b>\$ 48,534</b>	<b>\$ 200</b>	<b>\$ 56,074</b>	<b>\$ 645</b>
Retail:							
HELOC	\$ 81,422	\$ 82,813	\$ 17,061	\$ 79,352	\$ 448	\$ 75,476	\$ 1,339
R/E installment loans	73,434	74,690	24,431	74,091	306	73,783	872
Permanent mortgage	110,921	124,429	17,329	111,263	709	112,518	2,138
Credit card & other	548	548	255	536	5	614	21
<b>Total</b>	<b>\$ 266,325</b>	<b>\$ 282,480</b>	<b>\$ 59,076</b>	<b>\$ 265,242</b>	<b>\$ 1,468</b>	<b>\$ 262,391</b>	<b>\$ 4,370</b>
<b>Total commercial</b>	<b>\$ 69,842</b>	<b>\$ 90,888</b>	<b>\$ 7,143</b>	<b>\$ 72,053</b>	<b>\$ 200</b>	<b>\$ 82,311</b>	<b>\$ 645</b>
<b>Total retail</b>	<b>\$ 293,617</b>	<b>\$ 334,417</b>	<b>\$ 59,076</b>	<b>\$ 295,246</b>	<b>\$ 1,468</b>	<b>\$ 295,362</b>	<b>\$ 4,370</b>

Total impaired loans	\$ 363,459	\$ 425,305	\$ 66,219	\$ 367,299	\$ 1,668	\$ 377,673	\$ 5,015
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(a) All discharged bankruptcy loans are charged down to an estimate of net realizable value and do not carry any allowance.

#### **Asset Quality Indicators**

FHN employs a dual grade commercial risk grading methodology to assign an estimate for the probability of default ( PD ) and the loss given default ( LGD ) for each commercial loan using factors specific to various industry, portfolio, or product segments that result in a rank ordering of risk and the assignment of grades PD 1 to PD 16. Each PD grade corresponds to an estimated one-year default probability percentage; a PD 1 has the lowest expected default probability, and probabilities increase as grades progress down the scale. PD 1 through PD 12 are pass grades. PD grades 13-16 correspond to the regulatory-defined categories of special mention (13), substandard (14), doubtful (15), and loss (16). Pass loan grades are required to be reassessed annually or earlier whenever there has been a material change in the financial condition of the borrower or risk characteristics of the relationship. All commercial loans over \$1 million and certain commercial loans over \$500,000 that are graded 13 or worse are reassessed on a quarterly basis. LGD grades are assigned based on a scale of 1-12 and represent FHN's expected recovery based on collateral type in the event a loan defaults. See Note 5 - Allowance for Loan Losses for further discussion on the credit grading system.

**Table of Contents****Note 4 Loans (Continued)**

The following tables provide the balances of commercial loan portfolio classes with associated allowance, disaggregated by PD grade as of September 30, 2015 and 2014:

September 30, 2015								
<i>(Dollars in thousands)</i>	General C&I	Loans to Mortgage Companies	TRUPS (a)	Income CRE	Residential CRE	Total	Percentage of Total	Allowance for Loan Losses
PD Grade:								
1	\$ 529,836	\$	\$	\$ 707	\$	\$ 530,543	5%	\$ 127
2	590,614			10,835	126	601,575	5	322
3	453,831	327,776		90,588		872,195	8	311
4	822,515	315,061		110,165	302	1,248,043	11	949
5	1,190,085	239,391		234,729	7,015	1,671,220	15	6,901
6	1,201,553	350,401		347,740	2,793	1,902,487	17	10,630
7	1,278,443	98,262		354,457	4,670	1,735,832	16	13,891
8	747,760	18,189		150,375	561	916,885	8	13,953
9	377,998	26,240		42,995	2,212	449,445	4	8,310
10	188,711			30,515	89	219,315	2	4,635
11	186,974			28,004	747	215,725	2	5,861
12	80,836			9,095	516	90,447	1	2,975
13	112,423		305,382	3,600	260	421,665	4	4,256
14,15,16	123,345			23,195	1,277	147,817	1	14,533
Collectively evaluated for impairment	7,884,924	1,375,320	305,382	1,437,000	20,568	11,023,194	99	87,654
Individually evaluated for impairment	26,904		12,755	8,892	1,417	49,968	1	6,743
Purchased credit-impaired loans	5,010			18,533	1,634	25,177		2,414
Total commercial loans	\$ 7,916,838	\$ 1,375,320	\$ 318,137	\$ 1,464,425	\$ 23,619	\$ 11,098,339	100%	\$ 96,811

**Table of Contents****Note 4 Loans (Continued)**

September 30, 2014

	General C&I	Loans to Mortgage Companies	TRUPS (a)	Income CRE	Residential CRE	Total	Percent of Total	Allowance for Loan Losses
<i>(Dollars in thousands)</i>								
PD Grade:								
1	\$ 441,590	\$	\$	\$ 221	\$ 63	\$ 441,874	5%	\$
2	355,805			2,854	244	358,903	4	338
3	412,110	46,838		28,750	93	487,791	5	264
4	446,092	148,852		28,815	296	624,055	6	671
5	947,041	177,435		239,166	4,717	1,368,359	14	2,741
6	1,090,900	275,710		184,961	5,579	1,557,150	16	1,790
7	1,178,283	193,667		262,318	6,405	1,640,673	17	2,777
8	747,305	88,114		183,145	4,195	1,022,759	10	2,339
9	540,472	18,251		107,636	2,619	668,978	7	4,559
10	291,984	8,774		39,306	1,216	341,280	3	4,001
11	314,927			33,214	2,825	350,966	4	7,538
12	106,550			29,250	928	136,728	1	1,383
13	115,198		325,882	8,085	1,938	451,103	5	6,716
14,15,16	153,611			37,882	4,915	196,408	2	40,279
Collectively evaluated for impairment	7,141,868	957,641	325,882	1,185,603	36,033	9,647,027	99	75,396
Individually evaluated for impairment	33,987		12,875	15,554	6,811	69,227	1	7,143
Purchased credit-impaired loans	5,076			32,588	1,805	39,469		2,781
<b>Total commercial loans</b>	<b>\$ 7,180,931</b>	<b>\$ 957,641</b>	<b>\$ 338,757</b>	<b>\$ 1,233,745</b>	<b>\$ 44,649</b>	<b>\$ 9,755,723</b>	<b>100%</b>	<b>\$ 85,320</b>

(a) Balances as of September 30, 2015 and 2014, each presented net of \$26.2 million in lower of cost or market (LOCOM) valuation allowance. Based on the underlying structure of the notes, the highest possible internal grade is 13.

The retail portfolio is comprised primarily of smaller-balance loans which are very similar in nature in that most are standard products and are backed by residential real estate. Because of the similarities of retail loan-types, FHN is able to utilize the Fair Isaac Corporation (FICO) score, among other attributes, to assess the credit quality of consumer borrowers. FICO scores are refreshed on a quarterly basis in an attempt to reflect the recent risk profile of the borrowers. Accruing delinquency amounts are indicators of asset quality within the credit card and other retail portfolio.



**Table of Contents****Note 4 Loans (Continued)**

The following tables reflect period end balances and average FICO scores by origination vintage for the HELOC, real estate installment, and permanent mortgage classes of loans as of September 30, 2015 and 2014:

**HELOC**

<i>(Dollars in thousands)</i>	September 30, 2015			September 30, 2014		
	Period End Balance	Average	Average	Period End Balance	Average	Average
		Origination FICO	Refreshed FICO		Origination FICO	Refreshed FICO
<b>Origination Vintage</b>						
pre-2003	\$ 42,651	707	702	\$ 61,659	708	703
2003	79,768	720	710	111,031	722	709
2004	215,749	722	709	312,590	724	711
2005	341,878	730	715	476,226	732	722
2006	288,858	738	728	351,818	740	727
2007	310,250	744	729	369,635	744	729
2008	176,625	753	749	200,908	753	748
2009	88,937	751	745	105,576	752	743
2010	84,594	754	748	100,727	754	749
2011	81,754	759	753	100,842	759	753
2012	103,906	760	756	121,149	759	757
2013	129,742	757	755	158,256	759	760
2014	115,449	761	764	87,878	761	761
2015	103,431	762	762			
<b>Total</b>	<b>\$ 2,163,592</b>	<b>742</b>	<b>733</b>	<b>\$ 2,558,295</b>	<b>741</b>	<b>732</b>

**R/E Installment Loans**

<i>(Dollars in thousands)</i>	September 30, 2015			September 30, 2014		
	Period End Balance	Average	Average	Period End Balance	Average	Average
		Origination FICO	Refreshed FICO		Origination FICO	Refreshed FICO
<b>Origination Vintage</b>						
pre-2003	\$ 8,701	677	689	\$ 16,278	680	684
2003	35,532	712	721	55,361	715	724
2004	31,486	697	699	44,484	700	697
2005	96,162	714	710	132,276	715	713
2006	108,731	712	703	143,601	714	701
2007	163,909	721	708	211,780	723	709
2008	53,608	720	715	67,730	721	715
2009	23,384	735	730	31,524	739	728

2010	78,175	750	759	107,417	748	755
2011	242,096	760	760	296,440	760	759
2012	534,038	764	766	628,622	764	765
2013	424,674	756	757	486,553	756	757
2014	426,629	756	758	350,627	755	754
2015	423,219	758	754			
Total	\$ 2,650,344	750	749	\$ 2,572,693	748	746

### Permanent Mortgage

<i>(Dollars in thousands)</i>	September 30, 2015			September 30, 2014		
	Period End	Average Origination	Average Refreshed	Period End	Average Origination	Average Refreshed
Origination Vintage	Balance	FICO	FICO	Balance	FICO	FICO
pre-2004	\$ 120,411	722	718	\$ 161,037	724	723
2004	14,003	711	709	18,190	713	713
2005	30,637	736	733	35,503	737	733
2006	49,011	732	722	65,722	731	734
2007	168,663	734	713	201,640	734	735
2008	81,168	741	712	90,697	742	736
Total	\$ 463,893	730	716	\$ 572,789	730	731

**Table of Contents****Note 4 Loans (Continued)****Nonaccrual and Past Due Loans**

The following table reflects accruing and non-accruing loans by class on September 30, 2015:

<i>Dollars in thousands</i> )	Current	Accruing		Total Accruing	Current	Non-Accruing		Total Non- Accruing	Total Loans
		30-89 Days Past Due	90+ Days Past Due			30-89 Days Past Due	90+ Days Past Due		
<b>Commercial (C&amp;I):</b>									
General C&I	\$ 7,888,633	\$ 6,095	\$ 349	\$ 7,895,077	\$ 5,359	\$ 1,553	\$ 9,839	\$ 16,751	\$ 7,911,828
Loans to mortgage companies	1,373,103	2,102		1,375,205			115	115	1,375,320
TRUPS (a)	305,382			305,382			12,755	12,755	318,137
Purchased credit-impaired loans	4,705		305	5,010					5,010
Total commercial (C&I)	9,571,823	8,197	654	9,580,674	5,359	1,553	22,709	29,621	9,610,295
<b>Commercial real estate:</b>									
Income CRE	1,435,395	2,394		1,437,789	914		7,189	8,103	1,445,892
Residential CRE	21,905	80		21,985					21,985
Purchased credit-impaired loans	16,172	3,845	150	20,167					20,167
Total commercial real estate	1,473,472	6,319	150	1,479,941	914		7,189	8,103	1,488,044
<b>Consumer real estate:</b>									
HELOC	2,056,044	19,459	10,146	2,085,649	63,667	5,150	9,126	77,943	2,163,592
R/E installment loans	2,599,513	11,423	3,211	2,614,147	26,293	2,174	5,258	33,725	2,647,872
Purchased credit-impaired loans	2,383		89	2,472					2,472
Total consumer real estate	4,657,940	30,882	13,446	4,702,268	89,960	7,324	14,384	111,668	4,813,936
<b>Permanent mortgage</b>	420,727	4,051	5,270	430,048	14,044	3,228	16,573	33,845	463,893



**Credit card & other**

Credit card	187,770	2,049	1,171	<b>190,990</b>					<b>190,990</b>
Other	156,664	718	202	<b>157,584</b>		743	<b>743</b>		<b>158,327</b>
Purchased credit-impaired loans	7			<b>7</b>					<b>7</b>
Total credit card & other	344,441	2,767	1,373	<b>348,581</b>		743	<b>743</b>		<b>349,324</b>
<b>Total loans, net of unearned</b>	<b>\$ 16,468,403</b>	<b>\$ 52,216</b>	<b>\$ 20,893</b>	<b>\$ 16,541,512</b>	<b>\$ 110,277</b>	<b>\$ 12,105</b>	<b>\$ 61,598</b>	<b>\$ 183,980</b>	<b>\$ 16,725,492</b>

(a) Total TRUPS includes LOCOM valuation allowance of \$26.2 million.

**Table of Contents****Note 4 Loans (Continued)**

The following table reflects accruing and non-accruing loans by class on September 30, 2014:

<i>Dollars in thousands</i> )	<b>Current</b>	<b>Accruing</b>			<b>Current</b>	<b>Non-Accruing</b>		<b>Total Non-Accruing</b>	<b>Total Loans</b>
		<b>30-89 Days Past Due</b>	<b>90+ Days Past Due</b>	<b>Total Accruing</b>		<b>30-89 Days Past Due</b>	<b>90+ Days Past Due</b>		
<b>Commercial (C&amp;D):</b>									
General C&I	\$ 7,140,246	\$ 5,515	\$ 1,717	\$ 7,147,478	\$ 5,603	\$ 1,469	\$ 21,305	\$ 28,377	\$ 7,175,855
Loans to mortgage companies	956,861	650		957,511			130	130	957,641
TRUPS (a)	325,882			325,882	9,385		3,490	12,875	338,757
Purchased credit-impaired loans	4,710	366		5,076					5,076
<b>Total commercial (C&amp;I)</b>	<b>8,427,699</b>	<b>6,531</b>	<b>1,717</b>	<b>8,435,947</b>	<b>14,988</b>	<b>1,469</b>	<b>24,925</b>	<b>41,382</b>	<b>8,477,329</b>
<b>Commercial real estate:</b>									
Income CRE	1,186,595	2,781		1,189,376	217	1,068	10,496	11,781	1,201,157
Residential CRE	40,249	189		40,438	1,254		1,152	2,406	42,844
Purchased credit-impaired loans	33,185	669	539	34,393					34,393
<b>Total commercial real estate</b>	<b>1,260,029</b>	<b>3,639</b>	<b>539</b>	<b>1,264,207</b>	<b>1,471</b>	<b>1,068</b>	<b>11,648</b>	<b>14,187</b>	<b>1,278,394</b>
<b>Consumer real estate:</b>									
HELOC	2,437,982	23,816	11,645	2,473,443	68,785	5,784	10,283	84,852	2,558,295
R/E installment loans	2,515,705	12,721	4,965	2,533,391	29,306	2,585	6,768	38,659	2,572,050
Purchased credit-impaired loans	643			643					643
<b>Total consumer real estate</b>	<b>4,954,330</b>	<b>36,537</b>	<b>16,610</b>	<b>5,007,477</b>	<b>98,091</b>	<b>8,369</b>	<b>17,051</b>	<b>123,511</b>	<b>5,130,988</b>
<b>Permanent mortgage</b>	<b>523,150</b>	<b>7,635</b>	<b>8,030</b>	<b>538,815</b>	<b>15,215</b>	<b>4,063</b>	<b>14,696</b>	<b>33,974</b>	<b>572,789</b>
<b>Credit card &amp; other</b>									
Credit card	184,650	1,900	1,822	188,372					188,372

Other	162,088	1,190	164	<b>163,442</b>			692	<b>692</b>	<b>164,134</b>
Purchased credit-impaired loans	11			<b>11</b>					<b>11</b>
Total credit card & other	346,749	3,090	1,986	<b>351,825</b>			692	<b>692</b>	<b>352,517</b>
<b>Total loans, net of unearned</b>	<b>\$ 15,511,957</b>	<b>\$ 57,432</b>	<b>\$ 28,882</b>	<b>\$ 15,598,271</b>	<b>\$ 129,765</b>	<b>\$ 14,969</b>	<b>\$ 69,012</b>	<b>\$ 213,746</b>	<b>\$ 15,812,017</b>

(a) Total TRUPS includes LOCOM valuation allowance of \$26.2 million.

### Troubled Debt Restructurings

As part of FHN's ongoing risk management practices, FHN attempts to work with borrowers when necessary to extend or modify loan terms to better align with their current ability to repay. Extensions and modifications to loans are made in accordance with internal policies and guidelines which conform to regulatory guidance. Each occurrence is unique to the borrower and is evaluated separately. FHN considers regulatory guidelines when restructuring loans to ensure that prudent lending practices are followed. As such, qualification criteria and payment terms consider the borrower's current and prospective ability to comply with the modified terms of the loan.

A modification is classified as a TDR if the borrower is experiencing financial difficulty and it is determined that FHN has granted a concession to the borrower. FHN may determine that a borrower is experiencing financial difficulty if the borrower is currently in default on any of its debt, or if it is probable that a borrower may default in the foreseeable future. Many aspects of a borrower's financial situation are assessed when determining whether they are experiencing financial difficulty, particularly as it relates to commercial borrowers due to the complex nature of loan structures, business/industry risk, and borrower/guarantor structures. Concessions could include extension of the maturity date, reductions of the interest rate (which may make the rate lower than current market for a new loan with similar risk), reduction or forgiveness of accrued interest, or principal forgiveness. When evaluating whether a concession has been granted, FHN also considers whether the borrower has provided additional collateral or guarantors, among other things, and whether such additions adequately compensate FHN for the restructured terms. The assessments of whether a borrower is experiencing (or is likely to experience) financial difficulty and whether a concession has been granted is subjective in nature and management's judgment is required when determining whether a modification is classified as a TDR.

For all classes within the commercial portfolio segment, TDRs are typically modified through forbearance agreements (generally 6 to 12 months). Forbearance agreements could include reduced interest rates, reduced payments, release of guarantor, or entering into short sale agreements. FHN's proprietary modification programs for consumer loans are generally structured using parameters of U.S. government-sponsored programs such as Home Affordable Modification Program (HAMP). Within the HELOC and R/E

**Table of Contents****Note 4 Loans (Continued)**

installment loans classes of the consumer portfolio segment, TDRs are typically modified by reducing the interest rate (in increments of 25 basis points to a minimum of 1 percent for up to 5 years) and a possible maturity date extension to reach an affordable housing debt ratio. Permanent mortgage TDRs are typically modified by reducing the interest rate (in increments of 25 basis points to a minimum of 2 percent for up to 5 years) and a possible maturity date extension to reach an affordable housing debt ratio. After 5 years the interest rate steps up 1 percent every year thereafter until it reaches the Federal Home Loan Mortgage Corporation Weekly Survey Rate cap. Contractual maturities may be extended to 40 years on permanent mortgages and to 30 years for consumer real estate loans. Within the credit card class of the consumer portfolio segment, TDRs are typically modified through either a short-term credit card hardship program or a longer-term credit card workout program. In the credit card hardship program, borrowers may be granted rate and payment reductions for 6 months to 1 year. In the credit card workout program, customers are granted a rate reduction to 0 percent and term extensions for up to 5 years to pay off the remaining balance.

Despite the absence of a loan modification, the discharge of personal liability through bankruptcy proceedings is considered a concession. As a result, FHN classifies all non-reaffirmed residential real estate loans discharged in Chapter 7 bankruptcy as nonaccruing TDRs.

On September 30, 2015 and 2014, FHN had \$304.7 million and \$346.0 million portfolio loans classified as TDRs, respectively. For TDRs in the loan portfolio, FHN had loan loss reserves of \$51.2 million and \$60.9 million, or 17 percent as of September 30, 2015, and 18 percent as of September 30, 2014. Additionally, \$72.6 million and \$83.1 million of loans held-for-sale as of September 30, 2015 and 2014, respectively were classified as TDRs.

The following tables reflect portfolio loans that were classified as TDRs during the three and nine months ended September 30, 2015 and 2014:

	Three Months Ended September 30, 2015			Nine Months Ended September 30, 2015		
	Pre-Modification Outstanding	Post-Modification Outstanding	Number	Pre-Modification Outstanding	Post-Modification Outstanding	Number
<i>(Dollars in thousands)</i>	Recorded Investment	Recorded Investment	Recorded Investment	Recorded Investment	Recorded Investment	Recorded Investment
<b>Commercial (C&amp;I):</b>						
General C&I	\$	\$	2	\$ 1,388	\$ 1,325	
Total commercial (C&I)			2	1,388	1,325	
<b>Consumer real estate:</b>						
HELOC	56	6,918	6,820	158	17,882	17,674
R/E installment loans	20	988	974	58	4,254	4,267
Total consumer real estate	76	7,906	7,794	216	22,136	21,941
<b>Permanent mortgage</b>				6	2,039	2,054

<b>Credit card &amp; other</b>	<b>3</b>	<b>11</b>	<b>10</b>	<b>15</b>	<b>59</b>	<b>56</b>
<b>Total troubled debt restructurings</b>	<b>79 \$</b>	<b>7,917 \$</b>	<b>7,804</b>	<b>239 \$</b>	<b>25,622 \$</b>	<b>25,376</b>

	Three Months Ended September 30, 2014			Nine Months Ended September 30, 2014		
	Pre-Modification Outstanding	Post-Modification Outstanding	Number Recorded Investment	Pre-Modification Outstanding	Post-Modification Outstanding	Number Recorded Investment
<i>(Dollars in thousands)</i>						
<b>Commercial (C&amp;I):</b>						
General C&I	2 \$	1,031 \$	970	4 \$	1,767 \$	1,492
<b>Total commercial (C&amp;I)</b>	<b>2</b>	<b>1,031</b>	<b>970</b>	<b>4</b>	<b>1,767</b>	<b>1,492</b>
<b>Commercial real estate:</b>						
Income CRE				2	421	421
Residential CRE				1	976	960
<b>Total commercial real estate</b>				<b>3</b>	<b>1,397</b>	<b>1,381</b>
<b>Consumer real estate:</b>						
HELOC	89	6,930	6,883	253	20,999	21,208
R/E installment loans	21	1,269	1,255	138	9,544	9,450
<b>Total consumer real estate</b>	<b>110</b>	<b>8,199</b>	<b>8,138</b>	<b>391</b>	<b>30,543</b>	<b>30,658</b>
<b>Permanent mortgage</b>	<b>6</b>	<b>1,639</b>	<b>1,672</b>	<b>30</b>	<b>8,314</b>	<b>7,839</b>
<b>Credit card &amp; other</b>	<b>16</b>	<b>107</b>	<b>103</b>	<b>50</b>	<b>254</b>	<b>245</b>
<b>Total troubled debt restructurings</b>	<b>134 \$</b>	<b>10,976 \$</b>	<b>10,883</b>	<b>478 \$</b>	<b>42,275 \$</b>	<b>41,615</b>

**Table of Contents****Note 4 Loans (Continued)**

The following tables present TDRs which re-defaulted during the three and nine months ended September 30, 2015 and 2014, and as to which the modification occurred 12 months or less prior to the re-default. Financing receivables that became classified as TDRs within the previous 12 months and for which there was a payment default during the period are calculated by first identifying TDRs that defaulted during the period and then determining whether they were modified within the 12 months prior to the default. For purposes of this disclosure, FHN generally defines payment default as 30 or more days past due.

	<b>Three Months Ended September 30, 2015</b>		<b>Nine Months Ended September 30, 2015</b>	
	<b>Number</b>	<b>Recorded Investment</b>	<b>Number</b>	<b>Recorded Investment</b>
<i>(Dollars in thousands)</i>				
<b>Commercial (C&amp;I):</b>				
General C&I		\$		\$
<b>Total commercial (C&amp;I)</b>				
<b>Commercial real estate:</b>				
<b>Income CRE</b>				
Residential CRE			<b>1</b>	<b>896</b>
<b>Total commercial real estate</b>				
			<b>1</b>	<b>896</b>
<b>Consumer real estate:</b>				
<b>HELOC</b>				
R/E installment loans	<b>2</b>	<b>50</b>	<b>7</b>	<b>308</b>
<b>Total consumer real estate</b>				
	<b>2</b>	<b>50</b>	<b>11</b>	<b>470</b>
<b>Permanent mortgage</b>				
<b>Credit card &amp; other</b>	<b>1</b>	<b>2</b>	<b>4</b>	<b>10</b>
<b>Total troubled debt restructurings</b>	<b>3</b>	<b>\$ 52</b>	<b>16</b>	<b>\$ 1,376</b>

	<b>Three Months Ended September 30, 2014</b>		<b>Nine Months Ended September 30, 2014</b>	
	<b>Number</b>		<b>Number</b>	
<i>(Dollars in thousands)</i>				

		Recorded Investment		Recorded Investment
<b>Commercial (C&amp;I):</b>				
General C&I	2	\$ 59	4	\$ 512
<b>Total commercial (C&amp;I)</b>	<b>2</b>	<b>59</b>	<b>4</b>	<b>512</b>
<b>Commercial real estate:</b>				
Income CRE	1	2,570	3	2,959
Residential CRE				
<b>Total commercial real estate</b>	<b>1</b>	<b>2,570</b>	<b>3</b>	<b>2,959</b>
<b>Consumer real estate:</b>				
HELOC	2	212	6	374
R/E installment loans	1	132	8	500
<b>Total consumer real estate</b>	<b>3</b>	<b>344</b>	<b>14</b>	<b>874</b>
<b>Permanent mortgage</b>	<b>1</b>	<b>347</b>	<b>3</b>	<b>1,128</b>
<b>Credit card &amp; other</b>			<b>2</b>	<b>4</b>
<b>Total troubled debt restructurings</b>	<b>7</b>	<b>\$ 3,320</b>	<b>26</b>	<b>\$ 5,477</b>

The determination of whether a TDR is placed on nonaccrual status generally follows the same internal policies and procedures as other portfolio loans. However, FHN will typically place a consumer real estate loan on nonaccrual status if it is 30 or more days delinquent upon modification into a TDR. For commercial loans, a nonaccrual TDR that is reasonably assured of repayment according to its modified terms may be returned to accrual status by FHN upon a detailed credit evaluation of the borrower's financial condition and prospects for repayment under the revised terms. For consumer loans, FHN's evaluation supporting the decision to return a modified loan to accrual status includes consideration of the borrower's sustained historical repayment performance for a reasonable period prior to the date on which the loan is returned to accrual status, which is generally a minimum of six months. FHN may also consider a borrower's sustained historical repayment performance for a reasonable time prior to the restructuring in assessing whether the borrower can meet the restructured terms, as it may indicate that the borrower is capable of servicing the level of debt under the modified terms. Otherwise, FHN will continue to classify a restructured loan as nonaccrual. Consistent with regulatory guidance, upon sustained performance and classification as a TDR over FHN's year-end, the loan will be removed from TDR status as long as the modified terms were market-based at the time of modification.

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**Note 5 - Allowance for Loan Losses**

The ALLL includes the following components: reserves for commercial loans evaluated based on pools of credit graded loans and reserves for pools of smaller-balance homogeneous retail loans, both determined in accordance with ASC 450-20-50. The reserve factors applied to these pools are an estimate of probable incurred losses based on management's evaluation of historical net losses from loans with similar characteristics and are subject to qualitative adjustments by management to reflect current events, trends, and conditions (including economic considerations and trends). The pace of the economic recovery, performance of the housing market, unemployment levels, labor participation rate, regulatory environment, regulatory guidance, and both positive and negative portfolio segment-specific trends, are examples of additional factors considered by management in determining the ALLL. Additionally, management considers the inherent uncertainty of quantitative models that are driven by historical loss data. Management evaluates the periods of historical losses that are the basis for the loss rates used in the quantitative models and selects historical loss periods that are believed to be the most reflective of losses inherent in the loan portfolio as of the balance sheet date. Management also periodically reviews analysis of the loss emergence period which is the amount of time it takes for a loss to be confirmed (initial charge-off) after a loss event has occurred. FHN performs extensive studies as it relates to the historical loss periods used in the model and the loss emergence period and model assumptions are adjusted accordingly. The ALLL also includes reserves determined in accordance with ASC 310-10-35 for loans determined by management to be individually impaired and an allowance associated with PCI loans. See Note 1 Summary of Significant Accounting Policies and Note 5 Allowance for Loan Losses in the Notes to Consolidated Financial Statements which were filed as part of Exhibit 99.1 to FHN's Current Report on Form 8-K dated October 19, 2015, for additional information about the policies and methodologies used in the aforementioned components of the ALLL.



