

FIRST HORIZON NATIONAL CORP

Form 10-Q

August 08, 2016

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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 June 30, 2016**

**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 incorporation of organization)</b>	<b>62-0803242</b> <b>(IRS Employer Identification No.)</b>
<b>165 MADISON AVENUE</b>	
<b>MEMPHIS, TENNESSEE</b> <b>(Address of principal executive office)</b>	<b>38103</b> <b>(Zip Code)</b>
<b>(Registrant's telephone number, including area 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

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

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 June 30, 2016</b>
Common Stock, \$.625 par value	232,019,031

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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>		
	June 30	December 31	
<i>(Dollars in thousands, except per share amounts)(Unaudited)</i>	<b>2016</b>	2015	2015
<b>Assets:</b>			
Cash and due from banks	\$ 283,648	\$ 274,256	\$ 300,811
Federal funds sold	40,570	77,039	114,479
Securities purchased under agreements to resell (Note 15)	881,732	816,991	615,773
<b>Total cash and cash equivalents</b>	<b>1,205,950</b>	1,168,286	1,031,063
Interest-bearing cash	321,743	344,944	602,836
Trading securities	1,162,959	1,133,490	881,450
Loans held-for-sale (a)	117,976	127,196	126,342
Securities available-for-sale (Note 3)	4,009,243	3,648,860	3,929,846
Securities held-to-maturity (Note 3)	14,333	4,306	14,320
Loans, net of unearned income (Note 4) (b)	18,589,337	16,936,772	17,686,502
Less: Allowance for loan losses (Note 5)	199,807	221,351	210,242
<b>Total net loans</b>	<b>18,389,530</b>	16,715,421	17,476,260
Goodwill (Note 6)	191,307	145,932	191,307
Other intangible assets, net (Note 6)	23,616	26,922	26,215
Fixed income receivables	219,939	91,069	63,660
Premises and equipment, net (June 30, 2016 includes \$10.0 million classified as held-for-sale)	279,676	269,507	275,619
Real estate acquired by foreclosure (c)	20,053	40,268	33,063
Derivative assets (Note 14)	196,989	115,230	104,365
Other assets	1,387,756	1,405,961	1,436,291
<b>Total assets</b>	<b>\$ 27,541,070</b>	\$ 25,237,392	\$ 26,192,637
<b>Liabilities and equity:</b>			
Deposits:			
Savings	\$ 7,960,182	\$ 7,462,642	\$ 7,811,191
Time deposits	741,992	769,132	788,487
Other interest-bearing deposits	5,720,628	4,675,742	5,388,526
Certificates of deposit \$100,000 and more	522,643	400,021	443,389
Interest-bearing	14,945,445	13,307,537	14,431,593
Noninterest-bearing	5,684,732	5,366,936	5,535,885
<b>Total deposits</b>	<b>20,630,177</b>	18,674,473	19,967,478
Federal funds purchased	508,669	556,862	464,166

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Securities sold under agreements to repurchase (Note 15)	<b>451,129</b>	311,760	338,133
Trading liabilities	<b>789,540</b>	732,564	566,019
Other short-term borrowings	<b>543,033</b>	150,350	137,861
Term borrowings	<b>1,076,943</b>	1,555,272	1,312,677
Fixed income payables	<b>90,400</b>	54,301	23,072
Derivative liabilities (Note 14)	<b>170,619</b>	109,815	108,339
Other liabilities	<b>588,636</b>	574,090	635,306
<b>Total liabilities</b>	<b>24,849,146</b>	22,719,487	23,553,051

**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 June 30, 2016, June 30, 2015 and December 31, 2015)	<b>95,624</b>	95,624	95,624
Common stock \$.625 par value (shares authorized 400,000,000; shares issued 232,019,031 on June 30, 2016; 234,020,798 on June 30, 2015; and 238,586,637 on December 31, 2015)	<b>145,012</b>	146,263	149,117
Capital surplus	<b>1,362,528</b>	1,371,712	1,439,303
Undivided profits	<b>945,663</b>	797,123	874,303
Accumulated other comprehensive loss, net (Note 8)	<b>(152,334)</b>	(188,248)	(214,192)
<b>Total First Horizon National Corporation Shareholders Equity</b>	<b>2,396,493</b>	2,222,474	2,344,155
Noncontrolling interest	<b>295,431</b>	295,431	295,431
<b>Total equity</b>	<b>2,691,924</b>	2,517,905	2,639,586
<b>Total liabilities and equity</b>	<b>\$ 27,541,070</b>	\$ 25,237,392	\$ 26,192,637

Certain previously reported amounts have been revised to reflect the retroactive effect of the adoption of ASU 2015-03, Simplifying the Presentation of Debt Issuance Costs. See Note 1 Financial Information for additional information.

See accompanying notes to consolidated condensed financial statements.

- (a) June 30, 2016 and 2015 and December 31, 2015 include \$21.2 million, \$20.2 million and \$22.4 million, respectively, of held-for-sale consumer mortgage loans secured by residential real estate in process of foreclosure.
- (b) June 30, 2016 and 2015 and December 31, 2015 include \$31.1 million, \$28.3 million and \$29.7 million, respectively, of held-to-maturity consumer mortgage loans secured by residential real estate properties in process of foreclosure.
- (c) June 30, 2016 and 2015 and December 31, 2015 include \$9.6 million, \$18.7 million and \$14.6 million, respectively, of foreclosed residential real estate.

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	<b>First Horizon National Corporation</b>			
	Three Months Ended		Six Months Ended	
	June 30		June 30	
	<b>2016</b>	2015	<b>2016</b>	2015
<i>Assets and shares in thousands except per share data, unless otherwise noted)(Unaudited)</i>				
<b>Interest income:</b>				
Interest and fees on loans	<b>\$ 163,054</b>	\$ 153,283	<b>\$ 321,477</b>	\$ 297,000
Interest on investment securities available-for-sale	<b>23,953</b>	23,288	<b>48,427</b>	46,000
Interest on investment securities held-to-maturity	<b>198</b>	66	<b>395</b>	1,000
Interest on loans held-for-sale	<b>1,198</b>	1,350	<b>2,459</b>	2,000
Interest on trading securities	<b>8,020</b>	8,951	<b>15,771</b>	18,000
Interest on other earning assets	<b>953</b>	92	<b>2,511</b>	1,000
<b>Interest income</b>	<b>197,376</b>	187,030	<b>391,040</b>	365,000
<b>Interest expense:</b>				
Interest on deposits:				
Savings	<b>4,146</b>	2,970	<b>8,336</b>	6,000
Time deposits	<b>1,148</b>	1,324	<b>2,260</b>	2,000
Other interest-bearing deposits	<b>2,526</b>	1,104	<b>4,830</b>	2,000
Certificates of deposit \$100,000 and more	<b>1,326</b>	830	<b>2,537</b>	1,000
Interest on trading liabilities	<b>3,782</b>	3,770	<b>7,821</b>	7,000
Interest on short-term borrowings	<b>1,203</b>	726	<b>2,331</b>	1,000
Interest on term borrowings	<b>6,981</b>	9,666	<b>14,587</b>	19,000
<b>Interest expense</b>	<b>21,112</b>	20,390	<b>42,702</b>	41,000
<b>Interest income</b>	<b>176,264</b>	166,640	<b>348,338</b>	323,000
Provision for loan losses	<b>4,000</b>	2,000	<b>7,000</b>	7,000
<b>Interest income after provision for loan losses</b>	<b>172,264</b>	164,640	<b>341,338</b>	316,000
<b>Other income:</b>				
Net fee income	<b>77,913</b>	56,241	<b>144,890</b>	117,000
Net deposit transactions and cash management	<b>26,991</b>	28,430	<b>53,828</b>	54,000
Net interchange, management fees and commissions	<b>10,665</b>	12,456	<b>21,080</b>	23,000
Net advisory services and investment management	<b>7,224</b>	7,416	<b>13,789</b>	14,000
Net card income	<b>6,558</b>	5,884	<b>11,817</b>	11,000
Net investment-owned life insurance	<b>3,743</b>	3,391	<b>7,132</b>	6,000
Net other service charges	<b>2,996</b>	3,043	<b>5,709</b>	5,000
Net insurance commissions	<b>552</b>	654	<b>1,039</b>	1,000
Net equity securities gains/(losses), net (Note 3)	<b>99</b>	8	<b>19</b>	1,000
Net fixed income securities gains/(losses), net (Note 3)			<b>1,654</b>	
Net other income and commissions (Note 7)	<b>8,773</b>	12,778	<b>18,862</b>	23,000



noninterest income	145,514	130,301	279,819	259,819
<b>Adjusted gross income after provision for loan losses</b>	<b>317,778</b>	294,941	<b>621,157</b>	576,819
<b>Interest expense:</b>				
Employee compensation, incentives, and benefits	143,370	127,970	280,521	259,819
Company	12,736	11,764	25,340	23,340
Computer software	11,226	11,340	22,813	22,813
Communications services	10,521	10,033	20,421	19,421
Equipment rentals, depreciation, and maintenance	7,182	7,983	13,341	15,341
Legal fees	5,891	4,509	10,770	8,770
Life insurance premium expense	4,848	4,952	9,769	8,769
Marketing and public relations	4,481	4,349	9,454	9,454
Professional fees	4,284	5,218	9,483	8,483
Postage, communications and courier	3,039	3,801	6,789	7,789
Property insurance and taxes	3,014	3,455	6,327	6,327
Contract employment and outsourcing	2,497	3,337	4,922	7,922
Amortization of intangible assets	1,299	1,298	2,599	2,599
Depreciated real estate	(432)	1,329	(690)	1,329
Accrual for purchase and foreclosure provision	(31,400)		(31,400)	
Other expense (Note 7)	44,266	17,056	63,290	193,290
noninterest expense	226,822	218,394	453,749	594,819
<b>Income/(loss) before income taxes</b>	<b>90,956</b>	76,547	<b>167,408</b>	(18,819)
Provision/(benefit) for income taxes	30,016	21,590	54,255	(54,255)
<b>Income/(loss)</b>	<b>\$ 60,940</b>	\$ 54,957	<b>\$ 113,153</b>	\$ (17,074)
Income attributable to noncontrolling interest	2,852	2,851	5,703	5,703
<b>Income/(loss) attributable to controlling interest</b>	<b>\$ 58,088</b>	\$ 52,106	<b>\$ 107,450</b>	\$ (22,777)
Accrued stock dividends	1,550	1,550	3,100	3,100
<b>Income/(loss) available to common shareholders</b>	<b>\$ 56,538</b>	\$ 50,556	<b>\$ 104,350</b>	\$ (25,877)
<b>Basic earnings/(loss) per share (Note 9)</b>	<b>\$ 0.24</b>	\$ 0.22	<b>\$ 0.45</b>	\$ (0.10)
<b>Diluted earnings/(loss) per share (Note 9)</b>	<b>\$ 0.24</b>	\$ 0.22	<b>\$ 0.44</b>	\$ (0.10)
<b>Weighted average common shares (Note 9)</b>	<b>231,573</b>	232,800	<b>233,112</b>	232,800
<b>Diluted average common shares (Note 9)</b>	<b>233,576</b>	234,669	<b>235,121</b>	232,800
<b>Dividends declared per common share</b>	<b>\$ 0.07</b>	\$ 0.06	<b>\$ 0.14</b>	\$ 0.06

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

See accompanying notes to consolidated condensed financial statements.



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	<b>First Horizon National Corporation</b>			
	Three Months		Six Months Ended	
	Ended		June 30	
	June 30	2015	2016	2015
<i>(Dollars in thousands) (Unaudited)</i>	<b>2016</b>	2015	<b>2016</b>	2015
Net income/(loss)	<b>\$ 60,940</b>	\$ 54,957	<b>\$ 113,153</b>	\$ (17,448)
Other comprehensive income/(loss), net of tax:				
Net unrealized gains/(losses) on securities available-for-sale	<b>16,037</b>	(20,100)	<b>55,197</b>	(2,096)
Net unrealized gains/(losses) on cash flow hedges	<b>1,226</b>		<b>4,691</b>	
Net unrealized gains/(losses) on pension and other postretirement plans	<b>844</b>	1,011	<b>1,970</b>	2,094
Other comprehensive income/(loss)	<b>18,107</b>	(19,089)	<b>61,858</b>	(2)
Comprehensive income/(loss)	<b>79,047</b>	35,868	<b>175,011</b>	(17,450)
Comprehensive income attributable to noncontrolling interest	<b>2,852</b>	2,851	<b>5,703</b>	5,609
Comprehensive income/(loss) attributable to controlling interest	<b>\$ 76,195</b>	\$ 33,017	<b>\$ 169,308</b>	\$ (23,059)
<b>Income tax expense/(benefit) of items included in Other Comprehensive Income/(Loss):</b>				
Net unrealized gains/(losses) on securities available-for-sale	<b>\$ 9,967</b>	\$ (12,651)	<b>\$ 34,304</b>	\$ (1,320)
Net unrealized gains/(losses) on cash flow hedges	<b>762</b>		<b>2,915</b>	
Net unrealized gains/(losses) on pension and other postretirement plans	<b>525</b>	636	<b>1,225</b>	1,318

See accompanying notes to consolidated condensed financial statements.

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	First Horizon National Corporation					
	2016			2015		
	Controlling Interest	Noncontrolling Interest	Total	Controlling Interest	Noncontrolling Interest	Total
<i>(dollars in thousands except per share data)(Unaudited)</i>						
Balance, January 1	\$ 2,344,155	\$ 295,431	\$ 2,639,586	\$ 2,286,159	\$ 295,431	\$ 2,581,590
Net income/(loss)	107,450	5,703	113,153	(23,057)	5,609	(17,448)
Other comprehensive income/(loss) (a)	61,858		61,858	(2)		(2)
Comprehensive income/(loss)	169,308	5,703	175,011	(23,059)	5,609	(17,450)
Cash dividends declared:						
Preferred stock (\$3,100 per share for the six months ended June 30, 2016 and 2015)	(3,100)		(3,100)	(3,100)		(3,100)
Common stock (\$.14 and \$.12 per share for the six months ended June 30, 2016 and 2015, respectively)	(32,991)		(32,991)	(28,305)		(28,305)
Common stock repurchased (b)	(89,698)		(89,698)	(20,031)		(20,031)
Common stock issued for:						
Stock options and restricted stock equity awards	1,509		1,509	4,427		4,427
Stock-based compensation expense	7,796		7,796	6,474		6,474
Dividends declared noncontrolling interest of subsidiary preferred stock		(5,703)	(5,703)		(5,609)	(5,609)
Tax benefit/(benefit reversal) stock based compensation expense	(486)		(486)	(91)		(91)
<b>Balance, June 30</b>	<b>\$ 2,396,493</b>	<b>\$ 295,431</b>	<b>\$ 2,691,924</b>	<b>\$ 2,222,474</b>	<b>\$ 295,431</b>	<b>\$ 2,517,905</b>

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) 2016 and 2015 include \$86.4 million and \$15.8 million, respectively, repurchased under share repurchase programs.

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

<i>(Dollars in thousands)(Unaudited)</i>	<b>First Horizon National Corporation</b>	
	Six Months Ended June 30	
	<b>2016</b>	<b>2015</b>
<b>Operating Activities</b>		
Net income/(loss)	\$ 113,153	\$ (17,448)
Adjustments to reconcile net income/(loss) to net cash provided/(used) by operating activities:		
Provision for loan losses	7,000	7,000
Provision/(benefit) for deferred income taxes	34,366	(1,592)
Depreciation and amortization of premises and equipment	16,036	18,229
Amortization of intangible assets	2,599	2,596
Net other amortization and accretion	10,722	11,731
Net (increase)/decrease in derivatives	564	(615)
Repurchase and foreclosure provision	(31,400)	
Fair value adjustment to foreclosed real estate	850	1,660
Litigation and regulatory matters	25,652	120
Stock-based compensation expense	7,796	6,474
(Tax benefit)/benefit reversal stock based compensation expense	486	91
Equity securities (gains)/losses, net	(19)	(284)
Debt securities (gains)/losses, net	(1,654)	
Net (gains)/losses on sale/disposal of fixed assets	4,155	(2,872)
Loans held-for-sale:		
Purchases	(5,953)	(1,178)
Gross proceeds from settlements and sales	14,668	15,561
(Gain)/loss due to fair value adjustments and other	(349)	(294)
Net (increase)/decrease in:		
Trading securities	(283,283)	59,890
Fixed income receivables	(156,279)	(48,581)
Interest receivable	6,751	9,955
Other assets	(36,559)	(48,727)
Net increase/(decrease) in:		
Trading liabilities	223,521	138,250
Fixed income payables	67,328	36,144
Interest payable	(5,025)	(7,613)
Other liabilities	(36,422)	(67,405)
Total adjustments	(134,449)	128,540
Net cash provided/(used) by operating activities	(21,296)	111,092
<b>Investing Activities</b>		
Available-for-sale securities:		
Sales	1,543	284
Maturities	315,301	327,315

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Purchases	(311,592)	(427,717)
Premises and equipment:		
Sales	2,786	40,369
Purchases	(27,034)	(15,751)
Net (increase)/decrease in:		
Loans	(904,558)	(722,062)
Interests retained from securitizations classified as trading securities	1,774	1,011
Interest-bearing cash	281,093	1,277,023
Net cash provided/(used) by investing activities	(640,687)	480,472
<b>Financing Activities</b>		
Common stock:		
Stock options exercised	807	4,715
Cash dividends paid	(30,960)	(26,020)
Repurchase of shares (a)	(89,698)	(20,031)
Tax benefit/(benefit reversal) stock based compensation expense	(486)	(91)
Cash dividends paid preferred stock noncontrolling interest	(5,672)	(5,703)
Cash dividends paid Series A preferred stock	(3,100)	(3,100)
Term borrowings:		
Payments/maturities	(259,938)	(312,808)
Net increase/(decrease) in:		
Deposits	663,246	605,867
Short-term borrowings	562,671	(737,512)
Net cash provided/(used) by financing activities	836,870	(494,683)
Net increase/(decrease) in cash and cash equivalents	174,887	96,881
Cash and cash equivalents at beginning of period	1,031,063	1,071,405
Cash and cash equivalents at end of period	\$ 1,205,950	\$ 1,168,286

**Supplemental Disclosures**

Total interest paid	\$ 47,355	\$ 48,734
Total taxes paid	11,334	14,859
Total taxes refunded	2,425	215
Transfer from loans to other real estate owned	3,546	8,293

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

See accompanying notes to consolidated condensed financial statements.

- (a) 2016 and 2015 include \$86.3 million and \$15.8 million, respectively, repurchased under share repurchase programs.

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**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 2016 periods are not necessarily indicative of the results that may be expected going forward. For further information, refer to the audited consolidated financial statements in Exhibit 13 to FHN 's Annual Report on Form 10-K for the year ended December 31, 2015.