**Table of Contents****Note 5 - Allowance for Loan Losses (Continued)**

The following table provides a rollforward of the allowance for loan losses by portfolio segment for the three and nine months ended September 30, 2015 and 2014:

<i>(Dollars in thousands)</i>	<b>C&amp;I</b>	<b>Commercial Real Estate</b>	<b>Consumer Real Estate</b>	<b>Permanent Mortgage</b>	<b>Credit Card and Other</b>	<b>Total</b>
Balance as of July 1, 2014	\$ 68,591	\$ 15,821	\$ 118,037	\$ 23,727	\$ 17,452	\$ 243,628
Charge-offs	(3,741)	(1,789)	(13,465)	(1,047)	(3,642)	(23,684)
Recoveries	5,219	312	5,669	686	811	12,697
Provision/(provision credit) for loan losses	(199)	1,106	8,154	(3,145)	84	6,000
<b>Balance as of September 30, 2014</b>	<b>69,870</b>	<b>15,450</b>	<b>118,395</b>	<b>20,221</b>	<b>14,705</b>	<b>238,641</b>
Balance as of January 1, 2014	\$ 86,446	\$ 10,603	\$ 126,785	\$ 22,491	\$ 7,484	\$ 253,809
Charge-offs	(14,997)	(3,163)	(33,803)	(4,144)	(11,033)	(67,140)
Recoveries	8,338	2,323	16,113	1,958	2,240	30,972
Provision/(provision credit) for loan losses	(9,917)	5,687	9,300	(84)	16,014	21,000
<b>Balance as of September 30, 2014</b>	<b>69,870</b>	<b>15,450</b>	<b>118,395</b>	<b>20,221</b>	<b>14,705</b>	<b>238,641</b>
Allowance - individually evaluated for impairment	6,039	1,104	41,492	17,329	255	66,219
Allowance - collectively evaluated for impairment	63,783	11,613	76,845	2,892	14,450	169,583
Allowance - purchase credit impaired loans	48	2,733	58			2,839
Loans, net of unearned as of September 30, 2014:						
Individually evaluated for impairment	46,862	22,365	174,532	118,537	548	362,844
Collectively evaluated for impairment	8,425,391	1,221,636	4,955,813	454,252	351,958	15,409,050
Purchased credit-impaired loans	5,076	34,393	643		11	40,123
<b>Total loans, net of unearned</b>	<b>\$ 8,477,329</b>	<b>\$ 1,278,394</b>	<b>\$ 5,130,988</b>	<b>\$ 572,789</b>	<b>\$ 352,517</b>	<b>\$ 15,812,017</b>
<b>Balance as of July 1, 2015</b>	<b>\$ 78,750</b>	<b>\$ 21,492</b>	<b>\$ 85,457</b>	<b>\$ 22,377</b>	<b>\$ 13,275</b>	<b>\$ 221,351</b>

<b>Charge-offs</b>	<b>(8,632)</b>	<b>(533)</b>	<b>(7,994)</b>	<b>(1,038)</b>	<b>(3,612)</b>	<b>(21,809)</b>
<b>Recoveries</b>	<b>2,264</b>	<b>868</b>	<b>5,785</b>	<b>229</b>	<b>1,126</b>	<b>10,272</b>
<b>Provision/(provision credit) for loan losses</b>	<b>(919)</b>	<b>3,521</b>	<b>(776)</b>	<b>(1,492)</b>	<b>666</b>	<b>1,000</b>
<b>Balance as of September 30, 2015</b>	<b>71,463</b>	<b>25,348</b>	<b>82,472</b>	<b>20,076</b>	<b>11,455</b>	<b>210,814</b>
<b>Balance as of January 1, 2015</b>	<b>\$ 67,011</b>	<b>\$ 18,574</b>	<b>\$ 113,011</b>	<b>\$ 19,122</b>	<b>\$ 14,730</b>	<b>\$ 232,448</b>
<b>Charge-offs</b>	<b>(17,163)</b>	<b>(2,208)</b>	<b>(23,434)</b>	<b>(3,031)</b>	<b>(13,406)</b>	<b>(59,242)</b>
<b>Recoveries</b>	<b>5,143</b>	<b>1,712</b>	<b>18,360</b>	<b>1,518</b>	<b>2,875</b>	<b>29,608</b>
<b>Provision/(provision credit) for loan losses</b>	<b>16,472</b>	<b>7,270</b>	<b>(25,465)</b>	<b>2,467</b>	<b>7,256</b>	<b>8,000</b>
<b>Balance as of September 30, 2015</b>	<b>71,463</b>	<b>25,348</b>	<b>82,472</b>	<b>20,076</b>	<b>11,455</b>	<b>210,814</b>
<b>Allowance - individually evaluated for impairment</b>	<b>6,156</b>	<b>587</b>	<b>33,918</b>	<b>15,696</b>	<b>168</b>	<b>56,525</b>
<b>Allowance - collectively evaluated for impairment</b>	<b>65,063</b>	<b>22,591</b>	<b>48,050</b>	<b>4,380</b>	<b>11,286</b>	<b>151,370</b>
<b>Allowance - purchased credit-impaired loans</b>	<b>244</b>	<b>2,170</b>	<b>504</b>		<b>1</b>	<b>2,919</b>
<b>Loans, net of unearned as of September 30, 2015:</b>						
<b>Individually evaluated for impairment</b>	<b>39,659</b>	<b>10,309</b>	<b>170,068</b>	<b>105,054</b>	<b>380</b>	<b>325,470</b>
<b>Collectively evaluated for impairment</b>	<b>9,565,626</b>	<b>1,457,568</b>	<b>4,641,396</b>	<b>358,839</b>	<b>348,937</b>	<b>16,372,366</b>
<b>Purchased credit-impaired loans</b>	<b>5,010</b>	<b>20,167</b>	<b>2,472</b>		<b>7</b>	<b>27,656</b>
<b>Total loans, net of unearned</b>	<b>\$ 9,610,295</b>	<b>\$ 1,488,044</b>	<b>\$ 4,813,936</b>	<b>\$ 463,893</b>	<b>\$ 349,324</b>	<b>\$ 16,725,492</b>

**Table of Contents****Note 6 Intangible Assets**

The following is a summary of intangible assets, net of accumulated amortization, included in the Consolidated Condensed Statements of Condition:

<i>(Dollars in thousands)</i>	Goodwill	Other Intangible Assets (a)
December 31, 2013	\$ 141,943	\$ 21,988
Amortization expense		(2,944)
September 30, 2014	\$ 141,943	\$ 19,044
December 31, 2014	\$ 145,932	\$ 29,518
Amortization expense		(3,894)
<b>September 30, 2015</b>	<b>\$ 145,932</b>	<b>\$ 25,624</b>

(a) Represents customer lists, acquired contracts, core deposit intangibles, and covenants not to compete. The gross carrying amount and accumulated amortization of other intangible assets subject to amortization is \$70.3 million and \$44.7 million, respectively on September 30, 2015. Estimated aggregate amortization expense is expected to be \$1.3 million for the remainder of 2015, and \$5.0 million, \$4.7 million, \$4.5 million, \$4.2 million, and \$1.5 million for the twelve-month periods of 2016, 2017, 2018, 2019, and 2020, respectively. No goodwill is carried in the Corporate and Non-strategic segments.

Gross goodwill, accumulated impairments, and accumulated divestiture related write-offs were determined beginning January 1, 2012, when a change in accounting requirements resulted in goodwill being assessed for impairment rather than being amortized. Gross goodwill of \$200.0 million with accumulated impairments and accumulated divestiture related write-offs of \$114.1 million and \$85.9 million, respectively, were previously allocated to the non-strategic segment, resulting in \$0 net goodwill allocated to the non-strategic segment as of September 30, 2014 and 2015. The regional bank and fixed income segments do not have any accumulated impairments or divestiture related write-offs. The following is a summary of goodwill by reportable segment included in the Consolidated Condensed Statements of Condition as of and for the nine months ended September 30, 2014 and 2015.

<i>(Dollars in thousands)</i>	Regional Banking	Fixed Income	Total
December 31, 2013	\$ 43,939	\$ 98,004	\$ 141,943
Additions			
Impairments			
Divestitures			

Net change in goodwill during 2014			
September 30, 2014	\$ 43,939	\$ 98,004	\$ 141,943
December 31, 2014	\$ 47,928	\$ 98,004	\$ 145,932
Additions			
Impairments			
Divestitures			
Net change in goodwill during 2015			
<b>September 30, 2015</b>	<b>\$ 47,928</b>	<b>\$ 98,004</b>	<b>\$ 145,932</b>

**Table of Contents****Note 7 Other Income and Other Expense**

Following is detail of All other income and commissions and All other expense as presented in the Consolidated Condensed Statements of Income:

<i>(Dollars in thousands)</i>	Three Months Ended September 30		Nine Months Ended September 30	
	2015	2014	2015	2014
<b>All other income and commissions:</b>				
Gain/(loss) on extinguishment of debt	\$ 5,794	\$	\$ 5,794	\$ (4,350)
ATM interchange fees	2,998	2,739	8,784	7,982
Electronic banking fees	1,479	1,560	4,366	4,629
Letter of credit fees	978	917	3,633	3,753
Deferred compensation (a)	(2,309)	(41)	(1,311)	1,800
Other	3,550	3,971	13,096	9,461
Total	\$ 12,490	\$ 9,146	\$ 34,362	\$ 23,275
<b>All other expense:</b>				
Litigation and regulatory matters	\$ 10,922	\$ 35,390	\$ 173,422	\$ (2,720)
Other insurance and taxes	3,283	3,909	10,067	10,178
Travel and entertainment	2,451	2,164	6,697	6,633
Customer relations	1,477	1,406	4,296	4,329
Employee training and dues	1,272	1,194	3,853	3,260
Supplies	974	779	2,781	2,699
Miscellaneous loan costs	726	597	1,821	2,150
Tax credit investments	439	311	1,383	1,498
Other	8,835	13,709	26,565	31,856
Total	\$ 30,379	\$ 59,459	\$ 230,885	\$ 59,883

Certain previously reported amounts have been revised to reflect the retroactive effect of the adoption of ASU 2014-01, Equity Method and Joint Venture: Accounting for Investments in Qualified Affordable Housing Projects. See Note 1-Financial Information for addition information.

- (a) Deferred compensation market value adjustments are mirrored by adjustments to employee compensation, incentives, and benefits expense.

**Table of Contents****Note 8 Changes in Accumulated Other Comprehensive Income Balances**

The following table provides the changes in accumulated other comprehensive income by component, net of tax, for the three and nine months ended September 30, 2015:

<i>(Dollars in thousands, unless otherwise noted)</i>	<b>Unrealized Gain/(Loss) On Securities Available-Pension and Post</b>			<b>Total</b>
	<b>For-Sale</b>	<b>Retirement Plans</b>		
Balance as of July 1, 2015	\$ 16,485	\$ (204,733)		\$ (188,248)
Other comprehensive income before reclassifications, Net of tax expense of \$9.5 million for unrealized gain/(loss) on securities available-for-sale	15,427			15,427
Amounts reclassified from accumulated other comprehensive income, Net of tax benefit of \$2.4 million for pension and post retirement plans		(3,855)		(3,855)
Net current period other comprehensive income, Net of tax expense of \$9.5 million and tax benefit of \$2.4 million for unrealized gain/(loss) on securities available-for-sale and pension and post retirement plans, respectively	15,427	(3,855)		11,572
<b>Balance as of September 30, 2015</b>	<b>\$ 31,912</b>	<b>\$ (208,588)</b>		<b>\$ (176,676)</b>
Balance as of January 1, 2015	\$ 18,581	\$ (206,827)		\$ (188,246)
Other comprehensive income before reclassifications, Net of tax expense of \$8.2 million for unrealized gain/(loss) on securities available-for-sale	13,331			13,331
Amounts reclassified from accumulated other comprehensive income, Net of tax benefit of \$1.1 million for pension and post retirement plans		(1,761)		(1,761)
Net current period other comprehensive income, Net of tax expense of \$8.2 million and tax benefit of \$1.1 million for unrealized gain/(loss) on securities available-for-sale and pension and post retirement plans, respectively	13,331	(1,761)		11,570
<b>Balance as of September 30, 2015</b>	<b>\$ 31,912</b>	<b>\$ (208,588)</b>		<b>\$ (176,676)</b>

**Table of Contents****Note 8 Changes in Accumulated Other Comprehensive Income Balances (Continued)**

The following table provides the changes in accumulated other comprehensive income by component, net of tax, for the three and nine months ended September 30, 2014:

<i>(Dollars in thousands, unless otherwise noted)</i>	<b>Unrealized Gain/(Loss) On</b>		<b>Total</b>
	<b>For-Sale</b>	<b>Retirement Plans</b>	
Balance as of July 1, 2014	\$ 15,596	\$ (137,707)	\$ (122,111)
Other comprehensive income before reclassifications, Net of tax benefit of \$7.0 million for unrealized gain/(loss) on securities available-for-sale	(11,288)		(11,288)
Amounts reclassified from accumulated other comprehensive income, Net of tax expense of \$.3 million for pension and post retirement plans		564	564
Net current period other comprehensive income, Net of tax benefit of \$7.0 million and tax expense of \$.3 million for unrealized gain/(loss) on securities available-for-sale and pension and post retirement plans, respectively	(11,288)	564	(10,724)
Balance as of September 30, 2014	\$ 4,308	\$ (137,143)	\$ (132,835)
Balance as of January 1, 2014	\$ (11,241)	\$ (138,768)	\$ (150,009)
Other comprehensive income before reclassifications, Net of tax expense of \$9.8 million for unrealized gain/(loss) on securities available-for-sale	15,549		15,549
Amounts reclassified from accumulated other comprehensive income, Net of tax expense of \$1.0 million for pension and post retirement plans		1,625	1,625
Net current period other comprehensive income, Net of tax expense of \$9.8 million and \$1.0 million for unrealized gain/(loss) on securities available-for-sale and pension and post retirement plans, respectively	15,549	1,625	17,174
Balance as of September 30, 2014	\$ 4,308	\$ (137,143)	\$ (132,835)

**Table of Contents****Note 9 Earnings Per Share**

The following table provides reconciliations of net income to net income available to common shareholders and the difference between average basic common shares outstanding and average diluted common shares outstanding:

<i>(Dollars and shares in thousands, except per share data)</i>	Three Months Ended		Nine Months Ended	
	September 30		September 30	
	2015	2014	2015	2014
Net income/(loss)	\$ 63,332	\$ 50,498	\$ 45,884	\$ 182,406
Net income attributable to noncontrolling interest	2,977	2,875	8,586	8,547
Net income/(loss) attributable to controlling interest	60,355	47,623	37,298	173,859
Preferred stock dividends	1,550	1,550	4,650	4,650
<b>Net income/(loss) available to common shareholders</b>	<b>\$ 58,805</b>	<b>\$ 46,073</b>	<b>\$ 32,648</b>	<b>\$ 169,209</b>
Weighted average common shares outstanding - basic	233,111	235,329	232,910	235,437
Effect of dilutive securities	1,947	1,533	1,928	1,732
Weighted average common shares outstanding - diluted	235,058	236,862	234,838	237,169
<b>Net income/(loss) per share available to common shareholders</b>	<b>\$ 0.25</b>	<b>\$ 0.20</b>	<b>\$ 0.14</b>	<b>\$ 0.72</b>
<b>Diluted income/(loss) per share available to common shareholders</b>	<b>\$ 0.25</b>	<b>\$ 0.19</b>	<b>\$ 0.14</b>	<b>\$ 0.71</b>

Certain previously reported amounts have been revised to reflect the retroactive effect of the adoption of ASU 2014-01, Equity Method and Joint Venture: Accounting for Investments in Qualified Affordable Housing Projects. See Note 1 - Financial Information for additional information.

The following table presents outstanding options and other equity awards that were anti-dilutive (the exercise price was higher than the weighted-average market price) excluded from the calculation of diluted earnings per share:

<i>(Dollars and shares in thousands, except per share data)</i>	Three Months Ended		Nine Months Ended	
	September 30		September 30	
	2015	2014	2015	2014
Anti-dilutive stock options	3,569	4,252	3,559	4,641
Weighted average exercise price of anti-dilutive stock options	\$ 24.22	\$ 22.74	\$ 24.46	\$ 23.79
Anti-dilutive other equity awards	124		58	



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**Table of Contents****Note 10 Contingencies and Other Disclosures*****Contingencies*****General**

Contingent liabilities arise in the ordinary course of business. Often they are related to lawsuits, arbitration, mediation, and other forms of litigation. Various litigation matters are threatened or pending against FHN and its subsidiaries. Also, FHN at times receives requests for information, subpoenas, or other inquiries from federal, state, and local regulators, from other government authorities, and from other parties concerning various matters relating to FHN's current or former lines of business. Certain matters of that sort are pending at this time, and FHN is cooperating in those matters. Pending and threatened litigation matters sometimes are resolved in court or before an arbitrator, and sometimes are settled by the parties. Regardless of the manner of resolution, frequently the most significant changes in status of a matter occur over a short time period, often following a lengthy period of little substantive activity. In view of the inherent difficulty of predicting the outcome of these matters, particularly where the claimants seek very large or indeterminate damages, or where the cases present novel legal theories or involve a large number of parties, or where claims or other actions may be possible but have not been brought, FHN cannot reasonably determine what the eventual outcome of the pending matters will be, what the timing of the ultimate resolution of these matters may be, or what the eventual loss or impact related to each matter may be. FHN establishes loss contingency liabilities for litigation matters when loss is both probable and reasonably estimable as prescribed by applicable financial accounting guidance. If loss for a matter is probable and a range of possible loss outcomes is the best estimate available, accounting guidance requires a liability to be established at the low end of the range.

Based on current knowledge, and after consultation with counsel, management is of the opinion that loss contingencies related to threatened or pending litigation matters should not have a material adverse effect on the consolidated financial condition of FHN, but may be material to FHN's operating results for any particular reporting period depending, in part, on the results from that period.

**Litigation Loss Contingencies**

As used in this Note, material loss contingency matters generally fall into at least one of the following categories: (i) FHN has determined material loss to be probable and has established a material loss liability in accordance with applicable financial accounting guidance, other than matters reported as having been substantially settled or otherwise substantially resolved; (ii) FHN has determined material loss to be probable but is not reasonably able to estimate an amount or range of material loss liability; or (iii) FHN has determined that material loss is not probable but is reasonably possible, and that the amount or range of that material loss is estimable. As defined in applicable accounting guidance, loss is reasonably possible if there is more than a remote chance of a material loss outcome for FHN. Set forth below are disclosures for certain pending or threatened litigation matters, including all matters mentioned in (i) or (ii) and certain matters mentioned in (iii). In addition, certain other matters are discussed relating to FHN's former mortgage origination and servicing businesses. In all litigation matters discussed, unless settled or otherwise resolved, FHN believes it has meritorious defenses and intends to pursue those defenses vigorously.

FHN reassesses the liability for litigation matters each quarter as the matters progress. At September 30, 2015, the aggregate amount of liabilities established for all material loss contingency matters was \$17.1 million. The liabilities discussed in this paragraph are separate from those discussed under the heading Established Repurchase Liability below.

In each material loss contingency matter, except as otherwise noted, there is a more than slight chance that each of the following outcomes will occur: the plaintiff will substantially prevail; the defense will substantially prevail; the plaintiff will prevail in part; or the matter will be settled by the parties. At September 30, 2015, FHN estimates that for all material loss contingency matters, estimable reasonably possible losses in future periods in excess of currently established liabilities could aggregate in a range from zero to approximately \$70 million.

As a result of the general uncertainties discussed above and the specific uncertainties discussed for each matter mentioned below, it is possible that the ultimate future loss experienced by FHN for any particular matter may materially exceed the amount, if any, of currently established liability for that matter. That possibility exists both for matters included in the estimated reasonable possible loss ( RPL ) range mentioned above and for matters not included in that range.

On October 30, 2015, FHN learned that an arbitration panel had awarded certain claimants \$11.6 million. This matter was brought by two former customers of FHN's subsidiary FTN Financial Securities Corp. ( FTN ), led by First United Bank & Trust, related to purchases of PreTSL securities from FTN in 2006 and 2007. After considering the terms of the award, FHN has recognized a pre-tax expense of \$11.6 million for the third quarter of 2015 related to this matter. The expense is recognized as other non-interest expense within the Fixed Income segment and is included in the aggregate liability for contingencies at September 30, 2015 reported above.

*Certain Matters Included in Reasonably Possible Loss Range*

*Debit Transaction Sequencing Litigation Matter.* FTBNA is a defendant in a putative class action lawsuit concerning overdraft fees charged in connection with debit card transactions. A key claim is that the method used to order or sequence the transactions posted each day was improper. The case is styled as *Hawkins v. First Tennessee Bank National Association*, before the Circuit Court for Shelby County, Tennessee, Case No. CT-004085-11. The plaintiff seeks actual damages of at least \$5 million, unspecified restitution of fees charged, and unspecified punitive damages, among other things. FHN's estimate of RPL for this matter is subject to significant

**Table of Contents****Note 10 Contingencies and Other Disclosures (Continued)**

uncertainties regarding: whether a class will be certified and, if so, the definition of the class; claims as to which no dollar amount is specified; the potential remedies that might be available or awarded; the ultimate outcome of potentially significant motions such as motions to dismiss, or for summary judgment; and the incomplete status of the discovery process.

*RPL-Included First Horizon Branded Mortgage Securitization Litigation Matters.* Several pending litigation matters are discussed under the heading *First Horizon Branded Mortgage Securitization Litigation Matters* below. For certain of those FHN has been able to estimate RPL. Those estimable matters are the FDIC (NY) and FDIC (AL) cases. The estimates for those matters are included in the RPL range discussed above. The RPL estimates are subject to significant uncertainties regarding: the dollar amounts claimed; the potential remedies that might be available or awarded; the outcome of any settlement discussions; the outcome of potentially significant motions; the availability of significantly dispositive defenses; the incomplete status of the discovery process; and the lack of precedent claims.

*Certain Matters Not Included in Reasonably Possible Loss Range*

Several pending litigation matters are discussed under the heading *First Horizon Branded Mortgage Securitization Litigation Matters* below. For certain of those FHN has been able to estimate RPL as mentioned in the preceding paragraph, and for others FHN has not. Those matters for which RPL currently is not estimable are the FHLB of San Francisco, Metropolitan Life, Royal Park, Integra REC and Tennessee Consolidated Retirement System indemnity cases. FHN is unable to estimate an RPL range due to significant uncertainties regarding: claims as to which the claimant specifies no dollar amount; the potential remedies that might be available or awarded; the availability of significantly dispositive defenses such as statutes of limitations or repose; the outcome of potentially dispositive early-stage motions such as motions to dismiss; the identity and value of assets that FHN may be required to repurchase for those claims seeking asset repurchase; the incomplete status of the discovery process; the lack of a precise statement of damages; and lack of precedent claims.

*Litigation Gain Contingencies*

In second quarter 2015 FHN reached an agreement with the U.S. Department of Justice ( DOJ ) and the Office of the Inspector General for the Department of Housing and Urban Development ( HUD ) to settle potential claims related to FHN's underwriting and origination of loans insured by the Federal Housing Administration ( FHA ). Under that agreement FHN paid \$212.5 million. FHN believes that certain insurance policies, having an aggregate policy limit of \$75 million, provide coverage for FHN's losses and related costs. The insurers have denied and/or reserved rights to deny coverage. FHN has brought suit against the insurers to enforce the policies under Tennessee law. In connection with this litigation the previously recognized expenses associated with the settled matter may be recouped in part. Under applicable financial accounting guidance FHN has determined that although material gain from this litigation is not probable there is more than a slight chance of a material gain outcome for FHN. FHN cannot determine a probable outcome that may result from this matter because of the uncertainty of the potential outcomes of the legal proceedings and also due to significant uncertainties regarding: legal interpretation of the relevant contracts; potential remedies that might be available or awarded; and lack of discovery.

*First Horizon Branded Mortgage Securitization Litigation Matters*

Prior to September 2008 FHN originated and sold home loan products through various channels and conducted its servicing business under the First Horizon Home Loans and First Tennessee Mortgage Servicing brands. Those sales channels included the securitization of loans into pools held by trustees and the sale of the resulting securities, sometimes called certificates, to investors. These activities are discussed in more detail below under the heading Legacy Home Loan Sales and Servicing.

At the time this report is filed, FHN, along with multiple co-defendants, is defending lawsuits brought by investors which claim that the offering documents under which certificates relating to First Horizon branded securitizations ( FH proprietary securitizations ) were sold to them were materially deficient. The plaintiffs and venues of these suits are: (1) Federal Deposit Insurance Corporation ( FDIC ) as receiver for Colonial Bank, in the U.S. District Court for the Middle District of Alabama (Case No. CV-12-791-WKW-WC); and (2) FDIC as receiver for Colonial Bank, in the U.S. District Court for the Southern District of New York (Case No. 12 Civ. 6166 (LLS)(MHD)). The plaintiffs in the pending suits claim to have purchased certificates in a number of separate FH proprietary securitizations and demand that FHN repurchase their investments, or answer in damages or rescission, among other remedies sought. A third suit of this sort, brought by Charles Schwab Corp. in the Superior Court of San Francisco, California, was settled by the parties in October 2015. Because the settlement occurred after quarter-end, liability for this suit is included in the liabilities established for material loss contingency matters mentioned above.

In some of the pending suits underwriters are co-defendants and have demanded, under provisions in the applicable underwriting agreements, that FHN indemnify them for their expenses and any losses they may incur. In addition, FHN has received indemnity demands from underwriters in certain other suits as to which investors claim to have purchased certificates in FH proprietary

**Table of Contents****Note 10 Contingencies and Other Disclosures (Continued)**

securitizations. FHN has not been named a defendant in these suits, which FHN is defending indirectly as indemnitor. The plaintiffs and venues of these other indemnity-only suits are: (3) FHLB of San Francisco, in the Superior Court of San Francisco County, California (Case No. CGC-10-497840); (4) Metropolitan Life Insurance Co., in the Supreme Court of New York County, New York (No. 651360-2012); (5) Royal Park Invs. SA/NV, in the Supreme Court of New York County, New York (No. 652607-2012); (6) Commonwealth of Virginia *ex rel.* Integra REC LLC, in the Circuit Court for the City of Richmond (No. CL14-399); and (7) Tennessee Consolidated Retirement System, in the Chancery Court for Davidson County, Tennessee (No. 13-1729-II).

Details concerning the original purchase amounts and ending balances of the investments at issue in most of these pending suits, as to which FHN is a named defendant or as to which FHN has an agreement to indemnify an underwriter defendant, are set forth below. Information about the performance of the FH proprietary securitizations related to these suits is available in monthly reports published by the trustee for the securitization trusts. FHN believes that certain plaintiffs did not purchase the entire certificate in the securitizations in which they invested. Reporting by the trustee is at a certificate level and, as a result, ending certificate balances in the following table were adjusted to reflect FHN's estimate of the ending balance of each partial certificate purchased by these plaintiffs. Plaintiffs in the pending lawsuits claim to have purchased a total of \$145.7 million of certificates and the purchase prices of the certificates subject to the indemnification requests total \$613.9 million. Although the Charles Schwab suit was pending at September 30, 2015, it was settled shortly afterward and is excluded from this table.

<i>(Dollars in thousands)</i>	Alt-A	Jumbo
<b>Vintage</b>		
Original Purchase Price:		
2005	\$ 202,417	\$
2006	325,613	32,540
2007	199,012	
Total	\$ 727,042	\$ 32,540
Ending Balance per the September 25, 2015 trust statements:		
2005	\$ 44,100	\$
2006	78,934	7,273
2007	74,397	
Total	\$ 197,431	\$ 7,273

If FHN were to repurchase certificates, it would recognize as a loss the difference between the amount paid (adjusted for any related litigation liability previously established) and the fair value of the certificates at that time.

The total ending certificate balance of the investments which are the subject of the current pending lawsuits was \$204.7 million as reported on the September 25, 2015, trust statements, with approximately 85 percent of the remaining balances performing. Cumulative losses on the investments which are the subject of the remaining lawsuits, as reported on the trust statements, represent approximately 7 percent of the original principal amount underlying the

certificates purchased. Ending certificate balances reflect the remaining principal balance on the certificates, after the monthly principal and interest distributions and after reduction for applicable cumulative and current realized losses. Recognized cumulative losses may not take into account all outstanding principal and interest amounts advanced by the servicer due to nonpayment by the borrowers; reimbursement of those advances to the servicer may increase cumulative losses. Losses often are reported by the trustee based on each certificate within a pool or group, which limits FHN's ability to ascertain losses at the individual investor level.