**Summary of Accounting Changes.** Effective January 1, 2016, FHN early adopted the provisions of ASU 2016-05, *Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships* , on a prospective basis. ASU 2016-05 clarifies that a change in the counterparty of a derivative instrument that has been designated as the hedging instrument in an accounting hedge relationship does not, in and of itself, require dedesignation of that hedging relationship provided that all other hedge accounting criteria continue to be met. FHN considers the revised guidance to better reflect the nature of hedge accounting relationships by clarifying that, when considered solely, the counterparty is not a critical term in a hedge relationship. Because FHN has applied specific SEC staff guidance for novation (to facilitate central clearing requirements) of derivatives to prior and existing accounting hedge relationships, adoption of ASU 2016-05 had no effect on FHN.

Effective January 1, 2016, FHN early adopted the provisions of ASU 2016-06, *Contingent Put and Call Options in Debt Instruments* , which resolves diversity in practice for the bifurcation assessment when a contingent put or call option is embedded within a hybrid debt instrument. ASU 2016-06 clarifies that an entity is not required to assess whether the triggering event is related to interest rate or credit risks when performing the bifurcation analysis. FHN 's existing bifurcation assessment process conforms to the methodology outlined in ASU 2016-06.

Effective January 1, 2016, FHN adopted the provisions of 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. The adoption of ASU 2014-12 had no effect on FHN.

Effective January 1, 2016, FHN adopted the provisions of 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. FHN has evaluated the provisions of ASU 2015-02 on its consolidation assessments and there was not a significant effect upon adoption.

Effective January 1, 2016, FHN adopted the provisions of 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. Consistent with prior requirements, FHN previously classified debt issuance costs within Other assets in the Consolidated Condensed Statements of Condition. The adoption of ASU 2015-03 had no effect on FHN's recognition of interest expense. The effects of the retrospective application of the change in presentation of debt issuance costs are summarized in the table below.

<i>(Dollars in thousands)</i>	As of June 30 2015	As of December 31 2015      2014	
Increase/(decrease) to previously reported Consolidated Statements of Condition amounts			
Other assets	\$ (2,375)	\$ (2,499)	\$ (2,764)
Term Borrowings	(2,375)	(2,499)	(2,764)



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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. In February 2016, the FASB issued ASU 2016-08, Principal versus Agent Considerations, which provides additional guidance on whether an entity should recognize revenue on a gross or net basis, based on which party controls the specified good or service before that good or service is transferred to a customer. In April 2016, the FASB issued ASU 2016-10, Identifying Performance Obligations and Licensing, which clarifies the original guidance included in ASU 2014-09 for identification of the goods or services provided to customers and enhances the implementation guidance for licensing arrangements. ASU 2016-12, Narrow-Scope Improvements and Practical Expedients was issued in May 2016 to provide additional guidance for the implementation and application of ASU 2014-09. The effective date of these ASUs 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 these ASUs on its revenue recognition practices.

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 January 2016, the FASB issued ASU 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities. ASU 2016-01 makes several revisions to the accounting, presentation and disclosure for financial instruments. Equity investments (except those accounted for under the equity method or those that result in consolidation of the investee) are required to be measured at fair value with changes in fair value recognized in net income. An entity may elect to measure equity investments that do not have readily determinable market values at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or similar instruments from the same issuer. ASU 2016-01 also requires a qualitative impairment review for equity investments without readily determinable fair values, with measurement at fair value required if impairment is determined to exist. For liabilities for which fair value has been elected, ASU 2016-01 revises current accounting to record the portion of fair value changes resulting from instrument-specific credit risk within other comprehensive income rather than earnings. Additionally, ASU 2016-01 clarifies that the need for a valuation allowance on a deferred

tax asset related to available-for-sale securities should be assessed in combination with all other deferred tax assets rather than being assessed in isolation. ASU 2016-01 also makes several changes to existing fair value presentation and disclosure requirements, including a provision that all disclosures must use an exit price concept in the determination of fair value. ASU 2016-01 is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. FHN is evaluating the impact of ASU 2016-01 on its current accounting and disclosure practices.

In February 2016, the FASB issued ASU 2016-02, *Leases* which requires a lessee to recognize in its statement of condition a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. ASU 2016-02 leaves lessor accounting largely unchanged from prior standards. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. If a lessee makes this election, it should recognize lease expense for such leases generally on a straight-line basis over the lease term. All other leases must be classified as financing or operating leases which depends on the relationship of the lessee's rights to the economic value of the leased asset. For finance leases, interest on the lease liability is recognized separately from amortization of the right-of-use asset in earnings, resulting in higher expense in the earlier portion of the lease term. For operating leases, a single lease cost is calculated so that the cost of the lease is allocated over the lease term on a generally straight-line basis.

In transition to ASU 2016-02, lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. The modified retrospective approach includes a number of optional practical expedients that entities may elect to apply, which would result in continuing to account for leases that commence before the effective date in accordance with previous requirements (unless the lease is modified) except that lessees are required to recognize a right-of-

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

use asset and a lease liability for all operating leases at each reporting date based on the present value of the remaining minimum rental payments that were tracked and disclosed under previous requirements. ASU 2016-02 also requires expanded qualitative and quantitative disclosures to assess the amount, timing, and uncertainty of cash flows arising from lease arrangements. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. FHN is evaluating the impact of ASU 2016-02 on its current accounting and disclosure practices.

In March 2016, the FASB issued ASU 2016-04, *Recognition of Breakage of Certain Prepaid Stored-Value Products* which indicates that liabilities related to the sale of prepaid-stored value products are considered financial liabilities and should have a breakage estimate applied for estimated unused funds. ASU 2016-04 does not apply to stored-value products that can only be redeemed for cash, are subject to escheatment or are linked to a segregated bank account. ASU 2016-04 is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted. FHN is evaluating the impact of ASU 2016-04 on its current accounting and disclosure practices.

In March 2016, the FASB issued ASU 2016-09, *Improvements to Employee Share-Based Payment Accounting* which makes several revisions to equity compensation accounting. Under the new guidance all excess tax benefits and deficiencies that occur when an award vests, is exercised, or expires will be recognized in income tax expense as discrete period items. Previously, these transactions were typically recorded directly within equity. Consistent with this change, excess tax benefits and deficiencies will no longer be included within estimated proceeds when performing the treasury stock method for calculation of diluted earnings per share. Excess tax benefits will also be recognized at the time an award is exercised or vests compared to the current requirement to delay recognition until the deduction reduces taxes payable. The presentation of excess tax benefits in the statement of cash flows will shift to an operating activity from the current classification as a financing activity.

ASU 2016-09 also provides an accounting policy election to recognize forfeitures of awards as they occur rather than the current requirement to estimate forfeitures from inception. Further, ASU 2016-09 permits employers to use a net-settlement feature to withhold taxes on equity compensation awards up to the maximum statutory tax rate without affecting the equity classification of the award. Under current guidance, withholding of equity awards in excess of the minimum statutory requirement results in liability classification for the entire award. The related cash remittance by the employer for employee taxes will be treated as a financing activity in the statement of cash flows. ASU 2016-09 is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. Early adoption is permitted. Transition to the new guidance will be accomplished through a combination of retrospective, cumulative-effect adjustment to equity and prospective methodologies. FHN is evaluating the impact of ASU 2016-09 on its current equity compensation accounting and disclosure practices.

In June 2016, the FASB issued ASU 2016-13, *Measurement of Credit Losses on Financial Instruments* which revises the measurement and recognition of credit losses for assets measured at amortized cost (e.g., held-to-maturity ( *HTM* ) loans and debt securities) and available-for-sale ( *AFS* ) debt securities. Under ASU 2016-13, for assets measured at amortized cost, the current expected credit loss ( *CECL* ) is measured as the difference between amortized cost and the net amount expected to be collected. This represents a departure from existing GAAP as the *incurred loss* methodology for recognizing credit losses delays recognition until it is probable a loss has been incurred. The measurement of current expected credit losses is based on relevant information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported

amount. Additionally, current disclosures of credit quality indicators in relation to the amortized cost of financing receivables will be further disaggregated by year of origination. ASU 2016-13 leaves the methodology for measuring credit losses on AFS debt securities largely unchanged, with the maximum credit loss representing the difference between amortized cost and fair value. However, such credit losses will be recognized through an allowance for credit losses, which permits recovery of previously recognized credit losses if circumstances change.

ASU 2016-13 also revises the recognition of credit losses for purchased financial assets with a more-than insignificant amount of credit deterioration since origination ( PCD assets ). For PCD assets the initial allowance for credit losses is added to the purchase price. Only subsequent changes in the allowance for credit losses are recorded as a credit loss expense for PCD assets. Interest income for PCD assets will be recognized based on the effective interest rate, excluding the discount embedded in the purchase price that is attributable to the acquirer's assessment of credit losses at acquisition. Currently, credit losses for purchased credit-impaired assets are included in the initial basis of the assets with subsequent declines in credit resulting in expense while subsequent improvements in credit are reflected as an increase in the future yield from the assets.

The provisions of ASU 2016-13 will be generally be adopted through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in the year of adoption. Prospective implementation is required for debt securities for which an other-than-temporary-impairment ( OTTI ) had been previously recognized. Amounts previously recognized in accumulated other comprehensive income ( AOCI ) as of the date of adoption that relate to improvements in cash flows expected to be collected will continue to be accreted into income over the remaining life of the asset. Recoveries of amounts previously written off relating to improvements in cash flows after the date of adoption will be recorded in earnings when received. A prospective transition approach

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**Note 1 Financial Information (Continued)**

will be used for existing PCD assets where upon adoption, the amortized cost basis will be adjusted to reflect the addition of the allowance for credit losses. Thus, an entity will not be required to reassess its purchased financial assets that exist as of the date of adoption to determine whether they would have met at acquisition the new criteria of more-than insignificant credit deterioration since origination. An entity will accrete the remaining noncredit discount (based on the revised amortized cost basis) into interest income at the effective interest rate at the adoption date.