As discussed below under Legacy Home Loan Sales and Servicing, other investors may attempt to pursue similar claims, and securitization trustees or other parties may attempt to pursue loan repurchase, make-whole, or indemnity claims. At September 30, 2015, except for the Charles Schwab case, FHN had not recognized a liability for exposure for investment rescission, loan repurchase, damages, or other actual or potential claims arising from FHN's previous securitization and related activities.

### Legacy Home Loan Sales and Servicing

#### *Overview*

Prior to September 2008, as a means to provide liquidity for its legacy mortgage banking business, FHN originated loans through its legacy mortgage business, primarily first lien home loans, with the intention of selling them. Sales typically were effected either as non-recourse whole-loan sales or through non-recourse proprietary securitizations. Conventional conforming single-family residential mortgage loans were sold predominantly to two government-sponsored entities ( GSEs ): the Federal National Mortgage Association ( Fannie Mae, Fannie, or FNMA and the Federal Home Loan Mortgage Corporation ( Freddie Mac, Freddie, or FHLMC ).

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**Table of Contents****Note 10 Contingencies and Other Disclosures (Continued)**

Federally insured or guaranteed whole-loans were pooled, and payments to investors were guaranteed through the Government National Mortgage Association ( Ginnie Mae, Ginnie, or GNMA ). Collectively, Fannie Mae, Freddie Mac, and Ginnie Mae are referred to as the Agencies. Many mortgage loan originations, especially those nonconforming mortgage loans that did not meet criteria for whole-loan sales to the GSEs or insurance through Ginnie Mae, were sold to investors, or certificate-holders, predominantly through First Horizon ( FH ) branded proprietary securitizations but also, to a lesser extent, through whole-loan sales to private non-Agency purchasers. In addition, FHN originated with the intent to sell and sold HELOCs and second lien mortgages through whole-loan sales to private purchasers and, to a lesser extent, through FH proprietary securitizations.

On August 31, 2008 FHN sold its national mortgage origination and servicing platforms along with a portion of its servicing assets and obligations. This is sometimes referred to as the 2008 sale, the 2008 divestiture, the platform sale, or other similar terms. FHN contracted to have its remaining servicing obligations sub-serviced. Since the 2008 platform sale FHN has sold substantially all remaining servicing assets and obligations.

FHN also sold certain Agency mortgage loans with full recourse under agreements to repurchase the loans upon default, and originated or underwrote mortgage loans under the FHA insurance program mentioned above or the Veteran s Administration ( VA ) guaranty program. After the 2008 sale these lending activities continued but were substantially curtailed.

*Agency Whole-Loan Sales*

Even though Agency loans were sold without recourse for credit loss, FHN may be obligated to either repurchase a loan for the unpaid principal balance ( UPB ) or make the purchaser whole for the economic loss incurred if FHN breached representations or warranties made by FHN to the purchaser at the time of the sale. Such representations and warranties typically covered both substantive and process matters, such as the existence and sufficiency of file documentation and the absence of fraud by borrowers or other third parties such as appraisers. Since the mortgage platform sale in 2008, Agencies, primarily the two GSEs, have accounted for the vast majority of repurchase/make-whole claims received.

In the fourth quarter of 2013 FHN entered into a definitive resolution agreement ( DRA ) with Fannie Mae, and in the first quarter of 2014 FHN entered into a DRA with Freddie Mac, in each case resolving certain legacy selling representation and warranty repurchase obligations associated with loans originated from 2000 to 2008 excluding certain loans FHN no longer serviced at the time of the DRA. Under each DRA, FHN remains responsible for repurchase obligations related to certain excluded defects (such as title defects and violations of the GSE s Charter Act) and FHN continues to have obligations related to mortgage insurance rescissions, cancellations, and denials. With respect to loans where there has been a prior bulk sale of servicing, FHN is not responsible for mortgage insurance cancellations and denials to the extent attributable to the acts of the current servicer.

As a result of the DRAs, the repurchase pipeline overall is smaller, and the proportion of GSE-related repurchase requests in the pipeline also is smaller, than in periods pre-dating the DRAs. FHN s repurchase liability as of September 30, 2015 contemplates, among other things, estimates of FHN s repurchase exposure related to loans excluded from the DRAs and estimates of FHN s repurchase exposure related to certain other whole-loan sales. See Other Whole-Loan Sales and Established Repurchase Liability below for additional information.

*Other Whole-Loan Sales*

Prior to the 2008 divestiture FHN also sold first lien mortgage loans through whole-loan sales to non-Agency purchasers. FHN made contractual representations and warranties to the purchasers generally similar to those made to Agency purchasers. As of September 30, 2015, 47 percent of repurchase/make-whole claims in the repurchase pipeline relate to other whole-loan sales. These claims are included in FHN's liability methodology and the assessment of the adequacy of the repurchase and foreclosure liability.

Many of these loans were included by the purchasers in their own securitizations, not using the First Horizon brand. FHN's contractual representations and warranties to these loan purchasers generally included repurchase and indemnity covenants for losses and expenses applicable to the securitization caused by FHN's breach. Currently the following categories of legal actions are pending which involve FHN and non-Agency whole-loan sales: (i) FHN has received indemnification requests from purchasers of loans or their assignees in cases where FHN is not a defendant; (ii) FHN has received subpoenas seeking loan reviews in cases where FHN is not a defendant; (iii) FHN has received repurchase or make-whole demands from purchasers or their assignees; and (iv) FHN is a defendant in certain legal actions involving FHN-originated loans. In some cases the loans to be reviewed, or which otherwise are at issue, have not been identified specifically. Assignees can include securitizers or securitization trustees, among others. A loan is included in the repurchase pipeline only when an identifiable demand for repurchase has been made outside of active litigation.



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**Table of Contents****Note 10 Contingencies and Other Disclosures (Continued)***First Horizon Branded Proprietary Mortgage Securitizations*

From 2005 through 2007 FHN originated and sold certain non-agency, nonconforming mortgage loans, consisting of Jumbo and Alternative-A ( Alt A ) first lien mortgage loans, to private investors through 80 proprietary securitization trusts under the FH brand. Securitized loans generally were sold indirectly to investors as interests, commonly known as certificates, in the trusts. The certificates were sold to a variety of investors, including GSEs in some cases, through securities offerings under a prospectus or other offering documents. In most cases, the certificates were tiered into different risk classes, with junior classes exposed to trust losses first and senior classes exposed after junior classes were exhausted. Through third quarter 2013, FHN continued to service substantially all of the remaining loans sold through FH proprietary securitizations. In 2013 FHN contracted to sell substantially all such servicing rights and obligations, with transfers occurring largely in fourth quarter 2013 and first quarter 2014. As of September 30, 2015, the aggregate remaining UPB in active FH proprietary securitizations from 2005 through 2007 was \$5.2 billion consisting of \$3.7 billion Alt-A mortgage loans and \$1.5 billion Jumbo mortgage loans. No FH proprietary securitizations were created after 2007.

Representations and warranties were made to the securitization trustee, as the nominal purchaser of the loans, for the benefit of investors. As of September 30, 2015, the repurchase request pipeline contained no loan repurchase request related to FH proprietary first lien securitizations based on breaches of representations and warranties to the trustee.

FHN's trustee is a defendant in a lawsuit in which the plaintiffs have asserted that the trustee has duties under federal law to review loans and otherwise act against FHN outside of the duties specified in the applicable trust documents. At September 30, 2015, FHN's trustee had made no claims against FHN and no litigation by the trustee was pending against FHN.

Interests in securitized loans were sold as securities under prospectuses or other offering documents subject to the disclosure requirements of applicable federal and state securities laws. An investor could pursue (and in certain cases mentioned above, has pursued and is pursuing) a claim alleging that the prospectus or other disclosure documents were deficient by containing materially false or misleading information or by omitting material information. FHN believes a new federal securities law claim cannot be brought at this time due to the running of applicable limitation periods, but other claims might still be possible. Claims of this sort are resolved in a litigation context, unlike FHN's GSE repurchase experience. FHN's analysis of loss content and establishment of appropriate liabilities in these cases follow principles and practices associated with litigation matters as discussed above; that process does not involve the repurchase pipeline and repurchase liability.

*Other Government Entity Loan Reviews*

Certain government entities acting on behalf of several purchasers of FH proprietary and other securitizations have subpoenaed information from FHN and others. These include the FDIC (on behalf of certain failed banks) and the FHLBs of San Francisco, Atlanta, and Seattle, among others. Collectively, the subpoenas seek information concerning: a number of FH proprietary securitizations and/or underlying loan originations; and originations of certain other whole loans sold which, in many cases, were included by the purchaser in its own securitizations. See *Other Whole-Loan Sales* above for additional information concerning loans originated and sold by FHN that were included in other securitizations. Some subpoenas fail to identify the specific investments made or loans at issue. Moreover, FHN has limited information regarding at least some of the loans under review. The FDIC subpoenas partially overlap

with the ongoing litigation matters mentioned above under Litigation- Loss Contingencies. Unless and until a review becomes an identifiable repurchase claim, the associated loans are not considered part of the repurchase pipeline.

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**Table of Contents****Note 10 Contingencies and Other Disclosures (Continued)***Private Mortgage Insurance*

Private mortgage insurance ( MI ) was required by GSE rules for certain of the loans sold to GSEs and was also provided for certain of the loans that were securitized. MI generally was provided for the first lien loans sold or securitized having a loan-to-value ratio at origination of greater than 80 percent. Although unresolved MI cancellation notices related to GSE-owned loans are not formal repurchase requests, FHN includes these in the active repurchase request pipeline to the extent they relate to securitized loans or are excluded from the DRA settlements with the GSEs mentioned above. FHN tracks and monitors MI cancellation notices received when assessing the overall adequacy of FHN's repurchase liability.

*Established Repurchase Liability*

Based on currently available information and experience to date, FHN has evaluated its loan repurchase exposure and has accrued for losses of \$115.5 million and \$126.2 million as of September 30, 2015 and 2014, respectively, including a smaller amount related to equity-lending junior lien loan sales. FHN used all available information to estimate losses related to potential repurchase obligations not included in the DRAs including future MI rescissions, prior bulk servicing sales where FHN is no longer the directly responsible party but still has repurchase obligations, and obligations related to certain other loan sales, including repurchase obligations related to non-GSE loan sales. Additionally, FHN continues to monitor claims included in the active pipeline, historical repurchase rates, and loss severities. Accrued liabilities for FHN's estimate of these obligations are reflected in Other liabilities on the Consolidated Condensed Statements of Condition. Charges to increase the liability are included within Repurchase and foreclosure provision on the Consolidated Condensed Statements of Income. The estimates are based upon currently available information and fact patterns that exist as of the balance sheet dates and could be subject to future changes. Changes to any one of these factors could significantly impact the estimate of FHN's liability.

*Servicing and Foreclosure Practices*

After the 2008 platform sale a substantial portion of FHN's first lien portfolio was serviced through subservicing arrangements. FHN's servicing activities, including foreclosure and loss mitigation practices, initially were outsourced through a subservicing arrangement (the 2008 subservicing agreement ) with the platform buyer (the 2008 subservicer ). FHN entered into a replacement agreement in 2011 with a new subservicer (the 2011 subservicer ). Through third quarter 2013, FHN serviced a mortgage loan portfolio with an unpaid principal balance of approximately \$15 billion as of September 30, 2013. In fourth quarter 2013 and first quarter 2014, FHN sold substantially all remaining servicing to the 2011 subservicer. As a result, the loan portfolio serviced by FHN at September 30, 2015 had an unpaid principal balance of \$214.8 million. Servicing still retained by FHN continues to be subserviced by the 2011 subservicer.

FHN is subject to losses in its current and former loan servicing portfolio due to loan foreclosures. Foreclosure exposure arises from certain government agency agreements, as well as agreements with MI insurers, which limit the agency's repayment guarantees on foreclosed loans and allow compensatory fees and penalties and curtailments of claims for violations of agreements or insurance policies, resulting in losses to the servicer. Foreclosure exposure also includes real estate costs, marketing costs, and costs to maintain properties.

In 2011 regulators entered into consent decrees with several institutions, including FHN's 2008 subservicer, requiring comprehensive revision of loan modification and foreclosure processes, including the remediation of borrowers that have experienced financial harm. In 2012 the 2008 subservicer, along with certain others, entered into a settlement agreement with the OCC which replaced the consent decree.

Under FHN's 2008 subservicing agreement, the 2008 subservicer had the contractual right to follow FHN's prior servicing practices as they existed 180 days prior to August 2008 until the 2008 subservicer became aware that such practices did not comply with applicable servicing requirements, subject to the subservicer's obligation to follow accepted servicing practices, applicable law, and new requirements, including evolving interpretations of such practices, law and requirements. In the event of a dispute such as that described below between FHN and the 2008 subservicer over any liabilities for the subservicer's servicing and management of foreclosure or loss mitigation processes, FHN cannot predict the loss that may be incurred.

FHN's 2008 subservicer has presented invoices and made demands under the 2008 subservicing agreement that FHN pay certain costs related to tax service contracts, miscellaneous transfer costs, servicing timeline penalties, compensatory damages, and curtailments charged by GSEs and a government agency prior to FHN's transfer of subservicing to its 2011 subservicer in the amount of \$8.6 million. The 2008 subservicer also is seeking reimbursement from FHN for expenditures the 2008 subservicer has incurred or anticipates it will incur under the consent decree and supervisory guidance relating to foreclosure review (collectively, "foreclosure review expenditures"). The foreclosure review expenditures for which the 2008 subservicer has sought reimbursement total \$34.9 million. Although the most recent request was made in 2012, additional reimbursement requests might be made. FHN disagrees with

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**Table of Contents****Note 10 Contingencies and Other Disclosures (Continued)**

the 2008 subservicer's position and has made no reimbursements. In the event that the 2008 subservicer pursues its position through litigation, FHN believes it has meritorious defenses and intends to defend itself vigorously. FHN also believes that certain amounts billed to FHN by agencies for penalties and curtailments on claims by MI insurers for actions by the 2008 subservicer prior to the 2011 subservicing transfer but billed after that date are owed by the 2008 subservicer. This disagreement has the potential to result in litigation and, in any such future litigation, the claim against FHN may be substantial.

***Other Disclosures - Visa Matters***

FHN is a member of the Visa USA network. In October 2007, the Visa organization of affiliated entities completed a series of global restructuring transactions to combine its affiliated operating companies, including Visa USA, under a single holding company, Visa Inc. ( "Visa" ). Upon completion of the reorganization, the members of the Visa USA network remained contingently liable for certain Visa litigation matters (the "Covered Litigation" ). Based on its proportionate membership share of Visa USA, FHN recognized a contingent liability in fourth quarter 2007 related to this contingent obligation. In March 2008, Visa completed its initial public offering ( "IPO" ) and funded an escrow account from its IPO proceeds to be used to make payments related to the Visa litigation matters. FHN received approximately 2.4 million Class B shares in conjunction with Visa's IPO.

Conversion of these shares into Class A shares of Visa and, with limited exceptions, transfer of these shares is restricted until the final resolution of the covered litigation. In conjunction with the prior sales of Visa Class B shares in December 2010 and September 2011, FHN and the purchasers entered into derivative transactions whereby FHN will make, or receive, cash payments whenever the conversion ratio of the Visa Class B shares into Visa Class A shares is adjusted. The conversion ratio is adjusted when Visa deposits funds into the escrow account to cover certain litigation.

In July 2012, Visa and MasterCard announced a joint settlement (the "Settlement" ) related to the Payment Card Interchange matter, one of the Covered Litigation matters. Based on the amount of the Settlement attributable to Visa and an assessment of FHN's contingent liability accrued for Visa litigation matters, the Settlement did not have a material impact on FHN. In September 2014, Visa funded \$450 million into the escrow account, and as a result FHN made a payment to the derivative counterparty of \$2.4 million in October 2014. As of September 30, 2015, the conversion ratio is 165 percent reflecting the Visa stock split in March 2015, and the contingent liability is \$.8 million. Future funding of the escrow would dilute this exchange rate by an amount that is not determinable at present.

As of September 30, 2015 and 2014, the derivative liabilities were \$4.8 million and \$7.6 million, respectively.

FHN now holds approximately 1.1 million Visa Class B shares. FHN's Visa shares are not considered to be marketable and therefore are included in the Consolidated Condensed Statements of Condition at their historical cost of \$0. The Settlement has been approved by the court but that approval has been appealed by certain of the plaintiffs and a hearing was conducted in September 2015 but the court has not issued its decision. Accordingly, the outcome of this matter remains uncertain. Additionally, other Covered Litigation matters are also pending judicial resolution, including new matters filed by class members who opted-out of the Settlement. So long as any Covered Litigation matter remains pending, FHN's ability to transfer its Visa holdings continues to be restricted.

***Other Disclosures - Indemnification Agreements and Guarantees***

In the ordinary course of business, FHN enters into indemnification agreements for legal proceedings against its directors and officers and standard representations and warranties for underwriting agreements, merger and acquisition agreements, loan sales, contractual commitments, and various other business transactions or arrangements. The extent of FHN's obligations under these agreements depends upon the occurrence of future events; therefore, it is not possible to estimate a maximum potential amount of payouts that could be required with such agreements.

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**Table of Contents****Note 11 Pension, Savings, and Other Employee Benefits**

**Pension plan.** FHN sponsors a noncontributory, qualified defined benefit pension plan to employees hired or re-hired on or before September 1, 2007. Pension benefits are based on years of service, average compensation near retirement or other termination, and estimated social security benefits at age 65. Benefits under the plan are frozen so that years of service and compensation changes after 2012 do not affect the benefit owed. The contributions are based upon actuarially determined amounts necessary to fund the total benefit obligation. FHN did not make any contributions to the qualified pension plan in 2014. Future decisions to contribute to the plan will be based upon pension funding requirements under the Pension Protection Act, the maximum amount deductible under the Internal Revenue Code, and the actual performance of plan assets. Management has assessed the need for future contributions, and does not currently anticipate that FHN will make a contribution to the qualified pension plan in 2015.

FHN also maintains non-qualified plans including a supplemental retirement plan that covers certain employees whose benefits under the qualified pension plan have been limited by tax rules. These other non-qualified plans are unfunded, and contributions to these plans cover all benefits paid under the non-qualified plans. Payments made under the non-qualified plans were \$5.0 million for 2014. FHN anticipates making benefit payments under the non-qualified plans of \$5.0 million in 2015.

**Savings plan.** FHN provides all qualifying full-time employees with the opportunity to participate in the FHN tax qualified 401(k) savings plan. The qualified plan allows employees to defer receipt of earned salary, up to tax law limits, on a tax-advantaged basis. Accounts, which are held in trust, may be invested in a wide range of mutual funds and in FHN common stock. Up to tax law limits, FHN provides a 100 percent match for the first 6 percent of salary deferred, with company match contributions invested according to a participant's current investment elections. Through a non-qualified savings restoration plan, FHN provides a restorative benefit to certain highly-compensated employees who participate in the savings plan and whose contribution elections are capped by tax limitations.

**Other employee benefits.** FHN provides postretirement life insurance benefits to certain employees and also provides postretirement medical insurance benefits to retirement-eligible employees. The postretirement medical plan is contributory with FHN contributing a fixed amount for certain participants. FHN's postretirement benefits include certain prescription drug benefits. In third quarter 2015, FHN notified participants of revisions to the retiree medical plan effective January 1, 2016. In conjunction with this action, FHN recognized an \$8.3 million curtailment gain in third quarter 2015. FHN also recognized a \$1.0 million reduction in the plans' projected benefit obligation and a \$5.3 million tax affected adjustment to accumulated other comprehensive income.

**Table of Contents****Note 11 Pension, Savings, and Other Employee Benefits (Continued)**

The components of net periodic benefit cost for the three months ended September 30 are as follows:

<i>(Dollars in thousands)</i>	Pension Benefits		Other Benefits	
	2015	2014	2015	2014
<b>Components of net periodic benefit cost</b>				
Service cost	\$ 10	\$ 8	\$ 37	\$ 45
Interest cost	9,278	8,866	342	400
Expected return on plan assets	(9,354)	(10,034)	(243)	(259)
Amortization of unrecognized:				
Prior service cost/(credit)	84	86	(291)	(290)
Actuarial (gain)/loss	2,786	1,904	(334)	(377)
<b>Net periodic benefit cost</b>	<b>\$ 2,804</b>	<b>\$ 830</b>	<b>\$ (489)</b>	<b>\$ (481)</b>
<b>ACS 715 curtailment gain</b>			<b>(8,283)</b>	
<b>ACS 715 special termination benefits <sup>(a)</sup></b>		1,009		
<b>Total periodic benefit costs</b>	<b>\$ 2,804</b>	<b>\$ 1,839</b>	<b>\$ (8,772)</b>	<b>\$ (481)</b>

(a) In third quarter 2014, a one-time special termination benefits charge was recognized related to recalculation of a participant's benefit under a non-qualified plan upon retirement.

The components of net periodic benefit cost for the nine months ended September 30 are as follows:

<i>(Dollars in thousands)</i>	Pension Benefits		Other Benefits	
	2015	2014	2015	2014
<b>Components of net periodic benefit cost</b>				
Service cost	\$ 30	\$ 42	\$ 112	\$ 155
Interest cost	27,318	26,186	1,062	1,316
Expected return on plan assets	(28,137)	(30,070)	(726)	(769)
Amortization of unrecognized:				
Prior service cost/(credit)	250	260	(873)	(872)
Actuarial (gain)/loss	7,577	5,174	(822)	(755)
<b>Net periodic benefit cost</b>	<b>\$ 7,038</b>	<b>\$ 1,592</b>	<b>\$ (1,247)</b>	<b>\$ (925)</b>
<b>ACS 715 curtailment gain</b>			<b>(8,283)</b>	
<b>ACS 715 special termination benefits <sup>(a)</sup></b>		1,009		



<b>Total periodic benefit costs</b>	<b>\$ 7,038</b>	<b>\$ 2,601</b>	<b>\$ (9,530)</b>	<b>\$ (925)</b>
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- (a) In third quarter 2014, a one-time special termination benefits charge was recognized related to recalculation of a participant's benefit under a non-qualified plan upon retirement.

**Table of Contents****Note 12 Business Segment Information**

FHN has four business segments: regional banking, fixed income, corporate, and non-strategic. The regional banking segment offers financial products and services, including traditional lending and deposit taking, to retail and commercial customers in Tennessee and other selected markets. Regional banking provides investments, financial planning, trust services and asset management, credit card, and cash management. Additionally, the regional banking segment includes correspondent banking which provides credit, depository, and other banking related services to other financial institutions nationally. The fixed income segment consists of fixed income sales, trading, and strategies for institutional clients in the U.S. and abroad, as well as loan sales, portfolio advisory, and derivative sales. The corporate segment consists of unallocated corporate expenses, expense on subordinated debt issuances, bank-owned life insurance, unallocated interest income associated with excess equity, net impact of raising incremental capital, revenue and expense associated with deferred compensation plans, funds management, tax credit investment activities, acquisition-related costs, and various charges related to restructuring, repositioning, and efficiency initiatives. The non-strategic segment consists of the wind-down national consumer lending activities, legacy mortgage banking elements including servicing fees (in periods subsequent to first quarter 2014 these amounts are significantly lower), and the associated ancillary revenues and expenses related to these businesses. Non-strategic also includes the wind-down trust preferred loan portfolio and exited businesses along with the associated restructuring, repositioning, and efficiency charges.

Periodically, FHN adapts its segments to reflect managerial or strategic changes. FHN may also modify its methodology of allocating expenses and equity among segments which could change historical segment results. Total revenue, expense, and asset levels reflect those which are specifically identifiable or which are allocated based on an internal allocation method. Because the allocations are based on internally developed assignments and allocations, they are to an extent subjective. Generally, all assignments and allocations have been consistently applied for all periods presented. The following table reflects the amounts of consolidated revenue, expense, tax, and assets for each segment for the three and nine months ended September 30:

<i>(Dollars in thousands)</i>	Three Months Ended		Nine Months Ended	
	September 30		September 30	
	2015	2014	2015	2014
<b>Consolidated</b>				
Net interest income	\$ 163,562	\$ 159,541	\$ 487,068	\$ 468,668
Provision for loan losses	1,000	6,000	8,000	21,000
Noninterest income	125,103	157,815	385,093	430,446
Noninterest expense	215,436	244,016	810,051	625,222
Income/(loss) before income taxes	72,229	67,340	54,110	252,892
Provision/(benefit) for income taxes	8,897	16,842	8,226	70,486
Net income/(loss)	\$ 63,332	\$ 50,498	\$ 45,884	\$ 182,406
Average assets	\$ 25,314,761	\$ 23,802,334	\$ 25,456,596	\$ 23,786,429

Certain previously reported amounts have been revised to reflect the retroactive effect of the adoption of ASU 2014-01, Equity Method and Joint Venture: Accounting for Investments in Qualified Affordable Housing Projects. See

Note 1 - Financial Information for additional information.

**Table of Contents****Note 12 Business Segment Information (Continued)**

<i>(Dollars in thousands)</i>	Three Months Ended		Nine Months Ended	
	September 30		September 30	
	2015	2014	2015	2014
<b>Regional Banking</b>				
Net interest income	\$ 165,258	\$ 153,868	\$ 485,575	\$ 444,569
Provision/(provision credit) for loan losses	6,696	2,204	28,689	23,619
Noninterest income	62,773	64,155	188,966	190,374
Noninterest expense	135,776	135,903	415,759	401,442
Income/(loss) before income taxes	85,559	79,916	230,093	209,882
Provision/(benefit) for income taxes	30,809	28,561	82,186	74,714
Net income/(loss)	\$ 54,750	\$ 51,355	\$ 147,907	\$ 135,168
Average assets	\$ 14,991,229	\$ 13,575,811	\$ 14,750,532	\$ 13,084,962
<b>Fixed Income</b>				
Net interest income	\$ 3,008	\$ 2,950	\$ 11,628	\$ 9,013
Noninterest income	51,756	49,896	169,322	154,219
Noninterest expense	59,783	47,915	165,680	100,629
Income/(loss) before income taxes	(5,019)	4,931	15,270	62,603
Provision/(benefit) for income taxes	(2,359)	1,696	4,979	23,682
Net income/(loss)	\$ (2,660)	\$ 3,235	\$ 10,291	\$ 38,921
Average assets	\$ 2,189,076	\$ 2,003,401	\$ 2,349,551	\$ 2,038,659
<b>Corporate</b>				
Net interest income/(expense)	\$ (19,037)	\$ (14,246)	\$ (52,497)	\$ (36,137)
Noninterest income	8,559	4,139	17,845	22,569
Noninterest expense	11,521	16,511	39,460	47,370
Income/(loss) before income taxes	(21,999)	(26,618)	(74,112)	(60,938)
Provision/(benefit) for income taxes	(24,841)	(16,928)	(52,363)	(43,925)
Net income/(loss)	\$ 2,842	\$ (9,690)	\$ (21,749)	\$ (17,013)
Average assets	\$ 5,888,475	\$ 5,228,339	\$ 5,954,239	\$ 5,471,945

**Non-Strategic**

Net interest income	\$ 14,333	\$ 16,969	\$ 42,362	\$ 51,223
Provision/(provision credit) for loan losses	(5,696)	3,796	(20,689)	(2,619)
Noninterest income	2,015	39,625	8,960	63,284
Noninterest expense	8,356	43,687	189,152	75,781
Income/(loss) before income taxes	13,688	9,111	(117,141)	41,345
Provision/(benefit) for income taxes	5,288	3,513	(26,576)	16,015
Net income/(loss)	\$ 8,400	\$ 5,598	\$ (90,565)	\$ 25,330
Average assets	\$ 2,245,981	\$ 2,994,783	\$ 2,402,274	\$ 3,190,863

Certain previously reported amounts have been revised to reflect the retroactive effect of the adoption of ASU 2014-01, Equity Method and Joint Venture: Accounting for Investments in Qualified Affordable Housing Projects. See Note 1 - Financial Information for additional information.