ASU 2016-13 is effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted in fiscal years beginning after December 15, 2018. FHN is evaluating the impact of ASU 2016-13 on its current accounting and disclosure practices. Since the CECL methodology encompasses a life of loan requirement for the recognition of credit losses, the estimated amount of such losses will be larger than the estimate of probable incurred losses under current standards. The extent of this difference will be dependent upon economic considerations and loan portfolio characteristics at the time of adoption.

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**Note 2 Acquisitions and Divestitures**

On October 2, 2015, FHN completed its acquisition of TrustAtlantic Financial Corporation ( TrustAtlantic Financial or TAF ), and its wholly-owned bank subsidiary TrustAtlantic Bank ( TAB ), for an aggregate of 5,093,657 shares of FHN common stock and \$23.9 million in cash in a transaction valued at \$96.7 million. Prior to the acquisition TAF and TAB were headquartered in Raleigh, North Carolina, where TAB had five branches located in the communities of Raleigh, Cary and Greenville. In relation to the acquisition, FHN acquired approximately \$400 million in assets, including approximately \$282 million in loans, and assumed approximately \$344 million of TAB deposits. FHN recorded \$45.4 million in goodwill associated with the acquisition, representing the excess of acquisition consideration over the estimated fair value of net assets acquired.

See Note 2 Acquisitions and Divestitures in the Notes to Consolidated Financial Statements on Form 10-K for the year ended December 31, 2015, for additional information about the TAF acquisition.

In second quarter 2016, FTBNA signed an agreement with GE Capital to purchase two regional groups of restaurant franchise loans totaling approximately \$.6 billion. The acquired loans will be combined with existing FTBNA relationships to establish a restaurant franchise finance specialty lending business. The transaction is expected to close in third quarter 2016.

In addition to the transaction mentioned above, FHN acquires or divests assets from time to time in transactions that are considered business combination 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 June 30, 2016 and 2015:

	<b>June 30, 2016</b>			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<i>(Dollars in thousands)</i>				
<b>Securities available-for-sale:</b>				
U.S. treasuries	\$ 100	\$	\$	\$ 100
Government agency issued mortgage-backed securities ( MBS )	1,880,831	65,391		1,946,222
Government agency issued collateralized mortgage obligations ( CMO )	1,845,205	30,907	(1,296)	1,874,816
States and municipalities	1,500			1,500
Equity and other (a)	186,607		(2)	186,605
<b>Total securities available-for-sale (b)</b>	<b>\$ 3,914,243</b>	<b>\$ 96,298</b>	<b>\$ (1,298)</b>	<b>\$ 4,009,243</b>
<b>Securities held-to-maturity:</b>				
States and municipalities	\$ 4,333	\$ 407	\$	\$ 4,740
Corporate bonds	10,000	361		10,361
<b>Total securities held-to-maturity</b>	<b>\$ 14,333</b>	<b>\$ 768</b>	<b>\$</b>	<b>\$ 15,101</b>

- (a) Includes restricted investments in FHLB-Cincinnati stock of \$87.9 million and FRB stock of \$68.6 million. The remainder is money market and cost method investments.
- (b) Includes \$3.4 billion of securities pledged to secure public deposits, securities sold under agreements to repurchase, and for other purposes.

	<b>June 30, 2015</b>			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<i>(Dollars in thousands)</i>				
<b>Securities available-for-sale:</b>				
U.S. treasuries	\$ 100	\$	\$	\$ 100
Government agency issued MBS	804,841	29,068	(3,269)	830,640
Government agency issued CMO	2,624,151	20,836	(19,701)	2,625,286
Other U.S. government agencies	1,539	21		1,560
States and municipalities	9,455			9,455
Equity and other (a)	182,059		(240)	181,819
<b>Total securities available-for-sale (b)</b>	<b>\$ 3,622,145</b>	<b>\$ 49,925</b>	<b>\$ (23,210)</b>	<b>\$ 3,648,860</b>

**Securities held-to-maturity:**

States and municipalities	\$	4,306	\$	1,050	\$	\$	5,356
Total securities held-to-maturity	\$	4,306	\$	1,050	\$	\$	5,356

- (a) Includes restricted investments in FHLB-Cincinnati stock of \$87.9 million and FRB stock of \$65.8 million. The remainder is money market 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 June 30, 2016, 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	\$	\$	\$ 1,500	\$ 1,500
After 1 year; within 5 years			100	100
After 5 years; within 10 years	10,000	10,361		
After 10 years	4,333	4,740		
<b>Subtotal</b>	<b>14,333</b>	<b>15,101</b>	<b>1,600</b>	<b>1,600</b>
Government agency issued MBS and CMO (a)			3,726,036	3,821,038
Equity and other			186,607	186,605
<b>Total</b>	<b>\$ 14,333</b>	<b>\$ 15,101</b>	<b>\$ 3,914,243</b>	<b>\$ 4,009,243</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 available-for-sale investment securities for the three and six months ended June 30:

<i>(Dollars in thousands)</i>	Three Months Ended		Six Months Ended	
	June 30	2015	June 30	2015
Gross gains on sales of securities	\$ 162	\$ 8	\$ 3,999	\$ 284
Gross (losses) on sales of securities	(63)		(2,326)	
<b>Net gain/(loss) on sales of securities (a)</b>	<b>\$ 99</b>	<b>\$ 8</b>	<b>\$ 1,673</b>	<b>\$ 284</b>

(a) Cash proceeds for the three months ended June 30, 2016 were \$.6 million; cash proceeds for the three months ended June 30, 2015 were not material. Proceeds for the six months ended June 30, 2016 and 2015, respectively, were \$1.5 million and \$.3 million. Six months ended June 30, 2016 includes a \$1.7 million gain from an exchange of approximately \$294 million of AFS debt 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 June 30, 2016 and 2015:

<i>(Dollars in thousands)</i>	<b>As of June 30, 2016</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	\$ 26,121	\$ (10)	\$ 186,797	\$ (1,286)	\$ 212,918	\$ (1,296)
Total debt securities	26,121	(10)	186,797	(1,286)	212,918	(1,296)
Equity	7	(2)			7	(2)
Total temporarily impaired securities	<b>\$ 26,128</b>	<b>\$ (12)</b>	<b>\$ 186,797</b>	<b>\$ (1,286)</b>	<b>\$ 212,925</b>	<b>\$ (1,298)</b>

<i>(Dollars in thousands)</i>	<b>As of June 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	\$ 845,534	\$ (7,734)	\$ 450,079	\$ (11,967)	\$ 1,295,613	\$ (19,701)
Government agency issued MBS	233,521	(2,485)	33,582	(784)	267,103	(3,269)
Total debt securities	1,079,055	(10,219)	483,661	(12,751)	1,562,716	(22,970)
Equity			851	(240)	851	(240)
Total temporarily impaired securities	<b>\$ 1,079,055</b>	<b>\$ (10,219)</b>	<b>\$ 484,512</b>	<b>\$ (12,991)</b>	<b>\$ 1,563,567</b>	<b>\$ (23,210)</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 June 30, 2016 and 2015, and December 31 2015:

<i>(Dollars in thousands)</i>	June 30		December 31
	2016	2015	2015
Commercial:			
Commercial, financial, and industrial	\$ 11,179,445	\$ 9,832,563	\$ 10,436,390
Commercial real estate	1,969,412	1,400,715	1,674,935
Consumer:			
Consumer real estate (a)	4,640,779	4,870,271	4,766,518
Permanent mortgage	439,014	487,679	454,123
Credit card & other	360,687	345,544	354,536
Loans, net of unearned income	\$ 18,589,337	\$ 16,936,772	\$ 17,686,502
Allowance for loan losses	199,807	221,351	210,242
Total net loans	\$ 18,389,530	\$ 16,715,421	\$ 17,476,260

(a) Balances as of June 30, 2016 and 2015, and December 31, 2015, include \$43.5 million, \$66.4 million, and \$52.8 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 include 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. Consumer loan portfolio segments include consumer real estate, permanent mortgage, and the credit card and other portfolio. Consumer 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 (27 percent of total loans), the majority of which is in the consumer real estate segment (25 percent of total loans). Loans to finance and insurance companies total \$2.3 billion (20 percent of the C&I portfolio, or 12 percent of the total loans). FHN had loans to mortgage companies totaling \$2.2

billion (20 percent of the C&I segment, or 12 percent of total loans) as of June 30, 2016. As a result, 40 percent of the C&I segment was sensitive to impacts on the financial services industry.

### **Acquisition**

On October 2, 2015, FHN completed its acquisition of TAF, and its wholly-owned bank subsidiary TAB. The acquisition included \$298.1 million in unpaid principal balance of loans with a fair value of \$281.9 million. Generally, the fair value for the acquired loans is estimated using a discounted cash flow analysis with significant unobservable inputs (Level 3) including adjustments for expected credit losses, prepayment speeds, current market rates for similar loans, and an adjustment for investor-required yield given product-type and various risk characteristics. See Note 2 Acquisitions and Divestitures for additional information.

At acquisition, FHN designated certain loans as PCI with the remaining loans accounted for under ASC 310-20, Nonrefundable Fees and Other Costs. For loans accounted for under ASC 310-20, the difference between each loan's book value to TAB and the estimated fair value at the time of the acquisition will be accreted into interest income over its remaining contractual life and the subsequent accounting and reporting will be similar to a loan in FHN's originated portfolio.