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**Table of Contents****Note 13 Variable Interest Entities**

ASC 810 defines a VIE as an entity where the equity investors, as a group, lack either (1) the power through voting rights, or similar rights, to direct the activities of an entity that most significantly impact the entity's economic performance, (2) the obligation to absorb the expected losses of the entity, (3) the right to receive the expected residual returns of the entity, or (4) sufficient equity at risk for the entity to finance its activities by itself. A variable interest is a contractual ownership, or other interest, that fluctuates with changes in the fair value of the VIE's net assets exclusive of variable interests. Under ASC 810, as amended, a primary beneficiary is required to consolidate a VIE when it has a variable interest in a VIE that provides it with a controlling financial interest. For such purposes, the determination of whether a controlling financial interest exists is based on whether a single party has both the power to direct the activities of the VIE that most significantly impact the VIE's economic performance and the obligation to absorb losses of the VIE or the right to receive benefits from the VIE that could potentially be significant.

**Consolidated Variable Interest Entities**

FHN holds variable interests in a proprietary residential mortgage securitization trust it established prior to 2008 as a source of liquidity for consumer lending operations. Based on its restrictive nature, the trust is considered a VIE as the holders of equity at risk do not have the power through voting rights or similar rights to direct the activities that most significantly impact the trust's economic performance. In situations where the retention of MSR and other retained interests, including residual interests, results in FHN potentially absorbing losses or receiving benefits that are significant to the trust, FHN is considered the primary beneficiary, as it is also assumed to have the power as servicer to most significantly impact the activities of the VIE. Consolidation of the trust results in the recognition of the trust proceeds as restricted borrowings since the cash flows on the securitized loans can only be used to settle the obligations due to the holders of the trust securities. Except for recourse due to breaches of representations and warranties made by FHN in connection with the sale of the loans to the trust, the creditors of the trust hold no recourse to the assets of FHN. The only trust included in the September 30, 2015 and September 30, 2014 balance of consolidated proprietary residential mortgage securitizations is a HELOC securitization trust that has entered a rapid amortization period and for which FHN is obligated to provide subordinated funding. During this period, cash payments from borrowers are accumulated to repay outstanding debt securities while FHN continues to make advances to borrowers when they draw on their lines of credit. FHN then transfers the newly generated receivables into the securitization trust and is reimbursed only after other parties in the securitization have received all of the cash flows to which they are entitled. If loan losses requiring draws on the related monoline insurers' policies, which protect bondholders in the securitization, exceed a certain level, FHN may not receive reimbursement for all of the funds advanced to borrowers, as the senior bondholders and the monoline insurers typically have priority for repayment. This securitization trust is currently consolidated by FHN due to FHN's status as the Master Servicer for the securitization and the retention of a significant residual interest. Because the trust is consolidated, amounts funded from monoline insurance policies are considered as additional restricted term borrowings in FHN's Consolidated Condensed Statements of Condition.

FHN has established certain rabbi trusts related to deferred compensation plans offered to its employees. FHN contributes employee cash compensation deferrals to the trusts and directs the underlying investments made by the trusts. The assets of these trusts are available to FHN's creditors only in the event that FHN becomes insolvent. These trusts are considered VIEs as there is no equity at risk in the trusts since FHN provided the equity interest to its employees in exchange for services rendered. FHN is considered the primary beneficiary of the rabbi trusts as it has the power to direct the activities that most significantly impact the economic performance of the rabbi trusts through its ability to direct the underlying investments made by the trusts. Additionally, FHN could potentially receive benefits or absorb losses that are significant to the trusts due to its right to receive any asset values in excess of liability payoffs and its obligation to fund any liabilities to employees that are in excess of a rabbi trust's assets.



**Table of Contents****Note 13 Variable Interest Entities (Continued)**

The following table summarizes VIEs consolidated by FHN as of September 30, 2015 and 2014:

	September 30, 2015			September 30, 2014	
	Consumer Loan Securitization Carrying Value	Rabbi Trusts Used for Deferred Compensation Plans Carrying Value	Used for Consumer Loan Securitization Carrying Value	On-Balance Sheet Consumer Loan Securitization Carrying Value	Rabbi Trusts Used for Deferred Compensation Plans Carrying Value
<i>(Dollars in thousands)</i>					
<b>Assets:</b>					
Cash and due from banks	\$ 2,000	N/A	\$ 300	N/A	
Loans, net of unearned income	59,258	N/A	81,111	N/A	
Less: Allowance for loan losses	54	N/A	812	N/A	
<b>Total net loans</b>	<b>59,204</b>	<b>N/A</b>	<b>80,299</b>	<b>N/A</b>	
Other assets	114	\$ 66,490	438	\$ 66,290	
<b>Total assets</b>	<b>\$ 61,318</b>	<b>\$ 66,490</b>	<b>\$ 81,037</b>	<b>\$ 66,290</b>	
<b>Liabilities:</b>					
Term borrowings	\$ 48,491	N/A	\$ 70,720	N/A	
Other liabilities	3	\$ 49,275	4	\$ 50,477	
<b>Total liabilities</b>	<b>\$ 48,494</b>	<b>\$ 49,275</b>	<b>\$ 70,724</b>	<b>\$ 50,477</b>	

**Nonconsolidated Variable Interest Entities**

**Low Income Housing Partnerships.** First Tennessee Housing Corporation ( FTHC ), a wholly-owned subsidiary of FTBNA, makes equity investments as a limited partner in various partnerships that sponsor affordable housing projects utilizing the Low Income Housing Tax Credit ( LIHTC ) pursuant to Section 42 of the Internal Revenue Code. The purpose of these investments is to achieve a satisfactory return on capital and to support FHN's community reinvestment initiatives. The activities of the limited partnerships include the identification, development, and operation of multi-family housing that is leased to qualifying residential tenants generally within FHN's primary geographic region. LIHTC partnerships are considered VIEs as FTHC, the holder of the equity investment at risk, does not have the ability to direct the activities that most significantly affect the performance of the entity through voting rights or similar rights. FTHC could absorb losses that are significant to the LIHTC partnerships as it has a risk of loss for its capital contributions and funding commitments to each partnership. The general partners are considered the primary beneficiaries as managerial functions give them the power to direct the activities that most significantly impact the entities' economic performance and the managing members are exposed to all losses beyond FTHC's initial capital contributions and funding commitments.



LIHTC investments that do not qualify for the proportional amortization method as defined in ASU 2014-01 and discussed in Note 1 are accounted for using the equity method. Expenses associated with these investments were not material for the three and nine months ended September 30, 2015 and 2014. The following table summarizes the impact to the Provision/(benefit) for income taxes on the Consolidated Condensed Statements of Income for the three and nine month periods ending September 30, 2015 and 2014 for LIHTC investments accounted for under the proportional amortization method.

<i>(Dollars in thousands)</i>	Three Months Ended		Nine Months Ended	
	September 30		September 30	
	2015	2014	2015	2014
Provision/(benefit) for income taxes:				
Amortization of qualifying LIHTC investments	\$ 2,293	\$ 2,470	\$ 6,653	\$ 7,410
Low income housing tax credits	(2,363)	(2,462)	(7,089)	(7,387)
Other tax benefits related to qualifying LIHTC investments	(819)	(1,859)	(2,418)	(5,578)

**Other Tax Credit Investments.** First Tennessee New Markets Corporation ( FTNMC ), a wholly-owned subsidiary of FTBNA, makes equity investments through wholly-owned subsidiaries as a non-managing member in various limited liability companies ( LLCs ) that sponsor community development projects utilizing the New Market Tax Credit ( NMTC ) pursuant to Section 45 of the Internal Revenue Code. The purpose of these investments is to achieve a satisfactory return on capital and to support FHN's community reinvestment initiatives. The activities of the LLCs include providing investment capital for low-income communities within FHN's primary geographic region. A portion of the funding of FTNMC's investment in a NMTC LLC is obtained via a loan from an unrelated third-party that is typically a community development enterprise. The NMTC LLCs are considered VIEs as FTNMC, the holder of the equity investment at risk, does not have the ability to direct the activities that most significantly affect the performance of the entity through voting rights or similar rights. While FTNMC could absorb losses that are significant to the NMTC LLCs as it has a risk of loss for its initial capital contributions, the managing members are considered the primary beneficiaries as managerial functions give them the power to direct the activities that most significantly impact the NMTC LLCs' economic performance and the managing members are exposed to all losses beyond FTNMC's initial capital contributions.

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**Table of Contents****Note 13 Variable Interest Entities (Continued)**

FTHC also makes equity investments as a limited partner or non-managing member in entities that receive Historic Tax Credits pursuant to Section 47 of the Internal Revenue Code. The purpose of these entities is the rehabilitation of historic buildings with the tax credits provided to incent private investment in the historic cores of cities and towns. These entities are considered VIEs as FTHC, the holder of the equity investment at risk, does not have the ability to direct the activities that most significantly affect the performance of the entity through voting rights or similar rights. FTHC could absorb losses that are significant to the entities as it has a risk of loss for its capital contributions and funding commitments to each partnership. The managing members are considered the primary beneficiaries as managerial functions give them the power to direct the activities that most significantly impact the entities' economic performance and the managing members are exposed to all losses beyond FTHC's initial capital contributions and funding commitments.

**Small Issuer Trust Preferred Holdings.** FTBNA holds variable interests in trusts which have issued mandatorily redeemable preferred capital securities ( trust preferreds ) for smaller banking and insurance enterprises. FTBNA has no voting rights for the trusts' activities. The trusts' only assets are junior subordinated debentures of the issuing enterprises. The creditors of the trusts hold no recourse to the assets of FTBNA. These trusts meet the definition of a VIE as the holders of the equity investment at risk do not have the power through voting rights, or similar rights, to direct the activities that most significantly impact the trusts' economic performance. Based on the nature of the trusts' activities and the size of FTBNA's holdings, FTBNA could potentially receive benefits or absorb losses that are significant to the trusts regardless of whether a majority of a trust's securities are held by FTBNA. However, since FTBNA is solely a holder of the trusts' securities, it has no rights which would give it the power to direct the activities that most significantly impact the trusts' economic performance and thus it is not considered the primary beneficiary of the trusts. FTBNA has no contractual requirements to provide financial support to the trusts.

**On-Balance Sheet Trust Preferred Securitization.** In 2007, FTBNA executed a securitization of certain small issuer trust preferreds for which the underlying trust meets the definition of a VIE as the holders of the equity investment at risk do not have the power through voting rights, or similar rights, to direct the activities that most significantly impact the entity's economic performance. FTBNA could potentially receive benefits or absorb losses that are significant to the trust based on the size and priority of the interests it retained in the securities issued by the trust. However, since FTBNA did not retain servicing or other decision making rights, FTBNA is not the primary beneficiary as it does not have the power to direct the activities that most significantly impact the trust's economic performance. Accordingly, FTBNA has accounted for the funds received through the securitization as a term borrowing in its Consolidated Condensed Statements of Condition. FTBNA has no contractual requirements to provide financial support to the trust.

**Proprietary Trust Preferred Issuances.** FHN previously issued junior subordinated debt to First Tennessee Capital II ( Capital II ). Capital II was considered a VIE as FHN's capital contributions to this trust were not considered at risk in evaluating whether the holders of the equity investments at risk in the trust had the power through voting rights, or similar rights, to direct the activities that most significantly impacted the entity's economic performance. FHN was not the trust's primary beneficiary as FHN's capital contributions to the trust were not considered variable interests as they were not at risk. Consequently, Capital II was not consolidated by FHN. In third quarter 2015 FHN redeemed its junior subordinated debt, and as a result Capital II redeemed its 6.30 percent Capital Securities, Series B, and the trust was collapsed.

**Proprietary Residential Mortgage Securitizations.** FHN holds variable interests in proprietary residential mortgage securitization trusts it established prior to 2008 as a source of liquidity for its mortgage banking operations. Except for

recourse due to breaches of representations and warranties made by FHN in connection with the sale of the loans to the trusts, the creditors of the trusts hold no recourse to the assets of FHN. Additionally, FHN has no contractual requirements to provide financial support to the trusts. Based on their restrictive nature, the trusts are considered VIEs as the holders of equity at risk do not have the power through voting rights, or similar rights, to direct the activities that most significantly impact the trusts' economic performance. While FHN is assumed to have the power as servicer to most significantly impact the activities of such VIEs, in situations where FHN does not have the ability to participate in significant portions of a securitization trust's cash flows FHN is not considered the primary beneficiary of the trust. Therefore, these trusts are not consolidated by FHN.

***Agency Residential Mortgage Securitizations.*** Prior to third quarter 2008, FHN transferred first lien mortgages that were included in Agency-sponsored securitizations and retained MSR and in certain situations various other interests. Except for recourse due to breaches of representations and warranties made by FHN in connection with the sale of the loans to the trusts, the creditors of the trusts held no recourse to the assets of FHN. Additionally, FHN had no contractual requirements to provide financial support to the trusts. The Agencies' or designated third parties' status as Master Servicer and the rights they hold consistent with their guarantees on the securities issued provide them with the power to direct the activities that most significantly impact the trusts' economic performance. Thus, such trusts were not consolidated by FHN as it was not considered the primary beneficiary even in situations where it could potentially receive benefits or absorb losses that were significant to the trusts.

**Table of Contents****Note 13 Variable Interest Entities (Continued)**

**Holdings & Short Positions in Agency Mortgage-Backed Securities.** FHN holds securities issued by various Agency securitization trusts. Based on their restrictive nature, the trusts meet the definition of a VIE since the holders of the equity investments at risk do not have the power through voting rights, or similar rights, to direct the activities that most significantly impact the entities' economic performance. FHN could potentially receive benefits or absorb losses that are significant to the trusts based on the nature of the trusts' activities and the size of FHN's holdings. However, FHN is solely a holder of the trusts' securities and does not have the power to direct the activities that most significantly impact the trusts' economic performance, and is not considered the primary beneficiary of the trusts. FHN has no contractual requirements to provide financial support to the trusts.

**Commercial Loan Troubled Debt Restructurings.** For certain troubled commercial loans, FTBNA restructures the terms of the borrower's debt in an effort to increase the probability of receipt of amounts contractually due. Following a troubled debt restructuring, the borrower entity typically meets the definition of a VIE as the initial determination of whether an entity is a VIE must be reconsidered as events have proven that the entity's equity is not sufficient to permit it to finance its activities without additional subordinated financial support or a restructuring of the terms of its financing. As FTBNA does not have the power to direct the activities that most significantly impact such troubled commercial borrowers' operations, it is not considered the primary beneficiary even in situations where, based on the size of the financing provided, FTBNA is exposed to potentially significant benefits and losses of the borrowing entity. FTBNA has no contractual requirements to provide financial support to the borrowing entities beyond certain funding commitments established upon restructuring of the terms of the debt that allows for preparation of the underlying collateral for sale.

**Managed Discretionary Trusts.** FHN serves as manager over certain discretionary trusts for which it makes investment decisions on behalf of the trusts' beneficiaries in return for a reasonable management fee. The trusts meet the definition of a VIE since the holders of the equity investments at risk do not have the power, through voting rights or similar rights, to direct the activities that most significantly impact the entities' economic performance. The management fees FHN receives are not considered variable interests in the trusts as all of the requirements related to permitted levels of decision maker fees are met. Therefore, the VIEs are not consolidated by FHN as it is not the trusts' primary beneficiary. FHN has no contractual requirements to provide financial support to the trusts.

The following table summarizes FHN's nonconsolidated VIEs as of September 30, 2015:

<i>(Dollars in thousands)</i>	Maximum Loss Exposure	Liability Recognized	Classification
<b>Type</b>			
Low income housing partnerships	\$76,982	\$22,224	(a)
Other Tax Credit Investments (b) (c)	21,359		Other assets
Small issuer trust preferred holdings (d)	344,291		Loans, net of unearned income
On-balance sheet trust preferred securitization	50,037	64,137	(e)
Proprietary and agency residential mortgage securitizations	25,105		(g)

Holdings of agency mortgage-backed securities (d)	4,030,604		(h)
Short positions in agency mortgage-backed securities (f)	N/A	896	Trading liabilities
Commercial loan troubled debt restructurings (i) (j)	29,280		Loans, net of unearned income
Managed discretionary trusts (f)	N/A	N/A	N/A

- (a) Maximum loss exposure represents \$54.8 million of current investments and \$22.2 million of accrued contractual funding commitments. Accrued funding commitments represent unconditional contractual obligations for future funding events, and are also recognized in Other Liabilities. FHN currently expects to be required to fund these accrued commitments by the end of 2016.
- (b) A liability is not recognized as investments are written down over the life of the related tax credit.
- (c) Maximum loss exposure represents current investment balance. Of the initial investment, \$18.0 million was funded through loans from community development enterprises.
- (d) Maximum loss exposure represents the value of current investments. A liability is not recognized as FHN is solely a holder of the trusts' securities.
- (e) Includes \$112.5 million classified as Loans, net of unearned income, and \$1.7 million classified as Trading securities which are offset by \$64.1 million classified as Term borrowings.
- (f) No exposure to loss due to the nature of FHN's involvement.
- (g) Includes \$.6 million classified as MSR related to proprietary and agency residential mortgage securitizations and \$4.6 million classified as Trading securities related to proprietary residential mortgage securitizations. Aggregate servicing advances of \$19.9 million are classified as Other assets.
- (h) Includes \$549.2 million classified as Trading securities and \$3.5 billion classified as Securities available-for-sale.
- (i) Maximum loss exposure represents \$29.2 million of current receivables and \$.1 million of contractual funding commitments on loans related to commercial borrowers involved in a troubled debt restructuring.
- (j) A liability is not recognized as the loans are the only variable interests held in the troubled commercial borrowers operations.

**Table of Contents****Note 13 Variable Interest Entities (Continued)**

The following table summarizes FHN's nonconsolidated VIEs as of September 30, 2014:

<i>(Dollars in thousands)</i>	Maximum Loss Exposure	Liability Recognized	Classification
<b>Type</b>			
Low income housing partnerships	\$63,921	\$5,937	(a)
Other Tax Credit Investments (b) (c)	22,077		Other assets
Small issuer trust preferred holdings (d)			Loans, net of unearned income
	364,912		
On-balance sheet trust preferred securitization	52,320	61,853	(e)
Proprietary trust preferred issuances (f)	N/A	206,186	Term borrowings
Proprietary and agency residential mortgage securitizations	26,973		(g)
Holdings of agency mortgage-backed securities (d)	3,843,125		(h)
Commercial loan troubled debt restructurings (i) (j)	55,539		Loans, net of unearned income
Managed discretionary trusts (f)	N/A	N/A	N/A

Certain previously reported amounts have been revised to reflect the retroactive effect of the adoption of ASU 2014-01, *Equity Method and Joint Ventures: Accounting for Investments in Qualified Affordable Housing Projects*. See Note 1 *Financial Information* for additional information.

- (a) Maximum loss exposure represents \$58.0 million of current investments and \$5.9 million of accrued contractual funding commitments. Accrued funding commitments represent unconditional contractual obligations for future funding events, and are also recognized in Other Liabilities. FHN currently expects to be required to fund these accrued commitments by the end of 2016.
- (b) A liability is not recognized as investments are written down over the life of the related tax credit.
- (c) Maximum loss exposure represents current investment balance. Of the initial investment, \$18.0 million was funded through loans from community development enterprises.
- (d) Maximum loss exposure represents the value of current investments. A liability is not recognized as FHN is solely a holder of the trusts' securities.
- (e) Includes \$112.5 million classified as Loans, net of unearned income, and \$1.7 million classified as Trading securities which are offset by \$61.9 million classified as Term borrowings.
- (f) No exposure to loss due to the nature of FHN's involvement.
- (g) Includes \$.9 million classified as MSR related to proprietary and agency residential mortgage securitizations and \$6.1 million classified as Trading securities related to proprietary and agency residential mortgage securitizations. Aggregate servicing advances of \$19.9 million are classified as Other assets.
- (h) Includes \$502.6 million classified as Trading securities and \$3.3 billion classified as Securities available-for-sale.
- (i)

Maximum loss exposure represents \$52.4 million of current receivables and \$3.1 million of contractual funding commitments on loans related to commercial borrowers involved in a troubled debt restructuring.

- (j) A liability is not recognized as the loans are the only variable interests held in the troubled commercial borrowers operations.

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**Table of Contents****Note 14 Derivatives**

In the normal course of business, FHN utilizes various financial instruments (including derivative contracts and credit-related agreements) through its fixed income and risk management operations, as part of its risk management strategy and as a means to meet customers' needs. Derivative instruments are subject to credit and market risks in excess of the amount recorded on the balance sheet as required by GAAP. The contractual or notional amounts of these financial instruments do not necessarily represent credit or market risk. However, they can be used to measure the extent of involvement in various types of financial instruments. Controls and monitoring procedures for these instruments have been established and are routinely reevaluated. The Asset/Liability Committee (ALCO) controls, coordinates, and monitors the usage and effectiveness of these financial instruments.

Credit risk represents the potential loss that may occur if a party to a transaction fails to perform according to the terms of the contract. The measure of credit exposure is the replacement cost of contracts with a positive fair value. FHN manages credit risk by entering into financial instrument transactions through national exchanges, primary dealers or approved counterparties, and by using mutual margining and master netting agreements whenever possible to limit potential exposure. FHN also maintains collateral posting requirements with certain counterparties to limit credit risk. On September 30, 2015 and 2014, respectively, FHN had \$88.6 million and \$89.8 million of cash receivables and \$47.4 million and \$68.1 million of cash payables related to collateral posting under master netting arrangements, inclusive of collateral posted related to contracts with adjustable collateral posting thresholds and over collateralized positions, with derivative counterparties. With exchange-traded contracts, the credit risk is limited to the clearinghouse used. For non-exchange traded instruments, credit risk may occur when there is a gain in the fair value of the financial instrument and the counterparty fails to perform according to the terms of the contract and/or when the collateral proves to be of insufficient value. See additional discussion regarding master netting agreements and collateral posting requirements later in this note under the heading **Master Netting and Similar Agreements**. Market risk represents the potential loss due to the decrease in the value of a financial instrument caused primarily by changes in interest rates or the prices of debt instruments. FHN manages market risk by establishing and monitoring limits on the types and degree of risk that may be undertaken. FHN continually measures this risk through the use of models that measure value-at-risk and earnings-at-risk.

**Derivative Instruments.** FHN enters into various derivative contracts both in a dealer capacity, to facilitate customer transactions, and as a risk management tool. Where contracts have been created for customers, FHN enters into transactions with dealers to offset its risk exposure. Contracts with dealers that require central clearing are novated to a clearing agent who becomes FHN's counterparty. Derivatives are also used as a risk management tool to hedge FHN's exposure to changes in interest rates or other defined market risks.

Forward contracts are over-the-counter contracts where two parties agree to purchase and sell a specific quantity of a financial instrument at a specified price, with delivery or settlement at a specified date. Futures contracts are exchange-traded contracts where two parties agree to purchase and sell a specific quantity of a financial instrument at a specified price, with delivery or settlement at a specified date. Interest rate option contracts give the purchaser the right, but not the obligation, to buy or sell a specified quantity of a financial instrument, at a specified price, during a specified period of time. Caps and floors are options that are linked to a notional principal amount and an underlying indexed interest rate. Interest rate swaps involve the exchange of interest payments at specified intervals between two parties without the exchange of any underlying principal. Swaptions are options on interest rate swaps that give the purchaser the right, but not the obligation, to enter into an interest rate swap agreement during a specified period of time.

**Trading Activities**



FHN's fixed income segment trades U.S. Treasury, U.S. Agency, mortgage-backed, corporate and municipal fixed income securities, and other securities for distribution to customers. When these securities settle on a delayed basis, they are considered forward contracts. Fixed income also enters into interest rate contracts, including caps, swaps, and floors, for its customers. In addition, fixed income enters into futures and option contracts to economically hedge interest rate risk associated with a portion of its securities inventory. These transactions are measured at fair value, with changes in fair value recognized currently in fixed income noninterest income. Related assets and liabilities are recorded on the Consolidated Condensed Statements of Condition as Derivative assets and Derivative liabilities. The FTN Financial Risk Committee and the Credit Risk Management Committee collaborate to mitigate credit risk related to these transactions. Credit risk is controlled through credit approvals, risk control limits, and ongoing monitoring procedures. Total trading revenues were \$43.0 million and \$41.2 million for the three months ended September 30, 2015 and 2014, respectively, and \$143.2 million and \$131.3 million for the nine months ended September 30, 2015 and 2014, respectively. Total revenues are inclusive of both derivative and non-derivative financial instruments, and are included in fixed income noninterest income.

**Table of Contents****Note 14 Derivatives (Continued)**

The following tables summarize FHN's derivatives associated with fixed income trading activities as of September 30, 2015 and 2014:

<i>(Dollars in thousands)</i>	<b>September 30, 2015</b>		
	<b>Notional</b>	<b>Assets</b>	<b>Liabilities</b>
Customer Interest Rate Contracts	\$ 1,670,717	\$ 82,905	\$ 1,512
Offsetting Upstream Interest Rate Contracts	1,670,717	1,512	82,905
Option Contracts Purchased	10,000	23	
Forwards and Futures Purchased	3,458,150	15,561	353
Forwards and Futures Sold	3,578,542	774	15,568

<i>(Dollars in thousands)</i>	<b>September 30, 2014</b>		
	<b>Notional</b>	<b>Assets</b>	<b>Liabilities</b>
Customer Interest Rate Contracts	\$ 1,731,047	\$ 69,878	\$ 5,778
Offsetting Upstream Interest Rate Contracts	1,731,047	5,778	69,878
Option Contracts Purchased	10,000	27	
Option Contracts Written	7,500		6
Forwards and Futures Purchased	1,866,521	2,047	614
Forwards and Futures Sold	2,311,144	1,134	2,281

**Interest Rate Risk Management**

FHN's ALCO focuses on managing market risk by controlling and limiting earnings volatility attributable to changes in interest rates. Interest rate risk exists to the extent that interest-earning assets and interest-bearing liabilities have different maturity or repricing characteristics. FHN uses derivatives, including swaps, caps, options, and collars, that are designed to moderate the impact on earnings as interest rates change. Interest paid or received for swaps utilized by FHN to hedge the fair value of long term debt is recognized as an adjustment of the interest expense of the liabilities whose risk is being managed. FHN's interest rate risk management policy is to use derivatives to hedge interest rate risk or market value of assets or liabilities, not to speculate. In addition, FHN has entered into certain interest rate swaps and caps as a part of a product offering to commercial customers that includes customer derivatives paired with upstream offsetting market instruments that, when completed, are designed to mitigate interest rate risk. These contracts do not qualify for hedge accounting and are measured at fair value with gains or losses included in current earnings in Noninterest expense on the Consolidated Condensed Statements of Income.

FHN has entered into pay floating, receive fixed interest rate swaps to hedge the interest rate risk of certain term borrowings totaling \$250.0 million and \$554.0 million on September 30, 2015 and 2014, respectively. These swaps have been accounted for as fair value hedges under the shortcut method. The balance sheet amount of these swaps was \$6.1 million and \$21.4 million in Derivative assets on September 30, 2015 and 2014, respectively. \$304.0 million of these borrowings matured in January 2015.

FHN has designated a derivative transaction in a hedging strategy to manage interest rate risk on its \$500 million noncallable senior debt maturing in December 2015. This derivative qualifies for hedge accounting under ASC 815-20 using the long-haul method. FHN entered into a pay floating, receive fixed interest rate swap to hedge the interest rate

risk on this debt. The balance sheet amount of this swap was \$2.1 million and \$11.3 million in Derivative assets as of September 30, 2015 and 2014, respectively. There was no ineffectiveness related to this hedge.

Prior to third quarter 2015, FHN designated derivative transactions in hedging strategies to manage interest rate risk on subordinated debt related to its trust preferred securities. These qualified for hedge accounting under ASC 815-20 using the long-haul method. FHN hedged the interest rate risk of the subordinated debt totaling \$200 million using a pay floating, receive fixed interest rate swap. The balance sheet amount of this swap was \$9.8 million in Derivative liabilities as of September 30, 2014. There was no ineffectiveness related to this hedge. In third quarter 2015, FHN called its junior subordinated debt, which triggered a call of the trust preferred securities, and removed all associated hedges. The redemption resulted in a gain on extinguishment of debt of \$5.8 million.

FHN has designated a derivative transaction in a hedging strategy to manage interest rate risk on \$400.0 million of senior debt issued by FTBNA which matures in December 2019. This qualifies for hedge accounting under ASC 815-20 using the long-haul method. FHN entered into a pay floating, receive fixed interest rate swap to hedge the interest rate risk of the senior debt. The balance sheet impact of this swap was \$8.8 million in Derivative assets as of September 30, 2015. There was an insignificant level of ineffectiveness related to this hedge.

**Table of Contents****Note 14 Derivatives (Continued)**

The following tables summarize FHN's derivatives associated with interest rate risk management activities as of and for the three and nine months ended September 30, 2015 and 2014:

<i>(Dollars in thousands)</i>	<b>Notional</b>	<b>Assets</b>	<b>Liabilities</b>	<b>Gains/(Losses)</b>	
				<b>Three Months Ended September 30, 2015</b>	<b>Nine Months Ended September 30, 2015</b>
<b>Customer Interest Rate Contracts Hedging</b>					
<i>Hedging Instruments and Hedged Items:</i>					
Customer Interest Rate Contracts (a)	\$ 790,321	\$ 34,507	\$ 210	\$ 10,558	\$ 8,643
Offsetting Upstream Interest Rate Contracts (a)	790,321	210	35,007	(10,558)	(8,643)
<b>Debt Hedging</b>					
<i>Hedging Instruments:</i>					
Interest Rate Swaps (b)	\$ 1,150,000	\$ 16,960	\$ N/A	\$ 3,247	\$ (6,593)
<i>Hedged Items:</i>					
Term Borrowings (b)	N/A	N/A	\$ 1,150,000 (c)	\$ (3,167)(d)	\$ 6,645 (d)

<i>(Dollars in thousands)</i>	<b>Notional</b>	<b>Assets</b>	<b>Liabilities</b>	<b>Gains/(Losses)</b>	
				<b>Three Months Ended September 30, 2014</b>	<b>Nine Months Ended September 30, 2014</b>
<b>Customer Interest Rate Contracts Hedging</b>					
<i>Hedging Instruments and Hedged Items:</i>					
Customer Interest Rate Contracts (a)	\$ 742,065	\$ 25,039	\$ 1,128	\$ (3,235)	\$ (1,166)
Offsetting Upstream Interest Rate Contracts (a)	742,065	1,128	25,539	3,235	1,166
<b>Debt Hedging</b>					
<i>Hedging Instruments:</i>					
Interest Rate Swaps (b)	\$ 1,254,000	\$ 32,711	\$ 9,787	\$ (7,074)	\$ (10,313)
<i>Hedged Items:</i>					
Term Borrowings (b)	N/A	N/A	\$ 1,254,000 (c)	\$ 7,074 (d)	\$ 10,313 (d)

- (a) Gains/losses included in the All other expense section of the Consolidated Condensed Statements of Income.
- (b) Gains/losses included in the All other income and commissions section of the Consolidated Condensed Statements of Income.
- (c) Represents par value of term borrowings being hedged.
- (d) Represents gains and losses attributable to changes in fair value due to interest rate risk as designated in ASC 815-20 hedging relationships.

FHN hedges held-to-maturity trust preferred loans which have an initial fixed rate term before conversion to a floating rate. FHN has entered into pay fixed, receive floating interest rate swaps to hedge the interest rate risk associated with this initial term. Interest paid or received for these swaps is recognized as an adjustment of the interest income of the assets whose risk is being hedged. Basis adjustments remaining at the end of the hedge term are being amortized as an adjustment to interest income over the remaining life of the loans. Gains or losses are included in Other income and commissions on the Consolidated Condensed Statements of Income.

**Table of Contents****Note 14 Derivatives (Continued)**

The following tables summarize FHN's derivative activities associated with held-to-maturity trust preferred loans as of and for the three and nine months ended September 30, 2015 and 2014:

<i>(Dollars in thousands)</i>	<b>Notional</b>	<b>Assets</b>	<b>Liabilities</b>	<b>Gains/(Losses)</b>	
				<b>Three Months Ended September 30, 2015</b>	<b>Nine Months Ended September 30, 2015</b>
<b>Loan Portfolio Hedging</b>					
<i>Hedging Instruments:</i>					
Interest Rate Swaps	\$ 6,500	N/A	\$ 600	\$ 40	\$ 144
<i>Hedged Items:</i>					
Trust Preferred Loans (a)	N/A	\$ 6,500 (b)	N/A	\$ (39) (c)	\$ (142) (c)

<i>(Dollars in thousands)</i>	<b>Notional</b>	<b>Assets</b>	<b>Liabilities</b>	<b>Gains/(Losses)</b>	
				<b>Three Months Ended September 30, 2014</b>	<b>Nine Months Ended September 30, 2014</b>
<b>Loan Portfolio Hedging</b>					
<i>Hedging Instruments:</i>					
Interest Rate Swaps	\$ 6,500	N/A	\$ 791	\$ 110	\$ 215
<i>Hedged Items:</i>					
Trust Preferred Loans (a)	N/A	\$ 6,500 (b)	N/A	\$ (109) (c)	\$ (213) (c)

- (a) Assets included in the Loans, net of unearned income section of the Consolidated Condensed Statements of Condition.
- (b) Represents principal balance being hedged.
- (c) Represents gains and losses attributable to changes in fair value due to interest rate risk as designated in ASC 815-20 hedging relationships.

**Other Derivatives**

In conjunction with the sales of a portion of its Visa Class B shares, FHN and the purchaser entered into derivative transactions whereby FHN will make or receive cash payments whenever the conversion ratio of the Visa Class B shares into Visa Class A shares is adjusted. As of September 30, 2015, the derivative liabilities associated with the sales of Visa Class B shares were \$4.8 million compared to \$7.6 million as of September 30, 2014. See the Visa Matters section of Note 10 Contingencies and Other Disclosures for more information regarding FHN's Visa shares.

FHN utilizes cross currency swaps and cross currency interest rate swaps to economically hedge its exposure to foreign currency risk and interest rate risk associated with non-U.S. dollar denominated loans. As of September 30,

2015, these loans were valued at \$2.8 million. The balance sheet amount and the gains/losses associated with these derivatives were not significant. As of September 30, 2014, these loans were settled and so were the derivatives associated with them.

#### Master Netting and Similar Agreements

As previously discussed, FHN uses master netting agreements, mutual margining agreements and collateral posting requirements to minimize credit risk on derivative contracts. Master netting and similar agreements are used when counterparties have multiple derivatives contracts that allow for a right of setoff, meaning that a counterparty may net offsetting positions and collateral with the same counterparty under the contract to determine a net receivable or payable. The following discussion provides an overview of these arrangements which may vary due to the derivative type and market in which a derivative transaction is executed.

Interest rate derivatives are subject to agreements consistent with standard agreement forms of the International Swap and Derivatives Association ( ISDA ). Currently, all interest rate derivative contracts are entered into as over-the-counter transactions and collateral posting requirements are based on the net asset or liability position with each respective counterparty. For contracts that require central clearing, novation to a counterparty with access to a clearinghouse occurs and collateral is posted. Cash collateral received (posted) for interest rate derivatives is recognized as a liability (asset) on FHN's balance sheet.

Interest rate derivatives with customers that are smaller financial institutions typically require posting of collateral by the counterparty to FHN. This collateral is subject to a threshold with daily adjustments based upon changes in the level or fair value of the derivative position. Positions and related collateral can be netted in the event of default. Collateral pledged by a counterparty is typically cash or securities. The securities pledged as collateral are not recognized within FHN's Consolidated Condensed Statements of Condition. Interest rate derivatives associated with lending arrangements share the collateral with the related loan(s). The derivative and loan positions may be netted in the event of default. For disclosure purposes, the entire collateral amount is allocated to the loan.

Interest rate derivatives with larger financial institutions entered into prior to required central clearing typically contain provisions whereby the collateral posting thresholds under the agreements adjust based on the credit ratings of both counterparties. If the credit

**Table of Contents****Note 14 Derivatives (Continued)**

rating of FHN and/or FTBNA is lowered, FHN could be required to post additional collateral with the counterparties. Conversely, if the credit rating of FHN and/or FTBNA is increased, FHN could have collateral released and be required to post less collateral in the future. Also, if a counterparty's credit ratings were to decrease, FHN and/or FTBNA could require the posting of additional collateral; whereas if a counterparty's credit ratings were to increase, the counterparty could require the release of excess collateral. Collateral for these arrangements is adjusted daily based on changes in the net fair value position with each counterparty.

The net fair value, determined by individual counterparty, of all derivative instruments with adjustable collateral posting thresholds was \$93.1 million of assets and \$79.7 million of liabilities on September 30, 2015, and \$104.7 million of assets and \$77.6 million of liabilities on September 30, 2014. As of September 30, 2015 and 2014, FHN had received collateral of \$156.9 million and \$191.5 million and posted collateral of \$79.9 million and \$80.6 million, respectively, in the normal course of business related to these agreements.

Certain agreements entered into prior to required central clearing also contain accelerated termination provisions, inclusive of the right of offset, if a counterparty's credit rating falls below a specified level. If a counterparty's debt rating (including FHN's and FTBNA's) were to fall below these minimums, these provisions would be triggered, and the counterparties could terminate the agreements and require immediate settlement of all derivative contracts under the agreements. The net fair value, determined by individual counterparty, of all derivative instruments with credit-risk-related contingent accelerated termination provisions was \$93.1 million of assets and \$20.2 million of liabilities on September 30, 2015, and \$104.7 million of assets and \$19.1 million of liabilities on September 30, 2014. As of September 30, 2015 and 2014, FHN had received collateral of \$156.9 million and \$191.5 million and posted collateral of \$24.6 million and \$26.3 million, respectively, in the normal course of business related to these contracts.

FHN's fixed income segment buys and sells various types of securities for its customers. When these securities settle on a delayed basis, they are considered forward contracts, and are generally not subject to master netting agreements. For futures and options, FHN transacts through a third party, and the transactions are subject to margin and collateral maintenance requirements. In the event of default, open positions can be offset along with the associated collateral.

For this disclosure, FHN considers the impact of master netting and other similar agreements which allow FHN to settle all contracts with a single counterparty on a net basis and to offset the net derivative asset or liability position with the related securities and cash collateral. The application of the collateral cannot reduce the net derivative asset or liability position below zero, and therefore any excess collateral is not reflected in the tables below.

The following table provides a detail of derivative assets and collateral received as presented on the Consolidated Condensed Statements of Condition as of September 30:

<i>(Dollars in thousands)</i>	Gross amount of recognized assets	Gross amount offset in the Statement	Net amounts of assets presented in the Statement of	Gross amounts not offset in the Statement of Condition Derivative liabilities available for offset	Collateral Received	Net amount
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		of	Condition			
		Condition	(a)			
Derivative assets:						
<b>2015 (b)</b>	<b>\$ 136,098</b>	<b>\$</b>	<b>\$ 136,098</b>	<b>\$ (9,748)</b>	<b>\$ (121,401)</b>	<b>\$ 4,949</b>
2014 (b)	134,534		134,534	(24,210)	(110,262)	62

- (a) Included in Derivative assets on the Consolidated Condensed Statements of Condition. As of September 30, 2015 and 2014, \$16.5 million and \$3.2 million, respectively, of derivative assets (primarily fixed income forward contracts) have been excluded from these tables because they are generally not subject to master netting or similar agreements.
- (b) 2015 and 2014 are comprised entirely of interest rate derivative contracts.

**Table of Contents****Note 14 Derivatives (Continued)**

The following table provides a detail of derivative liabilities and collateral pledged as presented on the Consolidated Condensed Statements of Condition as of September 30:

<i>(Dollars in thousands)</i>	Gross amounts of recognized liabilities	Gross amounts offset in the Statement of Condition	Net amounts of liabilities presented in the Statement of Condition (a)	Gross amounts not offset in the Statement of Condition		Net amount
				Derivative assets available for offset	Collateral pledged	
<b>Derivative liabilities:</b>						
<b>2015 (b)</b>	<b>\$ 120,234</b>	<b>\$</b>	<b>\$ 120,234</b>	<b>\$ (9,748)</b>	<b>\$ (78,211)</b>	<b>\$ 32,275</b>
2014 (b)	112,901		112,901	(24,210)	(77,755)	10,936

- (a) Included in Derivative liabilities on the Consolidated Condensed Statements of Condition. As of September 30, 2015 and 2014, \$20.7 million and \$10.5 million, respectively, of derivative liabilities (primarily fixed income forward contracts) have been excluded from these tables because they are generally not subject to master netting or similar agreements.
- (b) 2015 and 2014 are comprised entirely of interest rate derivative contracts.

**Table of Contents****Note 15 Master Netting and Similar Agreements - Repurchase, Reverse Repurchase, and Securities Borrowing and Lending Transactions**

For repurchase, reverse repurchase and securities borrowing and lending transactions, FHN and each counterparty have the ability to offset all open positions and related collateral in the event of default. Due to the nature of these transactions, the value of the collateral for each transaction approximates the value of the corresponding receivable or payable. For repurchase agreements within FHN's fixed income business, transactions are collateralized by securities which are delivered on the settlement date and are maintained throughout the term of the transaction. For FHN's repurchase agreements through banking activities, securities are typically pledged at the time of the transaction and not released until settlement. For asset positions, the collateral is not included on FHN's Consolidated Condensed Statements of Condition. For liability positions, securities collateral pledged by FHN is generally represented within FHN's trading or available-for-sale securities portfolios.

For this disclosure, FHN considers the impact of master netting and other similar agreements that allow FHN to settle all contracts with a single counterparty on a net basis and to offset the net asset or liability position with the related securities collateral. The application of the collateral cannot reduce the net asset or liability position below zero, and therefore any excess collateral is not reflected in the tables below.

The following table provides a detail of Securities purchased under agreements to resell as presented on the Consolidated Condensed Statements of Condition and collateral pledged by counterparties as of September 30:

<i>(Dollars in thousands)</i>	Gross amounts not offset in the Statement of Condition					Net amount
	Gross amount of recognized assets	Net amounts of Condition	Offsetting securities sold under agreements to repurchase	Securities collateral not recognized on FHN's Statement of Condition)	Collateral	
Securities purchased under agreements to resell:						
<b>2015</b>	<b>\$ 793,098</b>	<b>\$ 793,098</b>	<b>\$ (2,909)</b>	<b>\$ (782,844)</b>	<b>\$ 7,345</b>	
2014	561,802	561,802	(53,382)	(500,659)	7,761	

The following table provides a detail of Securities sold under agreements to repurchase as presented on the Consolidated Condensed Statements of Condition and collateral pledged by FHN as of September 30:

<i>(Dollars in thousands)</i>	Gross amounts not offset in the Statement of Condition					Net amount
	Gross amount of recognized liabilities	Net amounts of Condition	Offsetting securities purchased under agreements to resell	Securities Collateral	Collateral	

Securities sold under agreements to repurchase:						
<b>2015</b>	<b>\$ 332,329</b>	<b>\$</b>	<b>\$ 332,329</b>	<b>\$ (2,909)</b>	<b>\$ (329,420)</b>	<b>\$</b>
2014	479,384		479,384	(53,382)	(425,986)	16

Due to the short duration of Securities sold under agreements to repurchase and the nature of collateral involved, the risks associated with these transactions are considered minimal. The following table provides a detail, by collateral type, of the remaining contractual maturity of Securities sold under agreements to repurchase as of September 30:

<i>(Dollars in thousands)</i>	September 30, 2015		
	Overnight and Continuous	Up to 30 Days	Total
Securities sold under agreements to repurchase:			
U.S. treasuries	\$ 23,812	\$	\$ 23,812
Government agency issued CMO	297,578	10,939	308,517
Total Securities sold under agreements to repurchase	\$ 321,390	\$ 10,939	\$ 332,329

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**Note 16 Fair Value of Assets & Liabilities**

FHN groups its assets and liabilities measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. This hierarchy requires FHN to maximize the use of observable market data, when available, and to minimize the use of unobservable inputs when determining fair value. Each fair value measurement is placed into the proper level based on the lowest level of significant input. These levels are:

Level 1 - Valuation is based upon quoted prices for identical instruments traded in active markets.

Level 2 - Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3 - Valuation is generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models, and similar techniques.

Transfers between fair value levels are recognized at the end of the fiscal quarter in which the associated change in inputs occurs.

**Table of Contents****Note 16 Fair Value of Assets & Liabilities (Continued)****Recurring Fair Value Measurements**

The following table presents the balance of assets and liabilities measured at fair value on a recurring basis as of September 30, 2015:

<i>(Dollars in thousands)</i>	September 30, 2015			Total
	Level 1	Level 2	Level 3	
<b>Trading securities - fixed income:</b>				
U.S. treasuries	\$	\$ 97,211	\$	\$ 97,211
Government agency issued MBS		265,290		265,290
Government agency issued CMO		283,927		283,927
Other U.S. government agencies		113,739		113,739
States and municipalities		65,255		65,255
Trading Loans		16,943		16,943
Corporate and other debt		381,470	5	381,475
Equity, mutual funds, and other		742		742
Total trading securities - fixed income		1,224,577	5	1,224,582
<b>Trading securities - mortgage banking</b>				
Loans held-for-sale			4,598	4,598
Securities available-for-sale:			26,789	26,789
U.S. treasuries		100		100
Government agency issued MBS		945,951		945,951
Government agency issued CMO		2,535,436		2,535,436
Other U.S. government agencies			1,446	1,446
States and municipalities		7,655	1,500	9,155
Equity, mutual funds, and other	25,840			25,840
Total securities available-for-sale	25,840	3,489,142	2,946	3,517,928
<b>Other assets:</b>				
Mortgage servicing rights			1,993	1,993
Deferred compensation assets	25,972			25,972
Derivatives, forwards and futures	16,335			16,335
Derivatives, interest rate contracts		136,121		136,121
Derivatives, other		92		92
Total other assets	42,307	136,213	1,993	180,513
Total assets	\$ 68,147	\$ 4,849,932	\$ 36,331	\$ 4,954,410

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<b>Trading liabilities - fixed income:</b>				
U.S. treasuries	\$	\$ 478,759	\$	\$ 478,759
Government agency issued MBS		1,481		1,481
Other U.S. government agencies		6,482		6,482
Corporate and other debt		301,841		301,841
<b>Total trading liabilities - fixed income</b>		<b>788,563</b>		<b>788,563</b>
<b>Other liabilities:</b>				
Derivatives, forwards and futures		15,921		15,921
Derivatives, interest rate contracts		120,234		120,234
Derivatives, other			4,810	4,810
<b>Total other liabilities</b>		<b>15,921</b>	<b>120,234</b>	<b>4,810</b>
<b>Total liabilities</b>	<b>\$ 15,921</b>	<b>\$ 908,797</b>	<b>\$ 4,810</b>	<b>\$ 929,528</b>

**Table of Contents****Note 16 Fair Value of Assets & Liabilities (Continued)**

The following table presents the balance of assets and liabilities measured at fair value on a recurring basis as of September 30, 2014:

<i>(Dollars in thousands)</i>	September 30, 2014			Total
	Level 1	Level 2	Level 3	
<b>Trading securities - fixed income:</b>				
U.S. treasuries	\$	\$ 247,796	\$	\$ 247,796
Government agency issued MBS		301,559		301,559
Government agency issued CMO		201,016		201,016
Other U.S. government agencies		108,874		108,874
States and municipalities		42,900		42,900
Corporate and other debt		379,768	5	379,773
Equity, mutual funds, and other		49,986		49,986
<b>Total trading securities - fixed income</b>		<b>1,331,899</b>	<b>5</b>	<b>1,331,904</b>
Trading securities - mortgage banking			6,118	6,118
Loans held-for-sale			31,443	31,443
<b>Securities available-for-sale:</b>				
U.S. treasuries		100		100
Government agency issued MBS		716,865		716,865
Government agency issued CMO		2,623,685		2,623,685
Other U.S. government agencies			1,929	1,929
States and municipalities		8,705	1,500	10,205
Equity, mutual funds, and other	26,080			26,080
<b>Total securities available-for-sale</b>	<b>26,080</b>	<b>3,349,355</b>	<b>3,429</b>	<b>3,378,864</b>
<b>Other assets:</b>				
Mortgage servicing rights			2,880	2,880
Deferred compensation assets	24,901			24,901
Derivatives, forwards and futures	3,181			3,181
Derivatives, interest rate contracts		134,561		134,561
<b>Total other assets</b>	<b>28,082</b>	<b>134,561</b>	<b>2,880</b>	<b>165,523</b>
<b>Total assets</b>	<b>\$ 54,162</b>	<b>\$ 4,815,815</b>	<b>\$ 43,875</b>	<b>\$ 4,913,852</b>
<b>Trading liabilities - fixed income:</b>				
U.S. treasuries	\$	\$ 278,306	\$	\$ 278,306
Other U.S. government agencies		4,964		4,964
States and municipalities		543		543



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Corporate and other debt		248,421		248,421
Total trading liabilities - fixed income		532,234		532,234
<b>Other liabilities:</b>				
Derivatives, forwards and futures	2,895			2,895
Derivatives, interest rate contracts		112,907		112,907
Derivatives, other			7,640	7,640
<b>Total other liabilities</b>	<b>2,895</b>	<b>112,907</b>	<b>7,640</b>	<b>123,442</b>
<b>Total liabilities</b>	<b>\$ 2,895</b>	<b>\$ 645,141</b>	<b>\$ 7,640</b>	<b>\$ 655,676</b>

Certain previously reported amounts have been reclassified to agree with current presentation.

**Table of Contents****Note 16 Fair Value of Assets & Liabilities (Continued)****Changes in Recurring Level 3 Fair Value Measurements**

The changes in Level 3 assets and liabilities measured at fair value for the three months ended September 30, 2015 and 2014, on a recurring basis are summarized as follows:

<i>(Dollars in thousands)</i>	Three Months Ended September 30, 2015				
	Trading securities	Loans held-for-sale	Securities available-for-sale	Mortgage servicing rights, net	Net derivative liabilities
Balance on July 1, 2015	\$ 4,929	\$ 26,525	\$ 3,060	\$ 2,158	\$ (4,810)
Total net gains/(losses) included in:					
Net income	57	803			(302)
Other comprehensive income /(loss)			(16)		
Purchases		1,902			
Issuances					
Sales					
Settlements	(383)	(1,664)	(98)	(165)	302
Net transfers into/(out of) Level 3		(777) (b)			
Balance on September 30, 2015	\$ 4,603	\$ 26,789	\$ 2,946	\$ 1,993	\$ (4,810)
Net unrealized gains/(losses) included in net income	\$ 57 (a)	\$ 803 (a)	\$	\$	\$ (302) (c)

<i>(Dollars in thousands)</i>	Three Months Ended September 30, 2014					
	Trading securities	Loans held-for-sale	AFS Securities Investment portfolio	Venture Capital	Mortgage servicing rights, net	Net derivative liabilities
Balance on July 1, 2014	\$ 6,421	\$ 232,487	\$ 3,561	\$ 2,300	\$ 3,197	\$ (4,725)
Total net gains/(losses) included in:						
Net income	191	41,757		(995)	19	(3,236)
Other comprehensive income /(loss)			(16)			
Purchases		522				
Issuances						
Sales		(236,975)		(5)	(152)	
Settlements	(489)	(5,967)	(116)	(1,300)	(184)	321
Net transfers into/(out of) Level 3		(381) (b)				

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Balance on September 30, 2014	\$ 6,123	\$ 31,443	\$ 3,429	\$	\$ 2,880	\$ (7,640)
Net unrealized gains/(losses) included in net income	\$ 191 (a)	\$ 1,828 (a)	\$	\$	\$ 17 (a)	\$ (3,236) (c)

- (a) Primarily included in mortgage banking income on the Consolidated Condensed Statements of Income.
- (b) Transfers out of recurring loans held-for-sale level 3 balances reflect movements out of loans held-for-sale and into real estate acquired by foreclosure (level 3 nonrecurring).
- (c) Included in Other expense.

**Table of Contents****Note 16 Fair Value of Assets & Liabilities (Continued)****Changes in Recurring Level 3 Fair Value Measurements**

The changes in Level 3 assets and liabilities measured at fair value for the nine months ended September 30, 2015 and 2014, on a recurring basis are summarized as follows:

<i>(Dollars in thousands)</i>	Nine Months Ended September 30, 2015				
	Trading securities	Loans held-for-sale	Securities available-for-sale	Mortgage servicing rights, net	Net derivative liabilities
Balance on January 1, 2015	\$ 5,642	\$ 27,910	\$ 3,307	\$ 2,517	\$ (5,240)
Total net gains/(losses) included in:					
Net income	296	2,193			(466)
Other comprehensive income / (loss)			(44)		
Purchases		3,080			
Issuances					
Sales					
Settlements	(1,335)	(4,483)	(317)	(524)	896
Net transfers into/(out of) Level 3		(1,911) (b)			
Balance on September 30, 2015	\$ 4,603	\$ 26,789	\$ 2,946	\$ 1,993	\$ (4,810)
Net unrealized gains/(losses) included in net income	\$ 296 (a)	\$ 2,193 (a)	\$	\$	\$ (466) (c)

<i>(Dollars in thousands)</i>	Nine Months Ended September 30, 2014					
	Trading securities	Loans held-for-sale	Investment portfolio	Venture Capital	Securities available-for-sale	Mortgage servicing rights, net
Balance on January 1, 2014	\$ 7,200	\$ 230,456	\$ 3,826	\$ 4,300	\$ 72,793	\$ (2,915)
Total net gains/(losses) included in:						
Net income	149	51,158		(2,995)	1,265	(5,678)
Other comprehensive income / (loss)			(48)			
Purchases	1,559	5,104				
Issuances						
Sales	(1,715)	(236,975)		(5)	(70,071)	
Settlements	(1,070)	(14,767)	(349)	(1,300)	(1,107)	953
		(3,533) (b)				

Net transfers into/(out of) Level 3						
Balance on September 30, 2014	\$ 6,123	\$ 31,443	\$ 3,429	\$	\$ 2,880	\$ (7,640)
Net unrealized gains/(losses) included in net income	\$ 225 (a)	\$ 1,828 (a)	\$	\$	\$ 50 (a)	\$ (5,678) (c)

- (a) Primarily included in mortgage banking income on the Consolidated Condensed Statements of Income.
- (b) Transfers out of recurring loans held-for-sale level 3 balances reflect movements out of loans held-for-sale and into real estate acquired by foreclosure (level 3 nonrecurring).
- (c) Included in Other expense.

In third quarter 2014, FHN completed sales of first lien mortgage loans from its loans held-for-sale portfolio. The sale populations primarily represented loans that had been originated with the intent to sell to FNMA or FHLMC and consisted of repurchased loans as well as loans that remained after FHN's exit of mortgage origination activities in 2008. Smaller amounts of jumbo loans were also included in the sale, along with some loans insured under government programs. Almost all of these loans had been accounted for at elected fair value (a recurring measurement) with a small amount having been accounted for as LOCOM loans (a nonrecurring measurement). The contracted sale values for the loans reflected a substantial improvement in pricing for pre-2009 vintage first lien mortgages in comparison to FHN's historical methodologies used to estimate fair value, which incorporate significant Level 3 inputs within a discounted cash flow model. Accordingly, the loans being sold were marked to the revised estimate of fair value during the quarter and the pricing evidence from the sale transactions was considered a Level 2 input within the valuation process for the remaining non-governmental guaranteed portion of first lien mortgage loans held-for-sale.

### Nonrecurring Fair Value Measurements

From time to time, FHN may be required to measure certain other financial assets at fair value on a nonrecurring basis in accordance with GAAP. These adjustments to fair value usually result from the application of LOCOM accounting or write-downs of individual assets. For assets measured at fair value on a nonrecurring basis which were still held on the balance sheet at September 30, 2015 and 2014, respectively, the following tables provide the level of valuation assumptions used to determine each adjustment, the related carrying value, and the fair value adjustments recorded during the respective periods.

**Table of Contents****Note 16 Fair Value of Assets & Liabilities (Continued)**

	Carrying value at September 30, 2015				Three Months Ended September 30, 2015	Nine Months Ended September 30, 2015
	Level 1	Level 2	Level 3	Total	Net gains/(losses)	Net gains/(losses)
<i>(Dollars in thousands)</i>						
Loans held-for-sale - first mortgages	\$	\$	\$ 726	\$ 726	\$ 10	\$ 48
Loans, net of unearned income (a)			27,898	27,898	1,195	2,729
Real estate acquired by foreclosure (b)			25,872	25,872	(706)	(2,366)
Other assets (c)			27,825	27,825	(439)	(1,383)
					\$ 60	\$ (972)

	Carrying value at September 30, 2014				Three Months Ended September 30, 2014	Nine Months Ended September 30, 2014
	Level 1	Level 2	Level 3	Total	Net gains/(losses)	Net gains/(losses)
<i>(Dollars in thousands)</i>						
Loans held-for-sale - SBAs	\$	\$ 7,552	\$	\$ 7,552	\$ (4)	\$ 39
Loans held-for-sale - first mortgages			981	981	(351)	(361)
Loans, net of unearned income (a)			46,634	46,634	(736)	(1,064)
Real estate acquired by foreclosure (b)			35,261	35,261	(707)	(2,098)
Other assets (c)			29,166	29,166	(311)	(1,498)
					\$ (2,109)	\$ (4,982)

Certain previously reported amounts have been revised to reflect the retroactive effect of the adoption of ASU 2014-01, Equity Method and Joint Ventures: Accounting for Investments in Qualified Affordable Housing Projects. See Note 1 Financial Information for additional information.