**Table of Contents****Note 4 Loans (Continued)****Purchased Credit-Impaired Loans**

The following table presents a rollforward of the accretable yield for the three and six months ended June 30, 2016 and 2015:

<i>(Dollars in thousands)</i>	Three Months Ended June 30		Six Months Ended June 30	
	2016	2015	2016	2015
Balance, beginning of period	\$ 8,958	\$ 10,468	\$ 8,542	\$ 14,714
Accretion	(996)	(1,576)	(2,147)	(4,948)
Adjustment for payoffs	(2,452)	(760)	(4,229)	(2,096)
Adjustment for charge-offs	(11)		(674)	
Increase in accretable yield (a)	705	216	4,712	678
Other	(33)		(33)	
<b>Balance, end of period</b>	<b>\$ 6,171</b>	<b>\$ 8,348</b>	<b>\$ 6,171</b>	<b>\$ 8,348</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.

At June 30, 2016, the ALLL related to PCI loans was \$.8 million compared to \$2.8 million at June 30, 2015. A loan loss provision credit of \$.4 million was recognized during the three months ended June 30, 2016, as compared to a loan loss provision credit of \$.3 million recognized during the three months ended June 30, 2015. A loan loss provision credit of \$.3 million was recognized during the six months ended June 30, 2016, as compared to a loan loss provision credit of \$.6 million recognized during the six months ended June 30, 2015.

The following table reflects the outstanding principal balance and carrying amounts of the acquired PCI loans as of June 30, 2016 and 2015, and December 31, 2015:

<i>(Dollars in thousands)</i>	June 30, 2016		June 30, 2015		December 31, 2015	
	Carrying value	Unpaid balance	Carrying value	Unpaid balance	Carrying value	Unpaid balance
Commercial, financial and industrial	\$ 10,437	\$ 12,140	\$ 4,870	\$ 5,507	\$ 16,063	\$ 18,573
Commercial real estate	9,428	12,382	20,262	24,830	19,929	25,504
Consumer real estate	1,247	1,800	1,927	2,796	3,672	4,533
Credit card and other	55	72	9	11	52	76
<b>Total</b>	<b>\$ 21,167</b>	<b>\$ 26,394</b>	<b>\$ 27,068</b>	<b>\$ 33,144</b>	<b>\$ 39,716</b>	<b>\$ 48,686</b>



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

The following tables provide information at June 30, 2016 and 2015, 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.

	June 30, 2016			Three Months Ended June 30, 2016		Six Months Ended June 30, 2016	
	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	\$ 14,289	\$ 22,141	\$	\$ 13,333	\$	\$ 11,278	\$
Income CRE	2,468	9,389		2,468		2,468	
<b>Total</b>	<b>\$ 16,757</b>	<b>\$ 31,530</b>	<b>\$</b>	<b>\$ 15,801</b>	<b>\$</b>	<b>\$ 13,746</b>	<b>\$</b>
Consumer:							
HELOC (a)	\$ 11,186	\$ 25,367	\$	\$ 11,105	\$	\$ 11,013	\$
R/E installment loans (a)	4,232	5,411		4,407		4,420	
Permanent mortgage (a)	4,280	6,657		4,161		4,298	
<b>Total</b>	<b>\$ 19,698</b>	<b>\$ 37,435</b>	<b>\$</b>	<b>\$ 19,673</b>	<b>\$</b>	<b>\$ 19,731</b>	<b>\$</b>
<b>Impaired loans with related allowance recorded:</b>							
Commercial:							
General C&I	\$ 33,884	\$ 35,585	\$ 3,151	\$ 31,333	\$ 292	\$ 28,127	\$ 379
TRUPS	3,274	3,700	925	3,291		3,307	
Income CRE	4,454	4,796	329	4,780	20	4,959	40
Residential CRE	1,376	1,844	105	1,376	6	1,386	12
<b>Total</b>	<b>\$ 42,988</b>	<b>\$ 45,925</b>	<b>\$ 4,510</b>	<b>\$ 40,780</b>	<b>\$ 318</b>	<b>\$ 37,779</b>	<b>\$ 431</b>
Consumer:							
HELOC	\$ 88,871	\$ 91,771	\$ 16,375	\$ 88,299	\$ 494	\$ 88,439	\$ 981
R/E installment loans	59,050	60,338	15,536	58,923	345	59,447	662
Permanent mortgage	91,602	104,243	15,583	92,218	541	93,725	1,058



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Credit card & other	<b>356</b>	<b>356</b>	<b>147</b>	<b>351</b>	<b>3</b>	<b>355</b>	<b>6</b>
<b>Total</b>	<b>\$ 239,879</b>	<b>\$ 256,708</b>	<b>\$ 47,641</b>	<b>\$ 239,791</b>	<b>\$ 1,383</b>	<b>\$ 241,966</b>	<b>\$ 2,707</b>
Total commercial	\$ 59,745	\$ 77,455	\$ 4,510	\$ 56,581	\$ 318	\$ 51,525	\$ 431
<b>Total consumer</b>	<b>\$ 259,577</b>	<b>\$ 294,143</b>	<b>\$ 47,641</b>	<b>\$ 259,464</b>	<b>\$ 1,383</b>	<b>\$ 261,697</b>	<b>\$ 2,707</b>
Total impaired loans	\$ 319,322	\$ 371,598	\$ 52,151	\$ 316,045	\$ 1,701	\$ 313,222	\$ 3,138

- (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)**

<i>(Dollars in thousands)</i>	June 30, 2015			Three Months Ended June 30, 2015		Six Months Ended June 30, 2015	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<b>Impaired loans with no related allowance recorded:</b>							
Commercial:							
General C&I	\$ 12,402	\$ 15,690	\$	\$ 13,016	\$	\$ 12,305	\$
Income CRE	4,187	11,262		4,198		5,283	
Residential CRE						287	
<b>Total</b>	<b>\$ 16,589</b>	<b>\$ 26,952</b>	<b>\$</b>	<b>\$ 17,214</b>	<b>\$</b>	<b>\$ 17,875</b>	<b>\$</b>
Consumer:							
HELOC (a)	\$ 12,577	\$ 30,604	\$	\$ 12,588	\$	\$ 12,788	\$
R/E installment loans (a)	4,959	6,211		4,739		4,704	
Permanent mortgage (a)	6,403	8,603		6,804		7,018	
<b>Total</b>	<b>\$ 23,939</b>	<b>\$ 45,418</b>	<b>\$</b>	<b>\$ 24,131</b>	<b>\$</b>	<b>\$ 24,510</b>	<b>\$</b>
<b>Impaired loans with related allowance recorded:</b>							
Commercial:							
General C&I	\$ 30,549	\$ 37,741	\$ 8,117	\$ 28,400	\$ 237	\$ 24,087	\$ 490
TRUPS	13,399	13,700	4,810	13,414		13,429	
Income CRE	6,788	8,298	533	6,742	33	7,140	63
Residential CRE	1,518	1,886	102	1,571	6	1,534	13
<b>Total</b>	<b>\$ 52,254</b>	<b>\$ 61,625</b>	<b>\$ 13,562</b>	<b>\$ 50,127</b>	<b>\$ 276</b>	<b>\$ 46,190</b>	<b>\$ 566</b>
Consumer:							
HELOC	\$ 87,292	\$ 89,454	\$ 21,967	\$ 86,197	\$ 461	\$ 85,417	\$ 909
R/E installment loans	67,269	68,151	19,439	68,330	331	69,227	658
Permanent mortgage	100,754	113,290	17,857	102,194	637	103,555	1,228
Credit card & other	418	418	155	451	4	479	8
<b>Total</b>	<b>\$ 255,733</b>	<b>\$ 271,313</b>	<b>\$ 59,418</b>	<b>\$ 257,172</b>	<b>\$ 1,433</b>	<b>\$ 258,678</b>	<b>\$ 2,803</b>
<b>Total commercial</b>	<b>\$ 68,843</b>	<b>\$ 88,577</b>	<b>\$ 13,562</b>	<b>\$ 67,341</b>	<b>\$ 276</b>	<b>\$ 64,065</b>	<b>\$ 566</b>
<b>Total consumer</b>	<b>\$ 279,672</b>	<b>\$ 316,731</b>	<b>\$ 59,418</b>	<b>\$ 281,303</b>	<b>\$ 1,433</b>	<b>\$ 283,188</b>	<b>\$ 2,803</b>
<b>Total impaired loans</b>	<b>\$ 348,515</b>	<b>\$ 405,308</b>	<b>\$ 72,980</b>	<b>\$ 348,644</b>	<b>\$ 1,709</b>	<b>\$ 347,253</b>	<b>\$ 3,369</b>

- (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 June 30, 2016 and 2015:

<i>(Dollars in thousands)</i>	June 30, 2016						Percentage Allowance	
	General C&I	Loans to Mortgage Companies	TRUPS (a)	Income CRE	Residential CRE	Total	of Total	for Loan Losses
PD Grade:								
1	\$ 538,386	\$	\$	\$ 949	\$	\$ 539,335	4%	\$ 109
2	709,997			9,806	115	719,918	5	389
3	425,912	436,545		159,880		1,022,337	8	261
4	985,360	422,844		219,102	211	1,627,517	12	1,076
5	1,094,829	248,926		259,861	589	1,604,205	12	6,203
6	1,156,675	837,453		290,774	22,028	2,306,930	18	9,654
7	1,399,125	172,039		437,637	8,157	2,016,958	15	14,307
8	803,708	46,947		303,946	4,330	1,158,931	9	20,979
9	564,474	6,661		82,351	4,625	658,111	5	12,885
10	258,486	38,285		61,260	14,011	372,042	3	5,637
11	222,391	17,390		20,364	4,838	264,983	2	6,971
12	111,980			14,530	4,363	130,873	1	4,337
13	157,028		304,527	7,437	302	469,294	4	5,669
14,15,16	157,403	81		18,369	1,471	177,324	1	17,758
Collectively evaluated for impairment	8,585,754	2,227,171	304,527	1,886,266	65,040	13,068,758	99	106,235
Individually evaluated for impairment	48,173		3,274	6,922	1,376	59,745	1	4,510
Purchased credit-impaired loans	10,546			9,199	609	20,354		491
<b>Total commercial loans</b>	<b>\$ 8,644,473</b>	<b>\$ 2,227,171</b>	<b>\$ 307,801</b>	<b>\$ 1,902,387</b>	<b>\$ 67,025</b>	<b>\$ 13,148,857</b>	<b>100%</b>	<b>\$ 111,236</b>

<i>(Dollars in thousands)</i>	June 30, 2015						Percentage Allowance	
	General C&I	Loans to Mortgage Companies	TRUPS (a)	Income CRE	Residential CRE	Total	of Total	for Loan Losses
PD Grade:								
1	\$ 495,855	\$	\$	\$ 554	\$	\$ 496,409	4%	\$ 126
2	590,328			11,602	41	601,971	5	332

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3	484,072	317,856		84,178	181	886,287	8	350
4	670,972	366,791		96,689	54	1,134,506	10	868
5	1,135,773	304,500		213,213	5,288	1,658,774	15	6,372
6	1,223,233	618,616		267,983	4,499	2,114,331	20	10,234
7	1,186,480	139,217		365,840	2,844	1,694,381	15	13,203
8	749,504	28,068		163,904	272	941,748	8	13,942
9	419,687	24,617		43,752	383	488,439	4	7,900
10	222,799			27,840	202	250,841	2	5,147
11	179,139			24,010	1,071	204,220	2	5,438
12	76,209			17,884	543	94,636	1	2,704
13	122,862		305,382	3,633	287	432,164	4	4,944
14,15,16	109,820			27,045	2,054	138,919	1	12,829
Collectively evaluated for impairment	7,666,733	1,799,665	305,382	1,348,127	17,719	11,137,626	99	84,389
Individually evaluated for impairment	42,951		12,785	10,975	1,518	68,229	1	13,562
Purchased credit-impaired loans	5,047			20,612	1,764	27,423		2,291
Total commercial loans	\$ 7,714,731	\$ 1,799,665	\$ 318,167	\$ 1,379,714	\$ 21,001	\$ 11,233,278	100%	\$ 100,242

- (a) Balances as of June 30, 2016 and 2015, presented net of \$25.5 million and \$26.2 million, respectively, in lower of cost or market ( LOCOM ) valuation adjustment. Based on the underlying structure of the notes, the highest possible internal grade is 13 .

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

The consumer 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 consumer 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 consumer portfolio.

The following table reflects the percentage of balances outstanding by average, refreshed FICO scores for the HELOC, real estate installment, and permanent mortgage classes of loans as of June 30, 2016 and 2015:

	June 30, 2016			June 30, 2015		
	HELOC	R/E Installment Loans	Permanent Mortgage	HELOC	R/E Installment Loans	Permanent Mortgage
FICO score greater than or equal to 740	56.3%	68.9%	43.8%	54.7%	66.6%	44.2%
FICO score 720-739	8.6	8.8	10.9	9.2	8.5	9.3
FICO score 700-719	9.0	6.8	9.3	9.0	7.4	9.0
FICO score 660-699	13.0	9.0	17.6	13.2	9.6	16.9
FICO score 620-659	6.2	3.7	9.6	6.4	3.9	8.6
FICO score less than 620 (a)	6.9	2.8	8.8	7.5	4.0	12.0
Total	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

(a) For this group, a majority of the FICO scores at the time of the origination exceeded 620 but have since deteriorated as the loans have seasoned.

**Nonaccrual and Past Due Loans**

The following table reflects accruing and non-accruing loans by class on June 30, 2016:

	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		
<i>(Dollars in thousands)</i>									
<b>Commercial (C&amp;I):</b>									
General C&I	\$ 8,603,288	\$ 3,415	\$ 75	\$ 8,606,778	\$ 2,868	\$ 2,366	\$ 21,915	\$ 27,149	\$ 8,633,923
	2,226,841	249		2,227,090			81	81	2,227,171

ns to mortgage									
panies									
TRUPS (a)	304,527			<b>304,527</b>			3,274	<b>3,274</b>	<b>307,8</b>
chased									
dit-impaired loans	9,651	431	464	<b>10,546</b>					<b>10,5</b>
al commercial									
(E)	11,144,307	4,095	539	<b>11,148,941</b>	2,868	2,366	25,270	<b>30,504</b>	<b>11,179,4</b>
<b>Commercial real</b>									
<b>estate:</b>									
Home CRE	1,885,005	1,186		<b>1,886,191</b>	2,186		4,811	<b>6,997</b>	<b>1,893,1</b>
idential CRE	65,621			<b>65,621</b>			795	<b>795</b>	<b>66,4</b>
chased									
dit-impaired loans	8,104	311	1,393	<b>9,808</b>					<b>9,8</b>
al commercial real									
estate	1,958,730	1,497	1,393	<b>1,961,620</b>	2,186		5,606	<b>7,792</b>	<b>1,969,4</b>
<b>Consumer real</b>									
<b>estate:</b>									
LOC	1,792,492	18,345	7,927	<b>1,818,764</b>	59,310	5,318	9,826	<b>74,454</b>	<b>1,893,2</b>
installment loans	2,702,710	7,851	2,874	<b>2,713,435</b>	26,206	2,661	3,675	<b>32,542</b>	<b>2,745,9</b>
chased									
dit-impaired loans	1,336	90	158	<b>1,584</b>					<b>1,5</b>
al consumer real									
estate	4,496,538	26,286	10,959	<b>4,533,783</b>	85,516	7,979	13,501	<b>106,996</b>	<b>4,640,7</b>
<b>Permanent mortgage</b>	398,712	3,719	6,003	<b>408,434</b>	12,985	3,518	14,077	<b>30,580</b>	<b>439,0</b>
<b>Credit card &amp; other:</b>									
credit card	189,555	2,116	1,094	<b>192,765</b>					<b>192,7</b>
er	166,052	838	251	<b>167,141</b>			725	<b>725</b>	<b>167,8</b>
chased									
dit-impaired loans	56			<b>56</b>					<b>56</b>
al credit card &									
er	355,663	2,954	1,345	<b>359,962</b>			725	<b>725</b>	<b>360,6</b>
<b>Total loans, net of</b>									
<b>earned income</b>	\$ 18,353,950	\$ 38,551	\$ 20,239	<b>\$ 18,412,740</b>	\$ 103,555	\$ 13,863	\$ 59,179	<b>\$ 176,597</b>	<b>\$ 18,589,3</b>

(a) Total TRUPS includes LOCOM valuation adjustment of \$25.5 million.

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

The following table reflects accruing and non-accruing loans by class on June 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;D):</b>									
General C&I	\$ 7,673,986	\$ 4,830	\$ 199	\$ 7,679,015	\$ 13,781	\$ 2,536	\$ 14,352	\$ 30,669	\$ 7,709,684
Loans to mortgage companies	1,797,877	1,669		1,799,546			119	119	1,799,665
UPS (a)	305,382			305,382			12,785	12,785	318,167
Acquired credit-impaired loans	4,153	201	693	5,047					5,047
General commercial (C&D)	9,781,398	6,700	892	9,788,990	13,781	2,536	27,256	43,573	9,832,563
<b>Commercial real estate:</b>									
Home CRE	1,344,440	2,916		1,347,356	1,285	2,041	8,420	11,746	1,359,101
Residential CRE	19,114	123		19,237					19,237
Acquired credit-impaired loans	22,238		138	22,376					22,376
General commercial real estate	1,385,792	3,039	138	1,388,969	1,285	2,041	8,420	11,746	1,400,713
<b>Consumer real estate:</b>									
LOC	2,150,344	22,240	9,785	2,182,369	65,345	5,243	9,543	80,131	2,262,500
Installment loans	2,557,513	9,172	4,272	2,570,957	27,294	1,873	5,227	34,394	2,605,351
Acquired credit-impaired loans	2,012	4	404	2,420					2,420
General consumer real estate	4,709,869	31,416	14,461	4,755,746	92,639	7,116	14,770	114,525	4,870,271
Permanent mortgage	444,187	5,450	5,569	455,206	15,495	1,981	14,997	32,473	487,679
<b>Credit card &amp; other:</b>									
Credit card	182,477	1,446	1,284	185,207					185,207



er	158,530	873	177	<b>159,580</b>			749	<b>749</b>	<b>160,3</b>
chased									
dit-impaired loans	8			<b>8</b>					
al credit card &									
er	341,015	2,319	1,461	<b>344,795</b>			749	<b>749</b>	<b>345,5</b>
al loans, net of									
earned income	\$ 16,662,261	\$ 48,924	\$ 22,521	<b>\$ 16,733,706</b>	\$ 123,200	\$ 13,674	\$ 66,192	<b>\$ 203,066</b>	<b>\$ 16,936,7</b>

(a) Total TRUPS includes LOCOM valuation adjustment 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.