- (a) Represents carrying value of loans for which adjustments are required to be based on the appraised value of the collateral. Write-downs on these loans are recognized as part of provision.
- (b) Represents the fair value and related losses of foreclosed properties that were measured subsequent to their initial classification as foreclosed assets. Balance excludes foreclosed real estate related to government insured mortgages.
- (c) Represents tax credit investments accounted for under the equity method.



**Table of Contents****Note 16 Fair Value of Assets & Liabilities (Continued)****Level 3 Measurements**

The following tables provide information regarding the unobservable inputs utilized in determining the fair value of level 3 recurring and non-recurring measurements as of September 30, 2015 and 2014:

*(Dollars in Thousands)*

<b>Level 3 Class</b>	<b>Fair Value at September 30, 2015</b>	<b>Valuation Techniques</b>	<b>Unobservable Input</b>	<b>Values Utilized</b>
Trading securities - mortgage	\$ 4,598	Discounted cash flow	Prepayment speeds	43% - 45%
			Discount rate	6% - 59%
Loans held-for-sale - residential real estate	27,515	Discounted cash flow	Prepayment speeds - First mortgage	2% - 20%
			Prepayment speeds - HELOC	5% - 15%
			Foreclosure losses	45% - 55%
			Loss severity trends - First mortgage	20% - 70% of UPB
			Loss severity trends - HELOC	35% - 100% of UPB
			Draw rate - HELOC	5% - 12%
Derivative liabilities, other	4,810	Discounted cash flow	Visa covered litigation resolution amount	\$4.5 billion - \$5.5 billion
			Probability of resolution scenarios	5% - 25%
			Time until resolution	6 - 42 months
Loans, net of unearned income (a)	27,898	Appraisals from comparable properties	Marketability adjustments for specific properties	0% - 10% of appraisal
		Other collateral valuations	Borrowing base certificates adjustment	20% - 50% of gross value
			Financial Statements/Auction values adjustment	0% - 25% of reported value
Real estate acquired by foreclosure (b)	25,872	Appraisals from comparable properties	Adjustment for value changes since appraisal	0% - 10% of appraisal
Other assets (c)	27,825	Discounted cash flow	Adjustments to current sales yields for specific properties	0% - 15% adjustment to yield
		Appraisals from comparable properties	Marketability adjustments for specific	0% - 25% of appraisal



- (a) Represents carrying value of loans for which adjustments are required to be based on the appraised value of the collateral less estimated costs to sell. Write-downs on these loans are recognized as part of provision for loan losses.
- (b) Represents the fair value of foreclosed properties that were measured subsequent to their initial classification as foreclosed assets. Balance excludes foreclosed real estate related to government insured mortgages.
- (c) Represents tax credit investments accounted for under the equity method.

**Table of Contents****Note 16 Fair Value of Assets & Liabilities (Continued)***(Dollars in Thousands)*

<b>Level 3 Class</b>	<b>Fair Value at September 30, 2014</b>	<b>Valuation Techniques</b>	<b>Unobservable Input</b>	<b>Values Utilized</b>
Trading securities - mortgage	\$ 6,118	Discounted cash flow	Prepayment speeds	42% - 46%
Loans held-for-sale - residential real estate	32,424	Discounted cash flow	Discount rate	42% - 69%
			Prepayment speeds - First mortgage	6% - 10%
			Prepayment speeds - HELOC	5% - 15%
			Credit spreads	2% - 4%
			Delinquency adjustment factor	15% - 25% added to credit spread
Derivative liabilities, other	7,640	Discounted cash flow	Loss severity trends - First mortgage	50% - 60% of UPB
			Loss severity trends - HELOC	50% - 100% of UPB
			Draw Rate - HELOC	5% - 12%
			Visa covered litigation resolution amount	\$4.9 billion - \$5.7 billion
			Probability of resolution scenarios	10% - 30%
Loans, net of unearned income (a)	46,634	Appraisals from comparable properties	Time until resolution	12 - 48 months
			Marketability adjustments for specific properties	0% - 10% of appraisal
			Other collateral valuations	Borrowing base certificates adjustment

			Financial Statements/Auction Values adjustment	0% - 25% of reported value
Real estate acquired by foreclosure (b)	35,261	Appraisals from comparable properties	Adjustment for value changes since appraisal	0% - 10% of appraisal
Other assets (c)	29,166	Discounted cash flow	Adjustments to current sales yields for specific properties	0% - 15% adjustment to yield
		Appraisals from comparable properties	Marketability adjustments for specific properties	0% - 25% of appraisal

Certain previously reported amounts have been revised to reflect the retroactive effect of the adoption of ASU 2014-01, Equity Method and Joint Ventures: Accounting for Investments in Qualified Affordable Housing Projects. See Note 1 Financial Information for additional information.

- (a) Represents carrying value of loans for which adjustments are required to be based on the appraised value of the collateral less estimated costs to sell. Write-downs on these loans are recognized as part of provision for loan losses.
- (b) Represents the fair value of foreclosed properties that were measured subsequent to their initial classification as foreclosed assets. Balance excludes foreclosed real estate related to government insured mortgages.
- (c) Represents tax credit investments accounted for under the equity method.

**Trading securities-mortgage.** Prepayment rates and credit spreads (part of the discount rate) are significant unobservable inputs used in the fair value measurement of FHN's mortgage trading securities which include interest-only strips, principal-only strips, and subordinated bonds. Increases in prepayment rates and credit spreads in isolation would result in significantly lower fair value measurements for the associated assets. Conversely, decreases in prepayment rates and credit spreads in isolation would result in significantly higher fair value measurements for the associated assets. Generally, when market interest rates decline and other factors favorable to prepayments occur, there is a corresponding increase in prepayment rates as customers are expected to refinance existing mortgages under more favorable interest rate terms. Generally, changes in discount rates directionally mirror the changes in market interest rates. FHN's Corporate Accounting Department monitors changes in the fair value of these securities monthly.

**Loans held-for-sale.** Foreclosure losses in 2015, credit spreads and delinquency adjustment factors in 2014, and prepayment rates in 2015 and 2014 are significant unobservable inputs used in the fair value measurement of FHN's residential real estate loans held-for-sale. Loss severity trends are also assessed to evaluate the reasonableness of fair value estimates resulting from discounted cash flows methodologies as well as to estimate fair value for newly repurchased loans and loans that are near foreclosure. Significant increases (decreases) in any of these inputs in isolation would result in significantly lower (higher) fair value measurements. Draw rates are an additional significant unobservable input for HELOCs. Increases (decreases) in the draw rate estimates for HELOCs would increase (decrease) their fair value. All observable and unobservable inputs are re-assessed quarterly. Fair value measurements are reviewed at least quarterly by FHN's Corporate Accounting Department.

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**Table of Contents****Note 16 Fair Value of Assets & Liabilities (Continued)**

**Derivative liabilities.** In conjunction with the sales of portions of its Visa Class B shares, FHN and the purchasers entered into derivative transactions whereby FHN will make, or receive, cash payments whenever the conversion ratio of the Visa Class B shares into Visa Class A shares is adjusted. FHN uses a discounted cash flow methodology in order to estimate the fair value of FHN's derivative liabilities associated with its prior sales of Visa Class B shares. The methodology includes estimation of both the resolution amount for Visa's Covered Litigation matters as well as the length of time until the resolution occurs. Significant increases (decreases) in either of these inputs in isolation would result in significantly higher (lower) fair value measurements for the derivative liabilities. Additionally, FHN performs a probability weighted multiple resolution scenario to calculate the estimated fair value of these derivative liabilities. Assignment of higher (lower) probabilities to the larger potential resolution scenarios would result in an increase (decrease) in the estimated fair value of the derivative liabilities. Since this estimation process requires application of judgment in developing significant unobservable inputs used to determine the possible outcomes and the probability weighting assigned to each scenario, these derivatives have been classified within Level 3 in fair value measurements disclosures. The valuation inputs and process are discussed with senior and executive management when significant events affecting the estimate of fair value occur. Inputs are compared to information obtained from the public issuances and filings of Visa, Inc. as well as public information released by other participants in the applicable litigation matters.

**Loans, net of unearned income and Real estate acquired by foreclosure.** Collateral-dependent loans and Real estate acquired by foreclosure are primarily valued using appraisals based on sales of comparable properties in the same or similar markets. Multiple appraisal firms are utilized to ensure that estimated values are consistent between firms. This process occurs within FHN's Credit Risk Management (commercial) and Default Servicing functions (primarily consumer) and the Credit Risk Management Committee reviews valuation methodologies and loss information for reasonableness. Back testing is performed during the year through comparison to ultimate disposition values and is reviewed quarterly within the Credit Risk Management function. Other collateral (receivables, inventory, equipment, etc.) is valued through borrowing base certificates, financial statements and/or auction valuations. These valuations are discounted based on the quality of reporting, knowledge of the marketability/collectability of the collateral and historical disposition rates.

**Other assets tax credit investments.** The estimated fair value of tax credit investments accounted for under the equity method is generally determined in relation to the yield (i.e., future tax credits to be received) an acquirer of these investments would expect in relation to the yields experienced on current new issue and/or secondary market transactions. Thus, as tax credits are recognized, the future yield to a market participant is reduced, resulting in consistent impairment of the individual investments. Individual investments are reviewed for impairment quarterly, which may include the consideration of additional marketability discounts related to specific investments. Unusual valuation adjustments and the associated triggering events are discussed with senior and executive management when appropriate. A portfolio review is conducted annually, with the assistance of a third party, to assess the reasonableness of current valuations.

**Fair Value Option**

FHN elected the fair value option on a prospective basis for almost all types of mortgage loans originated for sale purposes under the Financial Instruments Topic (ASC 825). FHN determined that the election reduced certain timing differences and better matched changes in the value of such loans with changes in the value of derivatives used as economic hedges for these assets at the time of election.

Repurchased loans are recognized within loans held-for-sale at fair value at the time of repurchase, which includes consideration of the credit status of the loans and the estimated liquidation value. FHN has elected to continue recognition of these loans at fair value in periods subsequent to reacquisition. Due to the credit-distressed nature of the vast majority of repurchased loans and the related loss severities experienced upon repurchase, FHN believes that the fair value election provides a more timely recognition of changes in value for these loans that occur subsequent to repurchase. Absent the fair value election, these loans would be subject to valuation at the LOCOM value, which would prevent subsequent values from exceeding the initial fair value, determined at the time of repurchase, but would require recognition of subsequent declines in value. Thus, the fair value election provides for a more timely recognition of any potential future recoveries in asset values while not affecting the requirement to recognize subsequent declines in value.

**Table of Contents****Note 16 Fair Value of Assets & Liabilities (Continued)**

The following tables reflect the differences between the fair value carrying amount of residential real estate loans held-for-sale measured at fair value in accordance with management's election and the aggregate unpaid principal amount FHN is contractually entitled to receive at maturity.

	September 30, 2015		
	Fair value carrying amount	Aggregate unpaid principal	Fair value carrying amount less aggregate unpaid principal
<i>(Dollars in thousands)</i>			
Residential real estate loans held-for-sale reported at fair value:			
Total loans	\$ 26,789	\$ 41,350	\$ (14,561)
Nonaccrual loans	7,206	13,712	(6,506)
Loans 90 days or more past due and still accruing	2,677	3,822	(1,145)

	September 30, 2014		
	Fair value carrying amount	Aggregate unpaid principal	Fair value carrying amount less aggregate unpaid principal
<i>(Dollars in thousands)</i>			
Residential real estate loans held-for-sale reported at fair value:			
Total loans	\$ 31,443	\$ 49,145	\$ (17,702)
Nonaccrual loans	7,742	14,893	(7,151)
Loans 90 days or more past due and still accruing	2,685	4,990	(2,305)

Assets and liabilities accounted for under the fair value election are initially measured at fair value with subsequent changes in fair value recognized in earnings. Such changes in the fair value of assets and liabilities for which FHN elected the fair value option are included in current period earnings with classification in the income statement line item reflected in the following table:

	Three Months Ended		Nine Months Ended	
	September 30		September 30	
	2015	2014	2015	2014
<i>(Dollars in thousands)</i>				
Changes in fair value included in net income:				
Mortgage banking noninterest income				
Loans held-for-sale	\$ 803	\$ 41,757	\$ 2,193	\$ 51,158

For the three months ended September 30, 2015, and 2014, the amounts for residential real estate loans held-for-sale include a loss of \$.2 million and a gain of \$.6 million, respectively, in pretax earnings that are attributable to changes in instrument-specific credit risk. For the nine months ended September 30, 2015, and 2014, the amounts for loans held-for-sale include gains of \$.5 million and \$3.2 million, respectively, in pretax earnings that are attributable to changes in instrument-specific credit risk. The portion of the fair value adjustments related to credit risk was determined based on estimated default rates and estimated loss severities. Interest income on residential real estate loans held-for-sale measured at fair value is calculated based on the note rate of the loan and is recorded in the interest income section of the Consolidated Condensed Statements of Income as interest on loans held-for-sale.

### **Determination of Fair Value**

In accordance with ASC 820-10-35, fair values are based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following describes the assumptions and methodologies used to estimate the fair value of financial instruments recorded at fair value in the Consolidated Condensed Statements of Condition and for estimating the fair value of financial instruments for which fair value is disclosed under ASC 825-10-50.

**Short-term financial assets.** Federal funds sold, securities purchased under agreements to resell, and interest bearing deposits with other financial institutions and the Federal Reserve are carried at historical cost. The carrying amount is a reasonable estimate of fair value because of the relatively short time between the origination of the instrument and its expected realization.

**Trading securities and trading liabilities.** Trading securities and trading liabilities are recognized at fair value through current earnings. Trading inventory held for broker-dealer operations is included in trading securities and trading liabilities. Broker-dealer long positions are valued at bid price in the bid-ask spread. Short positions are valued at the ask price. Inventory positions are valued using observable inputs including current market transactions, LIBOR and U.S. treasury curves, credit spreads, and consensus prepayment speeds. Trading loans are valued using observable inputs including current market transactions, swap rates, mortgage rates, and consensus prepayment speeds.

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**Table of Contents****Note 16 Fair Value of Assets & Liabilities (Continued)**

Trading securities also include retained interests in prior securitizations that qualify as financial assets, which primarily include interest-only strips, principal-only strips and subordinated bonds. FHN uses inputs including yield curves, credit spreads, and prepayment speeds to determine the fair value of principal-only strips. Subordinated bonds are bonds with junior priority and are valued using an internal model which includes contractual terms, frequency and severity of loss (credit spreads), prepayment speeds of the underlying collateral, and the yield that a market participant would require.

***Securities available-for-sale.*** Securities available-for-sale includes the investment portfolio accounted for as available-for-sale under ASC 320-10-25, federal bank stock holdings, and short-term investments in mutual funds. Valuations of available-for-sale securities are performed using observable inputs obtained from market transactions in similar securities. Typical inputs include LIBOR and U.S. treasury curves, consensus prepayment estimates, and credit spreads. When available, broker quotes are used to support these valuations. Certain government agency debt obligations with limited trading activity are valued using a discounted cash flow model that incorporates a combination of observable and unobservable inputs. Primary observable inputs include contractual cash flows and the treasury curve. Significant unobservable inputs include estimated trading spreads and estimated prepayment speeds.

Investments in the stock of the Federal Reserve Bank and Federal Home Loan Banks are recognized at historical cost in the Consolidated Condensed Statements of Condition which is considered to approximate fair value. Short-term investments in mutual funds are measured at the funds' reported closing net asset values. Investments in equity securities are valued using quoted market prices.

***Securities held-to-maturity.*** Securities held-to-maturity reflects debt securities for which management has the positive intent and ability to hold to maturity. To the extent possible, valuations of held-to-maturity securities are performed using observable inputs obtained from market transactions in similar securities. Typical inputs include LIBOR and U.S. treasury curves and credit spreads. Debt securities with limited trading activity are valued using a discounted cash flow model that incorporates a combination of observable and unobservable inputs. Primary observable inputs include contractual cash flows, the treasury curve and credit spreads from similar instruments. Significant unobservable inputs include estimated credit spreads for individual issuers and instruments as well as prepayment speeds, as applicable.

***Loans held-for-sale.*** Residential real estate loans held-for-sale are valued using current transaction prices and/or values on similar assets when available. Uncommitted bids may be adjusted based on other available market information. For all other loans FHN determines the fair value of residential real estate loans held-for-sale using a discounted cash flow model which incorporates both observable and unobservable inputs. Commencing in fourth quarter 2014, inputs include current mortgage rates for similar products, estimated prepayment rates, foreclosure losses, and various loan performance measures (delinquency, LTV, credit score). Prior to fourth quarter 2014, typical inputs included contractual cash flow requirements, current mortgage rates for similar products, estimated prepayment rates, credit spreads and delinquency penalty adjustments. Adjustments for delinquency and other differences in loan characteristics are typically reflected in the model's discount rates. Loss severity trends and the value of underlying collateral are also considered in assessing the appropriate fair value for severely delinquent loans and loans in foreclosure. The valuation of HELOCs also incorporates estimates of loan draw rates as well as estimated cancellation rates for loans expected to become delinquent.



Loans held-for-sale also includes loans made by the Small Business Administration ( SBA ), which are accounted for at LOCOM. The fair value of SBA loans is determined using an expected cash flow model that utilizes observable inputs such as the spread between LIBOR and prime rates, consensus prepayment speeds, and the treasury curve. The fair value of other non-residential real estate loans held-for-sale is approximated by their carrying values based on current transaction values.

**Loans, net of unearned income.** Loans, net of unearned income are recognized at the amount of funds advanced, less charge-offs and an estimation of credit risk represented by the allowance for loan losses. The fair value estimates for disclosure purposes differentiate loans based on their financial characteristics, such as product classification, vintage, loan category, pricing features, and remaining maturity.

The fair value of floating rate loans is estimated through comparison to recent market activity in loans of similar product types, with adjustments made for differences in loan characteristics. In situations where market pricing inputs are not available, fair value is considered to approximate book value due to the monthly repricing for commercial and consumer loans, with the exception of floating rate 1-4 family residential mortgage loans which reprice annually and will lag movements in market rates. The fair value for floating rate 1-4 family mortgage loans is calculated by discounting future cash flows to their present value. Future cash flows are discounted to their present value by using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same time period.

Prepayment assumptions based on historical prepayment speeds and industry speeds for similar loans have been applied to the floating rate 1-4 family residential mortgage portfolio.

The fair value of fixed rate loans is estimated through comparison to recent market activity in loans of similar product types, with adjustments made for differences in loan characteristics. In situations where market pricing inputs are not available, fair value is

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**Table of Contents****Note 16 Fair Value of Assets & Liabilities (Continued)**

estimated by discounting future cash flows to their present value. Future cash flows are discounted to their present value by using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same time period. Prepayment assumptions based on historical prepayment speeds and industry speeds for similar loans have been applied to the fixed rate mortgage and installment loan portfolios.

For all loan portfolio classes, adjustments are made to reflect liquidity or illiquidity of the market. Such adjustments reflect discounts that FHN believes are consistent with what a market participant would consider in determining fair value given current market conditions.

Individually impaired loans are measured using either a discounted cash flow methodology or the estimated fair value of the underlying collateral less costs to sell, if the loan is considered collateral-dependent. In accordance with accounting standards, the discounted cash flow analysis utilizes the loan's effective interest rate for discounting expected cash flow amounts. Thus, this analysis is not considered a fair value measurement in accordance with ASC 820. However, the results of this methodology are considered to approximate fair value for the applicable loans. Expected cash flows are derived from internally-developed inputs primarily reflecting expected default rates on contractual cash flows. For loans measured using the estimated fair value of collateral less costs to sell, fair value is estimated using appraisals of the collateral. Collateral values are monitored and additional write-downs are recognized if it is determined that the estimated collateral values have declined further. Estimated costs to sell are based on current amounts of disposal costs for similar assets. Carrying value is considered to reflect fair value for these loans.

***Mortgage servicing rights.*** FHN recognizes all classes of MSR at fair value. In third quarter 2013, FHN agreed to sell substantially all of its remaining legacy mortgage servicing. Since that time FHN has used the price in the definitive agreement, as adjusted for the portion of pricing that was not specific to the MSR, as a third-party pricing source in the valuation of the MSR.

***Derivative assets and liabilities.*** The fair value for forwards and futures contracts is based on current transactions involving identical securities. Futures contracts are exchange-traded and thus have no credit risk factor assigned as the risk of non-performance is limited to the clearinghouse used.

Valuations of other derivatives (primarily interest rate related swaps, swaptions, caps, and collars) are based on inputs observed in active markets for similar instruments. Typical inputs include the LIBOR curve, Overnight Indexed Swap ( OIS ) curve, option volatility, and option skew. In measuring the fair value of these derivative assets and liabilities, FHN has elected to consider credit risk based on the net exposure to individual counterparties. Credit risk is mitigated for these instruments through the use of mutual margining and master netting agreements as well as collateral posting requirements. Any remaining credit risk related to interest rate derivatives is considered in determining fair value through evaluation of additional factors such as customer loan grades and debt ratings. Foreign currency related derivatives also utilize observable exchange rates in the determination of fair value. The determination of fair value for FHN's derivative liabilities associated with its prior sales of Visa Class B shares are classified within Level 3 in the fair value measurements disclosure as previously discussed in the unobservable inputs discussion.

***Real estate acquired by foreclosure.*** Real estate acquired by foreclosure primarily consists of properties that have been acquired in satisfaction of debt. These properties are carried at the lower of the outstanding loan amount or estimated fair value less estimated costs to sell the real estate. Estimated fair value is determined using appraised values with subsequent adjustments for deterioration in values that are not reflected in the most recent appraisal. Real

estate acquired by foreclosure during periods prior to January 1, 2015 also includes properties acquired in compliance with HUD servicing guidelines which are carried at the estimated amount of the underlying government insurance or guarantee.

***Nonearning assets.*** For disclosure purposes, nonearning assets include cash and due from banks, accrued interest receivable, and fixed income receivables. Due to the short-term nature of cash and due from banks, accrued interest receivable, and fixed income receivables, the fair value is approximated by the book value.

***Other assets.*** For disclosure purposes, other assets consist of tax credit investments and deferred compensation assets that are considered financial assets. Tax credit investments accounted for under the equity method are written down to estimated fair value quarterly based on the estimated value of the associated tax credits which incorporates estimates of required yield for hypothetical investors. The fair value of all other tax credit investments is estimated using recent transaction information with adjustments for differences in individual investments. Deferred compensation assets are recognized at fair value, which is based on quoted prices in active markets. Beginning in first quarter 2015, Other assets also includes property acquired in connection with foreclosures of loans that have government insurance or guarantees. These receivables are valued at the expected amounts recoverable for the insurance or guarantees.

***Defined maturity deposits.*** The fair value of these deposits is estimated by discounting future cash flows to their present value. Future cash flows are discounted by using the current market rates of similar instruments applicable to the remaining maturity. For disclosure purposes, defined maturity deposits include all certificates of deposit and other time deposits.

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**Table of Contents****Note 16 Fair Value of Assets & Liabilities (Continued)**

**Undefined maturity deposits.** In accordance with ASC 825, the fair value of these deposits is approximated by the book value. For the purpose of this disclosure, undefined maturity deposits include demand deposits, checking interest accounts, savings accounts, and money market accounts.

**Short-term financial liabilities.** The fair value of federal funds purchased, securities sold under agreements to repurchase and other short-term borrowings are approximated by the book value. The carrying amount is a reasonable estimate of fair value because of the relatively short time between the origination of the instrument and its expected realization.

**Term borrowings.** The fair value of term borrowings is based on quoted market prices or dealer quotes for the identical liability when traded as an asset. When pricing information for the identical liability is not available, relevant prices for similar debt instruments are used with adjustments being made to the prices obtained for differences in characteristics of the debt instruments. If no relevant pricing information is available, the fair value is approximated by the present value of the contractual cash flows discounted by the investor's yield which considers FHN's and FTBNA's debt ratings.

**Other noninterest-bearing liabilities.** For disclosure purposes, other noninterest-bearing liabilities include accrued interest payable and fixed income payables. Due to the short-term nature of these liabilities, the book value is considered to approximate fair value.

**Loan commitments.** Fair values of these commitments are based on fees charged to enter into similar agreements taking into account the remaining terms of the agreements and the counterparties' credit standing.

**Other commitments.** Fair values of these commitments are based on fees charged to enter into similar agreements.

The following fair value estimates are determined as of a specific point in time utilizing various assumptions and estimates. The use of assumptions and various valuation techniques, as well as the absence of secondary markets for certain financial instruments, will likely reduce the comparability of fair value disclosures between financial institutions. Due to market illiquidity, the fair values for loans, net of unearned income, loans held-for-sale, and term borrowings as of September 30, 2015 and 2014, involve the use of significant internally-developed pricing assumptions for certain components of these line items. The assumptions and valuations utilized for this disclosure are considered to reflect inputs that market participants would use in transactions involving these instruments as of the measurement date. The valuations of legacy assets, particularly consumer loans within the non-strategic segment and TRUP loans, are influenced by the challenging economic conditions experienced during the past several years, including housing price declines and the effect on estimated collateral values, elevated unemployment or underemployment and risk perceptions of the financial sector. These considerations affect the estimate of a potential acquirer's cost of capital assumption and cash flow volatility from these assets and the resulting fair value measurements may depart significantly from our internal estimates of the intrinsic value of these assets.

Assets and liabilities that are not financial instruments have not been included in the following table such as the value of long-term relationships with deposit and trust customers, premises and equipment, goodwill and other intangibles, deferred taxes, and certain other assets and other liabilities. Additionally, these measurements are solely for financial instruments as of the measurement date and do not consider the earnings potential of our various business lines. Accordingly, the total of the fair value amounts does not represent, and should not be construed to represent, the

underlying value of the Company.

The following tables summarize the book value and estimated fair value of financial instruments recorded in the Consolidated Condensed Statements of Condition as well as unfunded loan commitments and stand by and other commitments as of September 30, 2015 and 2014.