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. 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. The assessments of whether a borrower is experiencing (or is likely to experience) financial difficulty, and whether a concession has been granted, are 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 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. After 5 years, the interest rate will increase 2 percent per year until the original interest rate prior to modification is achieved. 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 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

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

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 June 30, 2016 and 2015, FHN had \$299.3 million and \$310.6 million portfolio loans classified as TDRs, respectively. For TDRs in the loan portfolio, FHN had loan loss reserves of \$51.2 million and \$61.0 million, or 17 percent as of June 30, 2016, and 20 percent as of June 30, 2015. Additionally, \$73.8 million and \$80.8 million of loans held-for-sale as of June 30, 2016 and 2015, respectively, were classified as TDRs.

The following tables reflect portfolio loans that were classified as TDRs during the three and six months ended June 30, 2016 and 2015:

	Three Months Ended June 30, 2016			Six Months Ended June 30, 2016		
		Pre-Modification Outstanding	Post-Modification Outstanding		Pre-Modification Outstanding	Post-Modification Outstanding
<i>(Dollars in thousands)</i>	Number	Recorded Investment	Recorded Investment	Number	Recorded Investment	Recorded Investment
<b>Commercial (C&amp;I):</b>						
General C&I	4	\$ 19,175	\$ 18,067	5	\$ 19,883	\$ 18,775
Total commercial (C&I)	4	19,175	18,067	5	19,883	18,775
<b>Consumer real estate:</b>						
HELOC	53	5,258	5,246	152	12,698	12,616
R/E installment loans	19	3,326	3,614	34	4,224	4,509
Total consumer real estate	72	8,584	8,860	186	16,922	17,125
Permanent mortgage	4	841	840	4	841	840
Credit card & other	1	2	2	5	21	20
<b>Total troubled debt restructurings</b>	<b>81</b>	<b>\$ 28,602</b>	<b>\$ 27,769</b>	<b>200</b>	<b>\$ 37,667</b>	<b>\$ 36,760</b>

	Three Months Ended June 30, 2015	Six Months Ended June 30, 2015
<i>(Dollars in thousands)</i>	Number	Number

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		Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment		Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
<b>Commercial (C&amp;I):</b>						
General C&I		\$	\$	2	\$ 1,388	\$ 1,325
<b>Total commercial (C&amp;I)</b>				<b>2</b>	<b>1,388</b>	<b>1,325</b>
<b>Consumer real estate:</b>						
HELOC	65	7,237	7,147	102	10,964	10,854
R/E installment loans	22	1,912	1,916	38	3,266	3,293
<b>Total consumer real estate</b>	<b>87</b>	<b>9,149</b>	<b>9,063</b>	<b>140</b>	<b>14,230</b>	<b>14,147</b>
<b>Permanent mortgage</b>	<b>4</b>	<b>1,718</b>	<b>1,733</b>	<b>6</b>	<b>2,039</b>	<b>2,054</b>
<b>Credit card &amp; other</b>	<b>6</b>	<b>20</b>	<b>19</b>	<b>12</b>	<b>48</b>	<b>46</b>
<b>Total troubled debt restructurings</b>	<b>97</b>	<b>\$ 10,887</b>	<b>\$ 10,815</b>	<b>160</b>	<b>\$ 17,705</b>	<b>\$ 17,572</b>

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

The following tables present TDRs which re-defaulted during the three and six months ended June 30, 2016 and 2015, and as to which the modification occurred 12 months or less prior to the re-default. For purposes of this disclosure, FHN generally defines payment default as 30 or more days past due.

	Three Months Ended June 30, 2016		Six Months Ended June 30, 2016	
	Number	Recorded Investment	Number	Recorded Investment
<i>(Dollars in thousands)</i>				
<b>Commercial real estate:</b>				
Residential CRE		\$		\$
Total commercial real estate				
<b>Consumer real estate:</b>				
HELOC	1	102	2	138
R/E installment loans	1	180	1	180
Total consumer real estate	2	282	3	318
<b>Credit card &amp; other</b>				
<b>Total troubled debt restructurings</b>	<b>2</b>	<b>\$ 282</b>	<b>3</b>	<b>\$ 318</b>

	Three Months Ended June 30, 2015		Six Months Ended June 30, 2015	
	Number	Recorded Investment	Number	Recorded Investment
<i>(Dollars in thousands)</i>				
<b>Commercial real estate:</b>				
Residential CRE	1	\$ 896	1	\$ 896
Total commercial real estate	1	896	1	896
<b>Consumer real estate:</b>				
HELOC	6	278	7	308
R/E installment loans	1	26	2	112
Total consumer real estate	7	304	9	420

<b>Credit card &amp; other</b>	2	5	3	8
<b>Total troubled debt restructurings</b>	10	\$ 1,205	13	\$ 1,324

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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 consumer 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 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 on Form 10-K for the year ended December 31, 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 six months ended June 30, 2016 and 2015:

<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 April 1, 2015	\$ 67,652	\$ 17,665	\$ 109,245	\$ 20,186	\$ 13,580	\$ 228,328
Charge-offs	(4,976)	(888)	(6,903)	(809)	(5,858)	(19,434)
Recoveries	926	153	7,851	671	856	10,457
Provision/(provision credit) for loan losses	15,148	4,562	(24,736)	2,329	4,697	2,000
Balance as of June 30, 2015	78,750	21,492	85,457	22,377	13,275	221,351
Balance as of January 1, 2015	\$ 67,011	\$ 18,574	\$ 113,011	\$ 19,122	\$ 14,730	\$ 232,448
Charge-offs	(8,531)	(1,675)	(15,440)	(1,993)	(9,794)	(37,433)
Recoveries	2,879	844	12,575	1,289	1,749	19,336
Provision/(provision credit) for loan losses	17,391	3,749	(24,689)	3,959	6,590	7,000
Balance as of June 30, 2015	78,750	21,492	85,457	22,377	13,275	221,351
Allowance individually evaluated for impairment	12,927	635	41,406	17,857	155	72,980
Allowance collectively evaluated for impairment	65,646	18,743	43,558	4,520	13,120	145,587
Allowance purchased credit-impaired loans	177	2,114	493			2,784
Loans, net of unearned as of June 30, 2015:						
Individually evaluated for impairment	55,736	12,493	172,097	107,157	418	347,901
Collectively evaluated for impairment	9,771,780	1,365,846	4,695,754	380,522	345,118	16,559,020
Purchased credit-impaired loans	5,047	22,376	2,420		8	29,851
Total loans, net of unearned income	\$ 9,832,563	\$ 1,400,715	\$ 4,870,271	\$ 487,679	\$ 345,544	\$ 16,936,772

<b>Balance as of April 1, 2016</b>	<b>\$ 80,887</b>	<b>\$ 25,626</b>	<b>\$ 67,321</b>	<b>\$ 18,754</b>	<b>\$ 11,446</b>	<b>\$ 204,034</b>
<b>Charge-offs</b>	<b>(7,869)</b>	<b>(51)</b>	<b>(6,582)</b>	<b>(349)</b>	<b>(3,445)</b>	<b>(18,296)</b>
<b>Recoveries</b>	<b>1,602</b>	<b>909</b>	<b>6,082</b>	<b>484</b>	<b>992</b>	<b>10,069</b>
<b>Provision/(provision credit) for loan losses</b>	<b>6,352</b>	<b>3,780</b>	<b>(7,740)</b>	<b>(1,289)</b>	<b>2,897</b>	<b>4,000</b>
<b>Balance as of June 30, 2016</b>	<b>80,972</b>	<b>30,264</b>	<b>59,081</b>	<b>17,600</b>	<b>11,890</b>	<b>199,807</b>
<b>Balance as of January 1, 2016</b>	<b>\$ 73,637</b>	<b>\$ 25,159</b>	<b>\$ 80,614</b>	<b>\$ 18,947</b>	<b>\$ 11,885</b>	<b>\$ 210,242</b>
<b>Charge-offs</b>	<b>(14,394)</b>	<b>(693)</b>	<b>(13,508)</b>	<b>(461)</b>	<b>(6,852)</b>	<b>(35,908)</b>
<b>Recoveries</b>	<b>2,382</b>	<b>1,131</b>	<b>11,817</b>	<b>1,263</b>	<b>1,880</b>	<b>18,473</b>
<b>Provision/(provision credit) for loan losses</b>	<b>19,347</b>	<b>4,667</b>	<b>(19,842)</b>	<b>(2,149)</b>	<b>4,977</b>	<b>7,000</b>
<b>Balance as of June 30, 2016</b>	<b>80,972</b>	<b>30,264</b>	<b>59,081</b>	<b>17,600</b>	<b>11,890</b>	<b>199,807</b>
<b>Allowance individually evaluated for impairment</b>	<b>4,076</b>	<b>434</b>	<b>31,911</b>	<b>15,583</b>	<b>147</b>	<b>52,151</b>
<b>Allowance collectively evaluated for impairment</b>	<b>76,786</b>	<b>29,449</b>	<b>26,834</b>	<b>2,017</b>	<b>11,743</b>	<b>146,829</b>
<b>Allowance purchased credit-impaired loans</b>	<b>110</b>	<b>381</b>	<b>336</b>			<b>827</b>
<b>Loans, net of unearned as of June 30, 2016:</b>						
<b>Individually evaluated for impairment</b>	<b>51,447</b>	<b>8,298</b>	<b>163,339</b>	<b>95,882</b>	<b>356</b>	<b>319,322</b>
<b>Collectively evaluated for impairment</b>	<b>11,117,452</b>	<b>1,951,306</b>	<b>4,475,856</b>	<b>343,132</b>	<b>360,275</b>	<b>18,248,021</b>
<b>Purchased credit-impaired loans</b>	<b>10,546</b>	<b>9,808</b>	<b>1,584</b>		<b>56</b>	<b>21,994</b>
<b>Total loans, net of unearned income</b>	<b>\$ 11,179,445</b>	<b>\$ 1,969,412</b>	<b>\$ 4,640,779</b>	<b>\$ 439,014</b>	<b>\$ 360,687</b>	<b>\$ 18,589,337</b>



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

The following is a summary of goodwill and other 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, 2014	\$ 145,932	\$ 29,518
Amortization expense		(2,596)
June 30, 2015	\$ 145,932	\$ 26,922
December 31, 2015 (b)	\$ 191,307	\$ 26,215
Amortization expense		(2,599)
<b>June 30, 2016</b>	<b>\$ 191,307</b>	<b>\$ 23,616</b>

(a) Represents customer lists, acquired contracts, core deposit intangibles, and covenants not to compete.