**Table of Contents****Note 16 Fair Value of Assets & Liabilities (Continued)**

<i>(Dollars in thousands)</i>	Book Value	September 30, 2015 Fair Value			Total
		Level 1	Level 2	Level 3	
<b>Assets:</b>					
Loans, net of unearned income and allowance for loan losses					
Commercial:					
Commercial, financial and industrial	\$ 9,538,832	\$	\$	\$ 9,473,702	\$ 9,473,702
Commercial real estate	1,462,696			1,447,848	1,447,848
Retail:					
Consumer real estate	4,731,464			4,601,406	4,601,406
Permanent mortgage	443,817			413,188	413,188
Credit card & other	337,869			339,527	339,527
Total loans, net of unearned income and allowance for loan losses	16,514,678			16,275,671	16,275,671
Short-term financial assets					
Interest-bearing cash	596,689	596,689			596,689
Federal funds sold	64,438		64,438		64,438
Securities purchased under agreements to resell	793,098		793,098		793,098
Total short-term financial assets	1,454,225	596,689	857,536		1,454,225
Trading securities (a)	1,229,180		1,224,577	4,603	1,229,180
Loans held-for-sale (a)	124,308			124,308	124,308
Securities available-for-sale (a) (b)	3,673,641	25,840	3,489,142	158,659	3,673,641
Securities held-to-maturity	4,313			5,404	5,404
Derivative assets (a)	152,548	16,335	136,213		152,548
Other assets					
Tax credit investments	98,341			58,030	58,030
Deferred compensation assets	25,972	25,972			25,972
Total other assets	124,313	25,972		58,030	84,002
Nonearning assets					
Cash & due from banks	256,342	256,342			256,342
Fixed income receivables	83,547		83,547		83,547
Accrued interest receivable	65,956		65,956		65,956
Total nonearning assets	405,845	256,342	149,503		405,845
Total assets	\$ 23,683,051	\$ 921,178	\$ 5,856,971	\$ 16,626,675	\$ 23,404,824

<b>Liabilities:</b>					
<b>Deposits:</b>					
Defined maturity	\$ 1,033,896	\$	\$ 1,039,007	\$	\$ 1,039,007
Undefined maturity	17,831,324		17,831,324		17,831,324
<b>Total deposits</b>	<b>18,865,220</b>		<b>18,870,331</b>		<b>18,870,331</b>
Trading liabilities (a)	788,563		788,563		788,563
<b>Short-term financial liabilities</b>					
Federal funds purchased	520,992		520,992		520,992
Securities sold under agreements to repurchase	332,329		332,329		332,329
Other short-term borrowings	99,887		99,887		99,887
<b>Total short-term financial liabilities</b>	<b>953,208</b>		<b>953,208</b>		<b>953,208</b>
<b>Term borrowings</b>					
Real estate investment trust-preferred	45,947		49,350		49,350
Term borrowings - new market tax credit investment	18,000		18,158		18,158
Borrowings secured by residential real estate	48,491		41,848		41,848
Other long term borrowings	1,228,748		1,214,410		1,214,410
<b>Total term borrowings</b>	<b>1,341,186</b>		<b>1,214,410</b>	<b>109,356</b>	<b>1,323,766</b>
Derivative liabilities (a)	140,965	15,921	120,234	4,810	140,965
<b>Other noninterest-bearing liabilities</b>					
Fixed income payables	95,346		95,346		95,346
Accrued interest payable	25,358		25,358		25,358
<b>Total other noninterest-bearing liabilities</b>	<b>120,704</b>		<b>120,704</b>		<b>120,704</b>
<b>Total liabilities</b>	<b>\$ 22,209,846</b>	<b>\$ 15,921</b>	<b>\$ 22,067,450</b>	<b>\$ 114,166</b>	<b>\$ 22,197,537</b>

(a) Classes are detailed in the recurring and nonrecurring measurement tables.

(b) Level 3 includes restricted investments in FHLB-Cincinnati stock of \$87.9 million and FRB stock of \$65.8 million.

**Table of Contents****Note 16 Fair Value of Assets & Liabilities (Continued)**

<i>(Dollars in thousands)</i>	Book Value	September 30, 2014			Total
		Level 1	Level 2	Level 3	
<b>Assets:</b>					
Loans, net of unearned income and allowance for loan losses					
Commercial:					
Commercial, financial and industrial	\$ 8,407,459	\$	\$	\$ 8,348,656	\$ 8,348,656
Commercial real estate	1,262,944			1,243,925	1,243,925
Retail:					
Consumer real estate	5,012,593			4,875,939	4,875,939
Permanent mortgage	552,568			492,930	492,930
Credit card & other	337,812			339,667	339,667
Total loans, net of unearned income and allowance for loan losses	15,573,376			15,301,117	15,301,117
Short-term financial assets					
Interest-bearing cash	275,485	275,485			275,485
Federal funds sold	55,242		55,242		55,242
Securities purchased under agreements to resell	561,802		561,802		561,802
Total short-term financial assets	892,529	275,485	617,044		892,529
Trading securities (a)	1,338,022		1,331,899	6,123	1,338,022
Loans held-for-sale (a)	151,915		7,552	144,363	151,915
Securities available-for-sale (a) (b)	3,534,671	26,080	3,349,355	159,236	3,534,671
Securities held-to-maturity	4,286			5,380	5,380
Derivative assets (a)	137,742	3,181	134,561		137,742
Other assets					
Tax credit investments	85,998			67,634	67,634
Deferred compensation assets	24,901	24,901			24,901
Total other assets	110,899	24,901		67,634	92,535
Nonearning assets					
Cash & due from banks	292,687	292,687			292,687
Fixed income receivables	197,507		197,507		197,507
Accrued interest receivable	71,755		71,755		71,755
Total nonearning assets	561,949	292,687	269,262		561,949
Total assets	\$ 22,305,389	\$ 622,334	\$ 5,709,673	\$ 15,683,853	\$ 22,015,860



Liabilities:					
Deposits:					
Defined maturity	\$ 1,214,637	\$	\$ 1,220,109	\$	\$ 1,220,109
Undefined maturity	14,930,134		14,930,134		14,930,134
<b>Total deposits</b>	<b>16,144,771</b>		<b>16,150,243</b>		<b>16,150,243</b>
Trading liabilities (a)	532,234		532,234		532,234
Short-term financial liabilities					
Federal funds purchased	928,159		928,159		928,159
Securities sold under agreements to repurchase	479,384		479,384		479,384
Other short-term borrowings	790,080		790,080		790,080
<b>Total short-term financial liabilities</b>	<b>2,197,623</b>		<b>2,197,623</b>		<b>2,197,623</b>
Term borrowings					
Real estate investment trust-preferred	45,879		49,350		49,350
Term borrowings - new market tax credit investment	18,000		17,880		17,880
Borrowings secured by residential real estate	70,720		61,031		61,031
Other long term borrowings	1,356,539		1,346,281		1,346,281
<b>Total term borrowings</b>	<b>1,491,138</b>		<b>1,346,281</b>	<b>128,261</b>	<b>1,474,542</b>
Derivative liabilities (a)	123,442	2,895	112,907	7,640	123,442
Other noninterest-bearing liabilities					
Fixed income payables	329,960		329,960		329,960
Accrued interest payable	30,984		30,984		30,984
<b>Total other noninterest-bearing liabilities</b>	<b>360,944</b>		<b>360,944</b>		<b>360,944</b>
<b>Total liabilities</b>	<b>\$ 20,850,152</b>	<b>\$ 2,895</b>	<b>\$ 20,700,232</b>	<b>\$ 135,901</b>	<b>\$ 20,839,028</b>

Certain previously reported amounts have been revised to reflect the retroactive effect of the adoption of ASU 2014-01, Equity Method and Joint Venture: Accounting for Investments in Qualified Affordable Housing Projects. See Note 1 Financial Information for additional information.

- (a) Classes are detailed in the recurring and nonrecurring measurement tables.  
(b) Level 3 includes restricted investments in FHLB-Cincinnati stock of \$87.9 million and FRB stock of \$66.0 million.

**Table of Contents****Note 16 Fair Value of Assets & Liabilities (Continued)**

<i>(Dollars in thousands)</i>	Contractual Amount		Fair Value	
	September 30, 2015	September 30, 2015	September 30, 2015	September 30, 2014
<b>Unfunded Commitments:</b>				
Loan commitments	<b>\$ 7,962,431</b>	\$ 7,344,614	<b>\$ 2,694</b>	\$ 2,368
Standby and other commitments	<b>281,740</b>	320,286	<b>4,424</b>	4,879

Certain previously reported amounts have been reclassified to agree with current presentation.

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**Note 17 Other Events**

In October 2015, FHN issued \$500 million of 3.500% Senior Notes due December 15, 2020. Interest payments are due semi-annually on June 15 and December 15, commencing June 15, 2016. The sale of the Notes resulted in net proceeds to the Company of approximately \$497 million. The Company expects to use the proceeds, along with other cash on hand, to retire its \$500 million of 5.375% Senior Notes due December 15, 2015.

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**FIRST HORIZON NATIONAL CORPORATION**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL**  
**CONDITION AND RESULTS OF OPERATIONS**

**GENERAL INFORMATION**

First Horizon National Corporation ( FHN ) began as a community bank chartered in 1864 and as of September 30, 2015, was one of the 40 largest publicly traded banking organizations in the United States in terms of asset size.

The corporation's two major brands First Tennessee and FTN Financial - provide customers with a broad range of products and services. First Tennessee provides retail and commercial banking services throughout Tennessee and other selected markets and is the largest bank headquartered in the state of Tennessee. FTN Financial ( FTNF ) is an industry leader in fixed income sales, trading, and strategies for institutional clients in the U.S. and abroad.

FHN is composed of the following operating segments:

Regional banking offers financial products and services including traditional lending and deposit-taking to retail and commercial customers in Tennessee and other selected markets. Regional banking provides investments, financial planning, trust services and asset management, along with credit card and cash management. Additionally, the regional banking segment includes correspondent banking which provides credit, depository, and other banking related services to other financial institutions nationally.

Fixed income provides financial services for depository and non-depository institutions through the sale and distribution of fixed income securities, loan sales, portfolio advisory services, and derivative sales.

Corporate consists of unallocated corporate expenses, expense on subordinated debt issuances, bank-owned life insurance ( BOLI ), unallocated interest income associated with excess equity, net impact of raising incremental capital, revenue and expense associated with deferred compensation plans, funds management, tax credit investment activities, acquisition-related costs, and various charges related to restructuring, repositioning, and efficiency initiatives.

Non-strategic includes exited businesses and wind-down national consumer lending activities, other discontinued products, loan portfolios and service lines, and certain charges related to restructuring, repositioning, and efficiency initiatives.

On October 17, 2014, First Tennessee Bank National Association ( FTBNA ), a subsidiary of FHN, purchased thirteen bank branches in Middle and East Tennessee. The fair value of the acquired assets totaled \$437.6 million, including \$413.4 million in cash, \$7.5 million in fixed assets, and \$15.7 million of goodwill and intangible assets. FTBNA also assumed \$437.2 million of deposits associated with these branches. FTBNA paid a deposit premium of 3.32 percent and acquired an immaterial amount of loans as part of the transaction.

In fourth quarter 2014, FHN entered into a merger agreement with TrustAtlantic Financial Corporation ( TrustAtlantic Financial ). The transaction closed on October 2, 2015 and approximately 75 percent of the shares of TrustAtlantic Financial were converted into shares of FHN common stock at an exchange ratio of 1.3261 FHN shares for each TrustAtlantic Financial share, and approximately 25 percent of the shares of TrustAtlantic Financial were converted into cash. The aggregate transaction value was approximately \$95 million. TrustAtlantic Financial reported, on a consolidated basis, approximately \$405 million of total assets and approximately \$350 million of total deposits at September 30, 2015.

For the purpose of this management s discussion and analysis ( MD&A ), earning assets have been expressed as averages, unless otherwise noted, and loans have been disclosed net of unearned income. The following financial discussion should be read with the accompanying unaudited Consolidated Condensed Financial Statements and Notes in this report. Additional information including the 2014 financial statements, notes, and MD&A is provided in FHN s 2014 Annual Report and in FHN s Current Report on Form 8-K dated October 19, 2015.

### **ADOPTION OF ACCOUNTING UPDATES**

Effective January 1, 2015, FHN retroactively adopted the requirements of ASU 2014-01, Equity Method and Joint Ventures: Accounting for Investments in Qualified Affordable Housing Projects, with an election to use the proportional amortization method for all qualifying investments. ASU 2014-01 permits reporting entities to make an accounting policy election to account for their investments in qualified affordable housing projects using a proportional amortization method if certain conditions are met. The

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retrospective application of ASU 2014-01 did not change Diluted earnings/(loss) per share for the three months ended September 30, 2014, but resulted in an increase in Diluted earnings/(loss) per share of \$.01 for the nine months ended September 30, 2014, as well as for the year ended December 31, 2014 versus previously reported amounts. Additionally, Income/(loss) available to shareholders increased \$.7 million and \$2.2 million for the three and nine months ended September 30, 2014 and \$3.0 million for the year ended December 31, 2014 versus previously reported amounts. FHN also recognized a decrease to Shareholders' equity of \$10.1 million at September 30, 2014 and \$9.4 million at December 31, 2014 versus previously reported amounts. All prior periods, applicable tables and associated narrative in this report have been revised to reflect this change. For additional information see Note 1 Financial Information in this report and also FHN's Current Report on Form 8-K dated October 19, 2015.

**Non-GAAP Measures**

Certain measures are included in the narrative and tables in this MD&A that are non-GAAP, meaning (under U.S. financial reporting rules) they are not presented in accordance with generally accepted accounting principles (GAAP) in the U.S. and also are not codified in U.S. banking regulations currently applicable to FHN. Although other entities may use calculation methods that differ from those used by FHN for non-GAAP measures, FHN's management believes such measures are relevant to understanding the capital position or financial results of FHN. Non-GAAP measures are reported to FHN's management and Board of Directors through various internal reports.

Presentation of regulatory measures, even those which are not GAAP, provide a meaningful base for comparability to other financial institutions subject to the same regulations as FHN, as demonstrated by their use by banking regulators in reviewing capital adequacy of financial institutions. Although not GAAP terms, these regulatory measures are not considered non-GAAP under U.S. financial reporting rules as long as their presentation conforms to regulatory standards. Regulatory measures used in this MD&A include: tier 1 capital, generally defined as the sum of core capital (including common equity and instruments that cannot be redeemed at the option of the holder) adjusted for certain items under risk based capital regulations; common equity tier 1 capital (for periods subsequent to fourth quarter 2014), generally defined as common equity less goodwill, other intangibles, and certain other required regulatory deductions; and risk-weighted assets (RWA), which is a measure of total on- and off-balance sheet assets adjusted for credit and market risk, used to determine regulatory capital ratios. The regulatory common equity tier 1 used in 2015 and later periods is not the same as the non-regulatory, non-GAAP tier 1 common commonly used prior to 2015; comparisons between the two are not meaningful.

The non-GAAP measure presented in this filing is the tier 1 common capital ratio (for periods prior to first quarter 2015). Refer to Table 25 for a reconciliation of non-GAAP to GAAP measures and presentation of the most comparable GAAP items.

**FORWARD-LOOKING STATEMENTS**

This MD&A contains forward-looking statements with respect to FHN's beliefs, plans, goals, expectations, and estimates. Forward-looking statements are statements that are not a representation of historical information but rather are related to future operations, strategies, financial results, or other developments. The words believe, expect, anticipate, intend, estimate, should, is likely, will, going forward, and other expressions that indicate future trends identify forward-looking statements. Forward-looking statements are necessarily based upon estimates and assumptions that are inherently subject to significant business, operational, economic and competitive uncertainties and contingencies, many of which are beyond FHN's control, and many of which, with respect to future business decisions and actions (including acquisitions and divestitures), are subject to change. Examples of uncertainties and contingencies include, among other important factors, global, general and local economic and business conditions, including economic recession or depression; the pace, consistency, and extent of recovery of values and activity in the

residential housing and commercial real estate markets; potential requirements for FHN to repurchase, or compensate for losses from, previously sold or securitized mortgages or securities based on such mortgages; potential claims relating to the foreclosure process; potential claims relating to participation in government programs, especially lending or other financial services programs; expectations of and actual timing and amount of interest rate movements, including the slope and shape of the yield curve, which can have a significant impact on a financial services institution; market and monetary fluctuations, including fluctuations in mortgage markets; inflation or deflation; customer, investor, regulatory, and legislative responses to any or all of these conditions; the financial condition of borrowers and other counterparties; competition within and outside the financial services industry; geopolitical developments including possible terrorist activity; natural disasters; effectiveness and cost-efficiency of FHN's hedging practices; technological changes; fraud, theft, or other incursions through conventional, electronic, or other means affecting FHN directly or affecting its customers, business counterparties or competitors; demand for FHN's product offerings; new products and services in the industries in which FHN operates; the increasing use of new technologies to interact with customers and others; and critical accounting estimates. Other factors are those inherent in originating, selling, servicing, and holding loans and loan-based assets, including prepayment risks, pricing concessions, fluctuation in U.S. housing and other real estate prices, fluctuation of collateral values, and changes in customer profiles. Additionally, the actions of the Securities and Exchange Commission ( SEC ), the Financial Accounting Standards Board ( FASB ), the Office of the Comptroller of the Currency ( OCC ), the Board of Governors of the Federal Reserve System ( Federal Reserve ), the Federal Deposit Insurance Corporation ( FDIC ), Financial Industry Regulatory Authority ( FINRA ), the Municipal



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Securities Rulemaking Board ( MSRB ), the Consumer Financial Protection Bureau ( CFPB ), the Financial Stability Oversight Council ( Council ), and other regulators and agencies; pending, threatened, or possible future regulatory, administrative, and judicial outcomes, actions, and proceedings; changes in laws and regulations applicable to FHN; and FHN's success in executing its business plans and strategies and managing the risks involved in the foregoing, could cause actual results to differ, perhaps materially, from those contemplated by the forward-looking statements. FHN assumes no obligation to update or revise, whether as a result of new information, future events, or otherwise, any forward-looking statements that are made in this Quarterly Report or otherwise from time to time. Actual results could differ and expectations could change, possibly materially, because of one or more factors, including those presented in this Forward-Looking Statements section, in other sections of this MD&A, in other parts of and exhibits to this Quarterly Report on Form 10-Q for the period ended September 30, 2015, and in documents incorporated into this Quarterly Report.

**FINANCIAL SUMMARY**

For third quarter 2015, FHN reported net income available to common shareholders of \$58.8 million or \$.25 per diluted share compared to net income of \$46.1 million or \$.19 per diluted share in third quarter 2014. For the nine months ended September 30, 2015, FHN reported net income available to common shareholders of \$32.6 million or \$.14 per diluted share compared to net income of \$169.2 million or \$.71 per diluted share for the nine months ended September 30, 2014. The improvement in results for the third quarter compared to the prior year was driven by lower expenses, a reduction in the loan loss provision, and an increase in net interest income, partially offset by a decline in non interest income. The decline in results for the nine months ended September 30, 2015 compared to the prior year was the result of an increase in expenses and lower noninterest income, partially mitigated by an increase in net interest income and lower loan loss provisioning.

In third quarter 2015, FHN recognized an \$11.6 million charge to litigation and regulatory matters related to a legal matter in which an arbitration panel found in favor of the claimants. In first quarter 2015, FHN recorded a charge to litigation and regulatory matters of \$162.5 million related to a settlement with two federal agencies, the Department of Justice ( DOJ ) and the Department of Housing and Urban Development Office of Inspector General ( HUD ), to settle potential claims related to FHN's underwriting and origination of FHA-insured mortgage loans.

Total revenue decreased \$28.7 million and \$27.0 million, respectively, for the three and nine months ended September 30, 2015 to \$288.7 million and \$872.2 million relative to the prior year. The decrease in revenue for both periods was primarily driven by a decline in mortgage banking income, partially offset by an increase in net interest income ( NII ) and higher fixed income product revenue in 2015 compared to 2014. For the three months ended September 30, 2015 compared to 2014, the decline in mortgage banking income was primarily the result of a \$39.7 million gain on the sale of approximately \$315 million in unpaid principal balance ( UPB ) of held-for-sale ( HFS ) mortgage loans recognized in third quarter 2014. For the nine months ended September 30, 2015 compared to 2014, the decrease in mortgage banking income was also affected by a larger positive mortgage warehouse valuation adjustment in 2014 associated with the non-performing portion of the HFS portfolio and the receipt of approximately \$20.0 million of additional servicing fees in first quarter 2014 in conjunction with servicing sales.

Expenses for the three and nine months ended September 30, 2015 were \$215.4 million and \$810.1 million, respectively, compared to \$244.0 million and \$625.2 million, respectively, for the three and nine months ended September 30, 2014. For the quarter ended September 30, 2015 compared to 2014, the expense decrease was largely driven by a decline in losses from litigation and regulatory matters primarily related to expenses recognized in 2014, including \$50.4 million in loss accruals related to legal matters, partially offset by \$15.0 million of expense reversals associated with agreements with insurance companies for the recovery of expenses FHN incurred related to litigation losses in previous periods. In third quarter 2015, FHN recognized \$10.9 million in net loss accruals related to legal

matters. Lower personnel expense in third quarter 2015 relative to third quarter 2014 also contributed to the decline, but was somewhat offset by a \$4.3 million reversal of repurchase and foreclosure provision related to the settlement of certain claims recognized in third quarter 2014. For the nine months ended September 30, 2015 compared to 2014, the increase in expenses was primarily the result of the \$162.5 million charge to litigation and regulatory matters related to the settlement reached with DOJ/HUD previously mentioned and increased personnel expense relative to the same period of 2014, but was somewhat mitigated by lower occupancy expense which was primarily the result of a lease abandonment charge recognized in 2014 related to restructuring, repositioning, and efficiency initiatives.

On a consolidated basis, credit quality continued to improve in 2015 relative to a year ago, resulting in a \$5.0 million decline in the loan loss provision to \$1.0 million in third quarter 2015 and a \$13.0 million decline in the loan loss provision to \$8.0 million for the nine months ended September 30, 2015. Improvement from third quarter 2014 resulted in a 12 percent decline in the allowance for loan losses ( ALLL ) (on a period-end basis) and a 14 percent decline in non-performing loans from a year ago.

Return on average common equity and return on average assets for third quarter 2015 were 10.83 percent and .99 percent, respectively, compared to 8.16 percent and .84 percent, respectively, in third quarter 2014. During the nine months ended September 30, 2015 and 2014, the return on average common equity was 2.02 percent and 10.37 percent, respectively, and the return on average assets was .24 percent and 1.03 percent, respectively. The Tier 1 capital ratio was 12.11 percent as of September 30, 2015, compared to 14.47 percent on September 30, 2014. Total period-end assets increased to \$25.4 billion on September 30, 2015, from \$24.0 billion on September 30, 2014. Average loans increased 6 percent and 7 percent to \$16.6 billion and \$16.5 billion, respectively, in the three and nine months ended September 30, 2015 relative to the same periods in 2014. Average core deposits increased 20 percent and 16 percent

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to \$18.5 billion and \$18.2 billion, respectively, in the three and nine months ended September 30, 2015 relative to the prior year. Shareholders' equity was \$2.6 billion on September 30, 2015 and 2014. Average shareholders' equity decreased to \$2.5 billion in third quarter 2015 from \$2.6 billion in third quarter 2014.

**BUSINESS LINE REVIEW****Regional Banking**

Pre-tax income within the regional banking segment was \$85.6 million during third quarter 2015 compared to \$79.9 million in third quarter 2014. The increase in pre-tax income was driven by higher net interest income which more than offset an increase in loan loss provisioning and a decline in non-interest income. Non-interest expense was flat in third quarters 2015 and 2014. During the nine months ended September 30, 2015, the regional bank's pre-tax income was \$230.1 million compared to \$209.9 million for the nine months ended September 30, 2014. The increase in pre-tax income for the first nine months of 2015 was primarily driven by an increase in net interest income which more than offset an increase in noninterest and loan loss provision expenses.

Total revenue increased 5 percent to \$228.0 million in third quarter 2015 from \$218.0 million in third quarter 2014, driven by an increase in net interest income ( NII ). The increase in NII was driven by several factors including higher average balances of loans to mortgage companies, additional commercial loan growth, the impact that higher deposit balances has on funds transfer pricing ( FTP ), improved deposit pricing, and an increase in cash basis income compared to third quarter 2014. These increases were somewhat offset by lower yielding commercial loans due to competitive pressure. Noninterest income decreased \$1.4 million to \$62.8 million in third quarter 2015. The decline in noninterest income was largely driven by lower brokerage, management fees, and commission income from the Bank's wealth management group in 2015 relative to the prior year and a decline in income from trust services and investment management, partially offset by increases in fees from deposit transactions and bankcard income compared to a year ago. The decrease in brokerage, management fees and commissions was primarily driven by a reduction in annuity income as a result of lower volume in 2015 compared to the prior year, and also by a shift in product and fee structures which caused a temporary decline in revenues but should result in revenue streams over the long term.

Provision expense increased to \$6.7 million in third quarter 2015 from \$2.2 million in third quarter 2014. Both periods reflect continued strong performance with low levels of delinquencies and a decline in nonperforming loans. The increase in provision during third quarter 2015 was driven by a number of factors including loan growth within the commercial portfolios and a continued extension of the loss emergence period ( LEP ) for commercial loans in the current cycle. These factors were somewhat offset by the continued favorable impact of historically low net charge-offs which result in continued lower loss rates.

Noninterest expense was \$135.8 million in third quarter 2015 down slightly from \$135.9 million in third quarter 2014, as lower allocated personnel expenses, due in large part to gains recognized in third quarter 2015 related to an employee benefit plan amendment, were offset by increases in personnel expenses associated with strategic hires and retention efforts in growth markets, an increase in legal fees, and an increase in the provision for unfunded commitments in third quarter 2015 relative to the prior year.

Total revenue increased 6 percent to \$674.5 million for the nine months ended September 30, 2015 from \$634.9 million for the nine months ended September 30, 2014, driven by an increase in net interest income ( NII ). An increase in average balances of loans to mortgage companies, additional commercial loan growth, the impact that higher deposit balances has on FTP, and improved deposit pricing favorably impacted NII during the nine months ended September 30, 2015, but was somewhat mitigated by lower commercial loan yields. Noninterest income declined \$1.4 million to \$189.0 million for the nine months ended September 30, 2015, driven by a decrease in brokerage,

management fees, and commission income and lower bankcard income relative to the same year-to-date period of 2014, but partially offset by an increase in deposit transactions. The decline in bankcard income was due in part to \$2.8 million of Visa volume incentives recognized in second quarter 2014, but was somewhat mitigated by higher transaction volume in 2015 relative to the prior year.

Provision expense for the nine months ended September 30, 2015 increased to \$28.7 million from \$23.6 million for the nine months ended September 30, 2014. The factors affecting the 2015 quarterly provision expense also drove provision expense for the 2015 year-to-date period. Additionally, increased reserves associated with loss resulting from borrower fraud also led to higher loan loss provisioning in 2015 relative to the prior year. For the year-to-date period of 2014, provision expense was primarily affected by the consumer credit card portfolio as a result of trends in delinquencies, net charge-offs, and certain asset quality ratios for the smaller balance portion of the portfolio.

Noninterest expense was \$415.8 million and \$401.4 million for the nine months ended September 30, 2015 and 2014, respectively. The increase in expense was largely attributable to higher personnel expenses associated with loan growth, strategic hires, and retention efforts in growth markets in the nine months ended September 30, 2015 relative to the prior year. An increase in the provision for unfunded commitments and larger negative fair value marks associated with foreclosed real estate also contributed to the increase in expenses. These increases were partially offset by a decline in professional fees related to consulting projects in the year-to-date period of 2014 relative to the current year, as well as tighter project management and an incremental focus on cost reductions.

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Lower contract employment expenses primarily related to technology-related projects in 2014, and a decline in allocated expenses, also offset a portion of the expense increase. The decline in allocated expenses was due in large part to gains recognized in third quarter 2015 related to an employee benefit plan amendment, but partially offset by allocated FDIC premium expense which increased relative to the prior year, due in large part to \$3.3 million of FDIC premium refunds recognized in second quarter 2014.

**Fixed Income**

The fixed income segment had a pre-tax loss of \$5.0 million during third quarter 2015 compared to pre-tax income of \$4.9 million during third quarter 2014. The decline in results during third quarter 2015 compared to the prior year was primarily driven by an \$11.6 million increase in loss accruals recognized in third quarter 2015 related to a legal matter in which an arbitration panel found in favor of the claimants. For the nine months ended September 30, 2015, fixed income's pre-tax income was \$15.3 million compared to \$62.6 million for the nine months ended September 30, 2014. Pre-tax income for the nine months ended September 30, 2014 was higher when compared to the same period in 2015 due in large part to a \$47.1 million expense recovery that was recognized in second quarter 2014 related to the Sentinel litigation matter which was settled in 2011 coupled with the arbitration matter previously mentioned which led to higher litigation expenses in 2015.

Fixed income product revenue was \$43.0 million in third quarter 2015, up from \$41.2 million in third quarter 2014, as fixed income product average daily revenue (ADR) increased slightly to \$.7 million in 2015 from \$.6 million in 2014. For the nine months ended September 30, 2015, fixed income product revenue was \$143.2 million, up from \$131.3 million in the prior year. The increase in fixed income revenue reflects more favorable market conditions due to increased rate volatility in 2015 relative to the prior year. Other product revenue was \$8.8 million and \$8.7 million in third quarter 2015 and 2014, respectively, and increased from \$22.9 million for the nine months ended September 30, 2014 to \$26.2 million for the same period in 2015. The increase in the year-to-date period was primarily driven by increases in fees from derivatives, loan sales, and portfolio advisory in 2015 relative to the prior year.

Noninterest expense was \$59.8 million and \$47.9 million in third quarter 2015 and 2014, respectively, and \$165.7 million and \$100.6 million for the nine months ended September 30, 2015 and 2014, respectively. The increase in expense for third quarter 2015 was primarily driven by the litigation charge related to the arbitration decision previously mentioned, but was also due to higher variable compensation expense as a result of higher fixed income product revenues in 2015 relative to the prior year. The expense increase for the year-to-date comparative period was primarily related to the 2014 Sentinel-related expense recoveries previously mentioned coupled with litigation expense in 2015, as well as higher variable compensation expenses in 2015.

**Corporate**

The pre-tax loss for the corporate segment was \$22.0 million and \$26.6 million during the quarters ended September 30, 2015 and 2014, respectively, and was \$74.1 million and \$60.9 million during the nine months ended September 30, 2015 and 2014, respectively. The improvement in results in third quarter 2015 relative to third quarter 2014 was primarily driven by a decrease in expenses and higher noninterest income, partially offset by lower net interest income. For the nine months ended September 30, 2015, the decline in results was due in large part to a decrease in revenues which was partially mitigated by an expense decline.

Net interest expense increased \$4.8 million in third quarter 2015 to \$19.0 million due to the effect of the third quarter 2014 loan sales on FTP, the fourth quarter 2014 issuance of \$400 million of senior notes, and a lower yielding available-for-sale (AFS) securities portfolio. Noninterest income (including securities gain/losses) was \$8.6 million in third quarter 2015 up \$4.4 million from \$4.1 million in third quarter 2014. The increase in noninterest income was

primarily driven by a \$5.8 million gain on the extinguishment of junior subordinated notes underlying \$200 million of trust preferred debt, partially offset by decreases in deferred compensation income. Deferred compensation income fluctuates with changes in the market value of the underlying investments and is mirrored by changes in deferred compensation expense which is included in personnel expense.

Noninterest expense was \$11.5 million in third quarter 2015 compared to \$16.5 million in third quarter 2014. The decrease in noninterest expense was due in large part to a \$2.9 million decline in negative valuation adjustments associated with derivatives related to prior sales of Visa class B shares relative to the prior year and lower personnel-related expenses primarily related to a decrease in deferred compensation expense, which is directionally consistent with the decrease in deferred compensation income described above.

Net interest expense increased \$16.4 million to \$52.5 million for the year-to-date period ended September 30, 2015 driven by the same factors that impacted the quarterly increase described above. Noninterest income (including securities gain/losses) was \$17.8 million for the nine months ended September 30, 2015, down from \$22.6 million for the same period of 2014. The decrease in noninterest income was largely driven by a \$5.6 million gain associated with the sale of a cost method investment recognized in first quarter 2014 and a decline in BOLI income as a result of lower policy benefits received in the year-to-date period of 2015 relative to the same period of 2014. Additionally, decreases in deferred compensation income for the nine months ended September 30, 2015 relative to the prior year also contributed to the decline in noninterest income, but were somewhat offset by the \$5.8 million gain on the extinguishment of debt previously mentioned.

Noninterest expense decreased 17 percent, or \$7.9 million, from \$47.4 million for the nine months ended September 30, 2014 to \$39.5 million for the nine months ended September 30, 2015. The decline in noninterest expense was largely the result of a \$5.1 million decline in negative valuation adjustments associated with derivatives related to prior sales of Visa Class B shares compared to 2014

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and lower occupancy expense in the nine months ended September 30, 2015 primarily related to an efficiency-related lease abandonment expense of \$4.7 million that was recognized in 2014. Additionally, personnel expense decreased in the nine months ended September 30, 2015. The decrease in personnel expense largely relates to a decline in deferred compensation income, but was offset somewhat by several favorable adjustments recognized in the year-to-date period of 2014, primarily associated with employee benefit plans and deferred compensation BOLI benefits.

**Non-Strategic**

The non-strategic segment had pre-tax income of \$13.7 million in third quarter 2015 compared to pre-tax income of \$9.1 million in third quarter 2014. For the nine months ended September 30, 2015, the non-strategic segment had a pre-tax loss of \$117.1 million compared to pre-tax income of \$41.3 million for the nine months ended September 30, 2014. The improvement for the quarterly period was driven by a decrease in expenses which more than offset lower revenues. For the year-to-date period the decline in pre-tax income was the result of an increase in litigation-related expenses and a decline in revenue, partially offset by a larger provision credit for loan losses.

Total revenue was \$16.4 million and \$56.6 million in third quarter 2015 and third quarter 2014, respectively. NII declined 16 percent to \$14.3 million in third quarter 2015 from \$17.0 million in third quarter 2014, consistent with the run-off of the non-strategic loan portfolios and the third quarter 2014 sales of mortgage loans HFS. Noninterest income (including securities gains/losses) decreased \$37.6 million from \$39.6 million in third quarter 2014 to \$2.0 million in third quarter 2015 driven by a decline in mortgage banking income. In third quarter 2014, FHN sold approximately \$315 million in UPB of mortgage loans HFS that resulted in \$39.7 million of valuation gains that were recognized within mortgage banking income.

The provision for loan losses within the non-strategic segment was a provision credit of \$5.7 million in third quarter 2015 compared to provision expense of \$3.8 million in the prior year. The improvement was largely driven by a \$30.1 million decrease in consumer real estate reserves primarily due to a 24 percent decline in loan balances from run-off, sustained levels of low net charge-offs, and continued stabilization/improvement of property values.

Noninterest expense decreased 81 percent, or \$35.3 million, to \$8.4 million in third quarter 2015 from \$43.7 million in third quarter 2014. The decline in expense was largely due to a decline in net loss accruals related to litigation and regulatory matters from \$35.2 million in third quarter 2014 to a net expense recovery of \$.9 million in third quarter 2015. This decrease was offset somewhat by the reversal of \$4.3 million of repurchase and foreclosure provision in third quarter 2014 related to the settlement of certain claims and an increase in occupancy expense associated with the reduction in sublease income in third quarter 2015 compared to the prior year as a result of the sale of a building in second quarter 2015.

Total revenue was \$51.3 million and \$114.5 million for the nine months ended September 30, 2015 and 2014, respectively, with NII declining 17 percent to \$42.4 million for the 2015 year-to-date period from \$51.2 million for the same period of 2014, consistent with the run-off of the non-strategic loan portfolios and the third quarter 2014 sales of mortgage loans HFS. Noninterest income (including securities gains/losses) decreased \$54.3 million to \$9.0 million for the nine months ended September 30, 2015 from \$63.3 million. The decline in noninterest income was driven by a \$66.7 million decline in mortgage banking income, which was the result of the third quarter 2014 gains previously mentioned, the receipt of approximately \$20 million in previously unrecognized servicing fees in conjunction with servicing sales, and a larger positive mortgage warehouse valuation adjustment in 2014 due to positive fair value adjustments that reflected new information on market pricing for similar assets primarily related to the non-performing portion of the held-for-sale portfolio. A portion of this decline was somewhat offset by several transactions which negatively impacted noninterest income in the prior year, including a \$4.4 million loss on the extinguishment of debt associated with the collapse of two HELOC securitization trusts, a \$2.0 million loss on the

deconsolidation of a securitization trust, and a \$2.0 million negative fair value adjustment on an investment. Additionally, a \$2.7 million gain on the sale of property recognized in second quarter 2015 also positively impacted other noninterest income during 2015.

The provision for loan losses within the non-strategic segment was a provision credit of \$20.7 million for the nine months ended September 30, 2015 compared to a provision credit of \$2.6 million for the nine months ended September 30, 2014. The increase in provision credit was largely driven by the consumer real estate portfolio due to lower portfolio balances, sustained low levels of net charge-offs, and continued stabilization/improvement of property values in the first nine months of 2015 relative to the prior year. This increase was somewhat offset by a reduction in the provision credit associated with the commercial portfolios, primarily driven by the disposition of three TRUP loans that had a favorable impact on prior year provision.

Noninterest expense increased to \$189.2 million in the nine months ended September 30, 2015 from \$75.8 million in the nine months ended September 30, 2014. The increase in noninterest expense was primarily due to a \$126.2 million net increase in loss accruals related to litigation and regulatory matters including \$162.5 million of loss accruals recognized in first quarter 2015 associated with the settlement reached with DOJ/HUD as previously mentioned, offset by \$35.4 million of net litigation loss accruals recognized during the nine months ended September 30, 2014 related to legal matters. Additionally, the reversal of \$4.3 million of repurchase and



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foreclosure provision recognized in 2014 related to the settlement of certain claims and an increase in occupancy expense associated with the reduction in sublease income previously mentioned contributed to the expense increase. Offsetting a portion of this increase, legal expense decreased \$4.8 million for the nine months ended September 30, 2015 relative to the nine months ended September 30, 2014. Generally, most other expense categories declined given the continued wind-down of the legacy businesses.

**INCOME STATEMENT REVIEW**

Total consolidated revenue was \$288.7 million in third quarter 2015 compared to \$317.4 million in third quarter 2014. The decline in income was largely driven by a decrease in mortgage banking income, but was partially offset by increases in fixed income product revenue, net interest income and gains on the extinguishment of debt. Total expenses decreased \$28.6 million from \$244.0 million in third quarter 2014 to \$215.4 million in third quarter 2015 primarily due to lower net losses from litigation and regulatory matters and a decline in personnel expenses relative to the prior year, somewhat offset by the recognition of a \$4.3 million reversal of repurchase and foreclosure provision expense recognized in third quarter 2014 related to the settlement of certain repurchase claims. For the nine months ended September 30, 2015, total consolidated revenue declined 3 percent to \$872.2 million from \$899.1 million in the prior year primarily due to a decrease in mortgage banking, partially offset by increases in net interest income, fixed income product revenue and gains on the extinguishment of debt. Total expenses for the nine months ended September 30, 2015 increased \$184.8 million to \$810.1 million from \$625.2 million for the nine months ended September 30, 2014 primarily driven by increases in litigation loss accruals and personnel expenses.

**NET INTEREST INCOME**

Net interest income increased 3 percent to \$163.6 million in third quarter 2015 from \$159.5 million in third quarter 2014. For the nine months ended September 30, 2015, NII increased 4 percent to \$487.1 million from \$468.7 million. For the three and nine months ended September 30, 2015, the increase in NII was primarily attributable to higher balances of loans to mortgage companies coupled with additional commercial and bank installment loan growth, partially offset by continued run-off of the non-strategic loan portfolios and lower yielding commercial loans due to competitive pressure. Average earning assets were \$23.2 billion and \$21.7 billion in third quarters 2015 and 2014, respectively, and \$23.3 billion and \$21.6 billion for the nine months ended September 30, 2015 and 2014, respectively. The increase in both periods relative to the prior year was primarily driven by loan growth within the regional bank, but was also impacted by higher average balances of excess cash held at the Federal Reserve ( Fed ), which more than offset continued run-off of the non-strategic loan portfolios and a decline in average balances of Loans HFS because of the third quarter 2014 loan sales.

For purposes of computing yields and the net interest margin, FHN adjusts net interest income to reflect tax exempt income on an equivalent pre-tax basis which provides comparability of net interest income arising from both taxable and tax-exempt sources. The consolidated net interest margin decreased to 2.85 percent in third quarter 2015 from 2.97 percent in third quarter 2014. The net interest spread was 2.72 percent in third quarter 2015 down 13 basis points from 2.85 percent in third quarter 2014 and the impact of free funding was 13 basis points in 2015 up from 12 basis points in 2014. For the nine months ended September 30, 2015, the net interest margin was 2.84 percent, down from 2.94 percent for the comparable period of 2014. The decline in NIM for the three and nine month period of 2015 was driven by several factors including an increase in excess cash held at the Fed, lower yielding commercial loans, run-off of the non-strategic loan portfolios, a lower yielding securities portfolio, and increased long-term funding costs. These negative effects were somewhat mitigated by higher average balances of loans to mortgage companies, improved deposit pricing, increased loan fees, and higher cash basis interest income.



**Table of Contents****Table 1- Net Interest Margin**

	Three Months Ended September 30	
	2015	2014
<b>Assets:</b>		
Earning assets:		
Loans, net of unearned income:		
Commercial loans	3.50%	3.51%
Retail loans	3.94	4.01
Total loans, net of unearned income	3.65	3.70
Loans held-for-sale (a)	4.16	4.09
Investment securities:		
U.S. treasuries	NM	0.07
U.S. government agencies	2.45	2.56
States and municipalities	2.84	2.50
Other	4.10	4.04
Total investment securities	2.54	2.61
Trading securities	2.98	3.00
Other earning assets:		
Federal funds sold	1.00	0.98
Securities purchased under agreements to resell (b)	(0.06)	(0.22)
Interest bearing cash	0.24	0.19
Total other earning assets	0.12	(0.06)
Interest income / total earning assets	3.20%	3.33%
<b>Liabilities:</b>		
Interest-bearing liabilities:		
Interest-bearing deposits:		
Savings	0.15%	0.16%
Other interest-bearing deposits	0.09	0.08
Time deposits (c)	0.65	0.90
Total interest-bearing core deposits	0.15	0.19
Certificates of deposit \$100,000 and more (d)	0.85	0.59
Federal funds purchased	0.25	0.25
Securities sold under agreements to repurchase	0.04	0.06
Fixed income trading liabilities	2.34	2.41
Other short-term borrowings	0.84	0.20
Term borrowings (e)	2.55	2.25

Interest expense / total interest-bearing liabilities	<b>0.48</b>	0.48
<b>Net interest spread</b>	<b>2.72%</b>	2.85%
Effect of interest-free sources used to fund earning assets	<b>0.13</b>	0.12
<b>Net interest margin (f)</b>	<b>2.85%</b>	2.97%

NM Not meaningful

- (a) 2015 increase driven by sales of certain lower-yielding loans in third quarter 2014.
- (b) Driven by negative market rates on reverse repurchase agreements.
- (c) Third quarter 2015 rate includes the effect of amortizing the premium valuation adjustment for acquired time deposits related to branch acquisitions.
- (d) 2014 rate includes the effect of amortizing the premium valuation adjustment for acquired time deposits related to the MNB acquisitions.
- (e) 2015 increase driven by the issuance of \$400 million of senior notes in fourth quarter 2014.
- (f) Calculated using total net interest income adjusted for FTE assuming a statutory federal income tax rate of 35 percent and, where applicable, state income taxes.

FHN's net interest margin is impacted by balance sheet factors such as interest-bearing cash levels, deposit balances, trading inventory, commercial loan volume, loan fees, cash basis income, and the potential rise in short term interest rates. For the remainder of 2015, NIM could be under pressure due to a meaningful buildup in cash balances, as well as a decline in loan yields from the competitive environment and ongoing low rates.

Table of Contents**PROVISION FOR LOAN LOSSES**

The provision for loan losses is the charge to earnings that management determines to be necessary to maintain the ALLL at a sufficient level reflecting management's estimate of probable incurred losses in the loan portfolio. The provision for loan losses was \$1.0 million in third quarter 2015 compared to \$6.0 million in third quarter 2014. For the nine months ended September 30, 2015 and 2014, the provision for loan losses was \$8.0 million and \$21.0 million, respectively. During third quarter 2015 and 2014 FHN experienced continued overall improvement in the loan portfolio. The allowance for loan losses declined 12 percent from September 30, 2014 to September 30, 2015. Overall, FHN's asset quality trends remain historically strong. For additional information about the provision for loan losses refer to the Regional Banking and Non-Strategic sections of the Business Line Review section in this MD&A. Additionally, for additional information about general asset quality trends refer to Asset Quality - Trend Analysis of Third Quarter 2015 Compared to Third Quarter 2014 in this MD&A.

**NONINTEREST INCOME**

Noninterest income (including securities gains/(losses)) was \$125.1 million in third quarter 2015 and represented 43 percent of total revenue compared to \$157.8 million in third quarter 2014 and 50 percent of total revenue. For the nine months ended September 30, 2015 noninterest income was \$385.1 million and represented 44 percent of total revenue compared to \$430.4 million and 48 percent for the nine months ended September 30, 2014. The decline in noninterest income during both periods of 2015 relative to the prior year largely resulted from a decrease in mortgage banking income, but was partially mitigated by increases in fixed income sales revenue and all other income and commissions.

**Fixed Income Noninterest Income**

Fixed income noninterest income increased 9 percent in third quarter 2015 to \$51.8 million from \$47.6 million in third quarter 2014. For the nine months ended September 30, 2015 and 2014, fixed income noninterest income was \$169.7 million and \$152.1 million, respectively, representing a 12 percent increase. Revenue from fixed income product sales was up in both periods reflecting more favorable market conditions due to increased rate volatility in 2015 relative to the respective periods of the prior year. Revenue from other products increased to \$8.8 million in third quarter 2015 from \$6.4 million in third quarter 2014, primarily driven by increases in fees from loan and derivative sales. During the nine months ended September 30, 2015, revenue from other products increased to \$26.5 million from \$20.8 million for the nine months ended September 30, 2014, largely driven by increases in fees from loan sales, derivative sales, and portfolio advisory.

**Table 2 - Fixed Income Noninterest Income**

<i>(Dollars in thousands)</i>	Three Months Ended		Percent Change	Nine Months Ended		Percent Change
	September 30 2015	2014		September 30 2015	2014	
<b>Noninterest income:</b>						
Fixed income product revenue	\$ 42,969	\$ 41,216	4%	\$ 143,164	\$ 131,287	9%
Other product revenue	8,835	6,373	39%	26,500	20,822	27%
Total fixed income noninterest income	\$ 51,804	\$ 47,589	9%	\$ 169,664	\$ 152,109	12%

### **Brokerage, Management Fees and Commissions**

Income from brokerage, management fees and commissions was \$11.6 million and \$35.5 million for the three and nine months ended September 30, 2015 and 2014, respectively, compared to \$12.3 million and \$37.5 million for the three and nine months ended September 30, 2014, respectively. The decline in income was primarily driven by a reduction in annuity income as a result of lower volume in 2015 compared to the prior year, and also by a shift in product and fee structures which caused a temporary decline in revenues but should result in revenue streams over the long term.

### **Bankcard Income**

Bankcard income was \$5.6 million in third quarter 2015, up slightly from \$5.5 million in third quarter 2014. For the nine months ended September 30, 2015 and 2014 bankcard income was \$16.6 million and \$18.0 million, respectively. The decline in bankcard income for the year-to-date period was primarily the result of \$2.8 million of Visa volume incentives recognized in second quarter 2014, but was somewhat mitigated by higher transaction volume in 2015 relative to the prior year.

### **Bank Owned Life Insurance**

BOLI income increased 17 percent to \$4.1 million in third quarter 2015 from \$3.5 million in third quarter 2014, driven by higher policy benefits received in the quarter relative to the prior year. For the nine months ended September 30, 2015, BOLI income was \$11.0 million compared to \$12.9 million for the nine months ended September 30, 2014. The decline in BOLI income for the nine months ended September 30, 2015 relative to the prior year was primarily due to the receipt of \$2.8 million of policy benefits in first quarter 2014.

**Table of Contents****Mortgage Banking Noninterest Income**

Mortgage banking income was \$.8 million in third quarter 2015 down from \$41.6 million in third quarter 2014. The decline in mortgage banking income during third quarter 2015 relative to the prior year was primarily due to \$39.7 million of gains on the sales of approximately \$315 million in UPB of HFS mortgage loans recognized in third quarter 2014. During the nine months ended September 30, 2015 and 2014 mortgage banking income was \$2.7 million and \$69.4 million, respectively. The decline in mortgage banking income for the nine months ended September 30, 2015 relative to the prior year, was the result of several transactions recognized in 2014 that positively impacted mortgage banking income, including the third quarter 2014 gains previously mentioned, the receipt of approximately \$20 million in previously unrecognized servicing fees in conjunction with servicing sales, and a larger positive mortgage warehouse valuation adjustment in 2014 due to positive fair value adjustments that reflected new information on market pricing for similar assets primarily related to the non-performing portion of the held-for-sale portfolio. Other mortgage banking income for the nine months ended September 30, 2014 also included a \$2.0 million loss associated with the deconsolidation of a securitization trust.

**Securities Gains/Losses**

In third quarter 2014, FHN recognized net securities losses of \$.9 million which was primarily the result of a loss on the sale of an investment. During the nine months ended September 30, 2014, FHN recognized net securities gains of \$2.9 million, as a \$5.6 million gain on the sale of a cost method investment in first quarter 2014 more than offset \$2.0 million of negative fair value adjustments related to an investment and the \$.9 million loss on the sale previously mentioned. Securities gains/(losses) for the three and nine months ended September 30, 2015 were not material.

**Other Noninterest Income**

All other income and commissions increased to \$12.5 million in third quarter 2015 from \$9.1 million in third quarter 2014 primarily due to a \$5.8 million gain on the extinguishment of junior subordinated notes underlying \$200 million of trust preferred debt, partially offset by a decline in deferred compensation income. For the nine months ended September 30, 2015 all other income and commissions increased \$11.1 million to \$34.4 million. The increase in all other income and commissions for the year-to-date period was largely driven by the \$5.8 million gain previously mentioned and \$2.5 million of net gains on the sales of properties, as well as a \$4.4 million loss recognized in first quarter 2014 on the extinguishment of debt associated with the collapse of two HELOC securitization trusts, somewhat offset by a decline in deferred compensation income. The following table provides detail regarding FHN's other income.

**Table 3 - Other Income**

<i>(Dollars in thousands)</i>	Three Months Ended		Nine Months Ended	
	September 30 2015	2014	September 30 2015	2014
<b>Other income:</b>				
Gain/(loss) on repurchases of debt	\$ 5,794	\$	\$ 5,794	\$ (4,350)
ATM interchange fees	2,998	2,739	8,784	7,982
Electronic banking fees	1,479	1,560	4,366	4,629
Letter of credit fees	978	917	3,633	3,753
Deferred compensation (a)	(2,309)	(41)	(1,311)	1,800

Other	<b>3,550</b>	3,971	<b>13,096</b>	9,461
Total	<b>\$ 12,490</b>	\$ 9,146	<b>\$ 34,362</b>	\$ 23,275

- (a) Deferred compensation market value adjustments are mirrored to employee compensation, incentives, and benefits expense.

#### **NONINTEREST EXPENSE**

Noninterest expense was \$215.4 million in third quarter 2015 compared to \$244.0 million in third quarter 2014. The decrease in noninterest expense during third quarter 2015 relative to the prior year was primarily the result of a decrease in net litigation and regulatory loss accruals and lower personnel expense, somewhat offset by the recognition of an expense recovery to repurchase and foreclosure provision expense in third quarter 2014.



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For the nine months ended September 30, 2015 noninterest expense was \$810.1 million compared to \$625.2 million for the nine months ended September 30, 2014. The increase in noninterest expense was primarily the result of increases in net litigation and regulatory loss accruals in the nine months ended September 30, 2015 coupled with an increase in personnel expenses relative to the prior year.

**Employee Compensation, Incentives, and Benefits**

Employee compensation, incentives, and benefits (personnel expense), which is generally the largest component of noninterest expense, was \$116.2 million in third quarter 2015, a 4 percent decrease from \$120.7 million in third quarter 2014. The decline in personnel expense was primarily due to an \$8.3 million gain recognized during third quarter 2015 related to an amendment of certain employee benefit plans as well as lower deferred compensation expenses in the quarter relative to the prior year. These decreases were partially offset by increases in variable compensation associated with higher fixed income product sales revenue within FHN's fixed income operating segment in third quarter 2015, as well as higher pension-related expenses driven by an increase in the pension liability as a result of a decline in the discount rate and a new mortality table at the most recent measurement date. Higher employee medical expenses in third quarter 2015 relative to the prior year also offset a portion of the decline in personnel expenses during the quarter. For the nine months ended September 30, 2015, personnel expense was \$375.6 million, a 4 percent increase from \$359.6 million for the nine months ended September 30, 2014. The increase in personnel expense during the year-to-date period was largely driven by increases in variable compensation associated with higher fixed income product sales revenue relative to the prior year and higher incentive expense associated with loan growth, strategic hires, and retention within the regional bank. Additionally, higher pension-related and employee medical costs contributed to the increase in personnel expenses during the nine months ended September 30, 2015, as well as several favorable adjustments recognized during 2014 related to employee performance equity awards, employee benefit plans, and deferred compensation BOLI benefits resulting in lower personnel expense in 2014. These increases were offset somewhat by the gain associated with the employee benefit plan amendment previously mentioned and lower deferred compensation expenses relative to the nine months ended September 30, 2014.

**Occupancy**

Occupancy expense was \$13.3 million and \$12.4 million in third quarter 2015 and 2014, respectively. The increase in occupancy expense was largely due to lower sublease income received in third quarter 2015 relative to the prior year as a result of the sale of a building in second quarter 2015. For the nine months ended September 30, 2015 and 2014 occupancy expense was \$37.3 million and \$41.9 million, respectively, primarily the result of \$4.6 million of lease abandonment expense recognized in first quarter 2014 related to efficiency initiatives, somewhat offset by the reduction in sublease income, previously mentioned.

**Professional Fees**

Professional fees were \$5.1 million and \$14.1 million for the three and nine months ended September 2015, down from \$6.2 million and \$16.4 million for the same periods of 2014. The decrease in professional fees was related to various consulting projects in 2014.

**FDIC Premium Expense**

FDIC premium expense was \$4.5 million and \$3.5 million for the three months ended September 30, 2015 and 2014, respectively, and was \$12.9 million and \$8.6 million for the nine months ended September 30, 2015 and 2014, respectively. The increase in the year-to-date period includes the receipt of \$3.3 million of FDIC premium refunds recognized in second quarter 2014.

### **Legal Fees**

Legal fees were \$3.6 million in third quarter 2015 compared to \$4.3 million in third quarter 2014 and were \$11.7 million and \$15.3 million for the nine months ended September 30, 2015 and 2014, respectively. The decline in legal fees was driven by a reduction in costs related to litigation matters in 2015 relative to the prior year. Legal fees for the nine months ended September 30, 2014 included an \$8.5 million expense recovery related to the Sentinel matter.

### **Contract Employment and Outsourcing**

Expenses associated with contract employment and outsourcing decreased \$1.8 million and \$3.5 million, respectively, for the three and nine months ended September 30, 2015 to \$3.4 million and \$11.3 million. The decrease was primarily driven by elevated expenses in 2014 related to technology-related projects within the regional bank.

### **Repurchase and Foreclosure Provision**

For the three and nine months ended September 30, 2014, FHN recorded a \$4.3 million reversal of repurchase and foreclosure provision related to the settlement of certain claims. No repurchase provision expense was recorded in 2015.

**Table of Contents****Other Noninterest Expense**

All other expenses decreased \$29.1 million to \$30.4 million in third quarter 2015 from \$59.5 million in third quarter 2014. The decrease in expense was primarily driven by a \$24.5 million decline in net losses from litigation and regulatory matters primarily related to expenses recognized in 2014, including \$50.4 million in loss accruals related to legal matters, partially offset by \$15.0 million of expense reversals associated with agreements with insurance companies for the recovery of expenses FHN incurred related to litigation losses in previous periods. Litigation and regulatory matters in third quarter 2015 included an \$11.6 million loss associated with a legal matter in which an arbitration panel found in favor of the claimants. Additionally, in third quarter 2015, FHN recognized \$.3 million of negative valuation adjustments associated with derivatives related to prior sales of Visa class B shares, compared to \$3.2 million of negative valuation adjustments in third quarter 2014.

For the nine months ended September 30, 2015 all other expenses were \$230.9 million compared to \$59.9 million for the nine months ended September 30, 2014. The increase in expense for the year-to-date period was the result of a \$176.1 million increase in net loss accruals related to legal matters. Losses from litigation and regulatory matters were \$173.4 million for the nine months ended September 30, 2015 and primarily relate to \$162.5 million of loss accruals recognized in first quarter 2015 related to the settlement of potential claims related to FHN's underwriting and origination of FHA-insured mortgage loans and \$11.6 million of loss accruals recognized in third quarter 2015 associated with the arbitration decision previously mentioned. For the nine months ended September 30, 2014, FHN recognized \$110.9 million of loss accruals related to legal matters, which were more than offset by \$113.6 million of expense reversals associated with agreements with insurance companies for the recovery of expenses FHN incurred related to litigation losses in previous periods. Additionally, expenses were favorably impacted during the nine months ended September 30, 2015 by a \$5.1 million decrease in negative valuation adjustments associated with the derivatives related to prior sales of Visa Class B shares. The following table provides detail regarding FHN's other expense.

**Table 4 - Other Expense**

<i>(Dollars in thousands)</i>	Three Months Ended		Nine Months Ended	
	September 30 2015	2014	September 30 2015	2014
<b>Other expense:</b>				
Litigation and regulatory matters (a)	\$ 10,922	\$ 35,390	\$ 173,422	\$ (2,720)
Other insurance and taxes	3,283	3,909	10,067	10,178
Travel and entertainment	2,451	2,164	6,697	6,633
Custo				