(b) The increase in goodwill was related to the TAF acquisition in fourth quarter 2015.

The gross carrying amount and accumulated amortization of other intangible assets subject to amortization is \$72.3 million and \$48.7 million, respectively on June 30, 2016. Estimated aggregate amortization expense is expected to be \$2.6 million for the remainder of 2016, and \$4.9 million, \$4.7 million, \$4.5 million, \$1.7 million, and \$1.6 million for the twelve-month periods of 2017, 2018, 2019, 2020, and 2021, respectively.

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 June 30, 2015 and 2016. 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 six months ended June 30, 2015 and 2016.

<i>(Dollars in thousands)</i>	Regional Banking	Fixed Income	Total
December 31, 2014	\$ 47,928	\$ 98,004	\$ 145,932

Additions

Impairments

Divestitures

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June 30, 2015	\$ 47,928	\$ 98,004	\$ 145,932
December 31, 2015 (a)	\$ 93,303	\$ 98,004	\$ 191,307
Additions			
Impairments			
Divestitures			
<b>June 30, 2016</b>	<b>\$ 93,303</b>	<b>\$ 98,004</b>	<b>\$ 191,307</b>

(a) The increase in goodwill was related to the TAF acquisition in fourth quarter 2015.

**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:

	Three Months		Six Months Ended	
	Ended June 30		June 30	
<i>(Dollars in thousands)</i>	2016	2015	2016	2015
<b>All other income and commissions:</b>				
ATM interchange fees	\$ 2,879	\$ 3,025	\$ 5,837	\$ 5,786
Electronic banking fees	1,381	1,459	2,778	2,887
Letter of credit fees	1,115	1,532	2,176	2,655
Deferred compensation (a)	795	(35)	1,124	998
Mortgage banking	598	376	1,871	1,960
Other	2,005	6,421	5,076	9,546
Total	\$ 8,773	\$ 12,778	\$ 18,862	\$ 23,832
<b>All other expense:</b>				
Litigation and regulatory matters	\$ 26,000	\$	\$ 25,525	\$ 162,500
Travel and entertainment	2,495	2,632	4,557	4,246
Customer relations	1,483	1,505	3,362	2,819
Employee training and dues	1,338	1,449	2,728	2,581
Supplies	930	880	1,956	1,807
Tax credit investments	831	549	1,537	944
Miscellaneous loan costs	565	734	1,282	1,095
Other	10,624	9,307	22,343	17,730
Total	\$ 44,266	\$ 17,056	\$ 63,290	\$ 193,722

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

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

**Table of Contents****Note 8 Components of Other Comprehensive Income/(loss)**

The following table provides the changes in accumulated other comprehensive income/(loss) by component, net of tax, for the three and six months ended June 30, 2016 and 2015:

<i>(Dollars in thousands)</i>	<b>Securities AFS</b>	<b>Cash Flow Hedges</b>	<b>Pension and Post- retirement Plans</b>	<b>Total</b>
Balance as of April 1, 2016	\$ 42,554	\$ 3,465	\$ (216,460)	\$ (170,441)
Net unrealized gains/(losses)	16,037	1,600		17,637
Amounts reclassified from AOCI		(374)	844	470
Other comprehensive income/(loss)	16,037	1,226	844	18,107
<b>Balance as of June 30, 2016</b>	<b>\$ 58,591</b>	<b>\$ 4,691</b>	<b>\$ (215,616)</b>	<b>\$ (152,334)</b>
Balance as of January 1, 2016	\$ 3,394	\$	\$ (217,586)	\$ (214,192)
Net unrealized gains/(losses)	56,217	5,439		61,656
Amounts reclassified from AOCI	(1,020)	(748)	1,970	202
Other comprehensive income/(loss)	55,197	4,691	1,970	61,858
<b>Balance as of June 30, 2016</b>	<b>\$ 58,591</b>	<b>\$ 4,691</b>	<b>\$ (215,616)</b>	<b>\$ (152,334)</b>
<i>(Dollars in thousands)</i>				
Balance as of April 1, 2015	\$ 36,585	\$	\$ (205,744)	\$ (169,159)
Net unrealized gains/(losses)	(20,100)			(20,100)
Amounts reclassified from AOCI			1,011	1,011
Other comprehensive income/(loss)	(20,100)		1,011	(19,089)
Balance as of June 30, 2015	\$ 16,485	\$	\$ (204,733)	\$ (188,248)
Balance as of January 1, 2015	\$ 18,581	\$	\$ (206,827)	\$ (188,246)
Net unrealized gains/(losses)	(2,096)			(2,096)
Amounts reclassified from AOCI			2,094	2,094
Other comprehensive income/(loss)	(2,096)		2,094	(2)
Balance as of June 30, 2015	\$ 16,485	\$	\$ (204,733)	\$ (188,248)



**Table of Contents****Note 8 Components of Other Comprehensive Income/(loss) (Continued)**

Reclassifications from AOCI, and related tax effects, were as follows:

<i>(Dollars in thousands)</i>	Three Months Ended		Six Months Ended		Affected line item in the statement where net income is presented
	June 30		June 30		
Details about AOCI	2016	2015	2016	2015	
<b>Securities AFS:</b>					
Realized (gains)/losses on securities AFS	\$	\$	\$ (1,654)	\$	Debt securities gains/(losses), net
Tax expense/(benefit)			634		Provision/(benefit) for income taxes
			(1,020)		
<b>Cash flow hedges:</b>					
Realized (gains)/losses on cash flow hedges	(607)		(1,213)		Interest and fees on loans
Tax expense/(benefit)	233		465		Provision/(benefit) for income taxes
	(374)		(748)		
<b>Pension and Postretirement Plans:</b>					
Amortization of prior service cost, transition asset/obligation, and net actuarial gain/(loss)	1,369	1,647	3,195	3,412	Employee compensation, incentives, and benefits
Tax expense/(benefit)	(525)	(636)	(1,225)	(1,318)	Provision/(benefit) for income taxes
	844	1,011	1,970	2,094	
<b>Total reclassification from AOCI</b>	<b>\$ 470</b>	<b>\$ 1,011</b>	<b>\$ 202</b>	<b>\$ 2,094</b>	

**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:

	Three Months Ended June 30		Six Months Ended June 30	
	2016	2015	2016	2015
<i>(Dollars and shares in thousands, except per share data)</i>				
Net income/(loss)	\$ 60,940	\$ 54,957	\$ 113,153	\$ (17,448)
Net income attributable to noncontrolling interest	2,852	2,851	5,703	5,609
Net income/(loss) attributable to controlling interest	58,088	52,106	107,450	(23,057)
Preferred stock dividends	1,550	1,550	3,100	3,100
<b>Net income/(loss) available to common shareholders</b>	<b>\$ 56,538</b>	<b>\$ 50,556</b>	<b>\$ 104,350</b>	<b>\$ (26,157)</b>
Weighted average common shares outstanding basic	231,573	232,800	233,112	232,808
Effect of dilutive securities (a)	2,003	1,869	2,009	
Weighted average common shares outstanding diluted	233,576	234,669	235,121	232,808
<b>Net income/(loss) per share available to common shareholders</b>	<b>\$ 0.24</b>	<b>\$ 0.22</b>	<b>\$ 0.45</b>	<b>\$ (0.11)</b>
<b>Diluted income/(loss) per share available to common shareholders</b>	<b>\$ 0.24</b>	<b>\$ 0.22</b>	<b>\$ 0.44</b>	<b>\$ (0.11)</b>

(a) For the six months ended June 30, 2015 all potential common shares were antidilutive due to the net loss available to common shareholders.

The following table presents outstanding options and other equity awards that were excluded from the calculation of diluted earnings per share because they were either anti-dilutive (the exercise price was higher than the weighted-average market price for the period) or the performance conditions have not been met:

	Three Months Ended June 30		Six Months Ended June 30	
	2016	2015	2016	2015 (a)
<i>(Shares in thousands)</i>				
Anti-dilutive stock options	3,842	3,597	3,804	7,763
Weighted average exercise price of anti-dilutive stock options	\$ 22.68	\$ 24.26	\$ 23.06	\$ 17.17
Anti-dilutive other equity awards	959	51	867	2,167

(a)

For the six months ended June 30, 2015 all potential common shares were antidilutive due to the net loss available to common shareholders.



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**Note 10 Contingencies and Other Disclosures**

**CONTINGENCIES**

**Contingent Liabilities Overview**

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 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.

**Material Loss Contingency Matters**

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 reasonably possible 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 June 30, 2016, the aggregate amount of liabilities established for all loss contingency matters was \$40.4 million. These liabilities are separate from those discussed under the heading **Repurchase and Foreclosure Liability** below.

In each material loss contingency matter, except as otherwise noted, there is more than a remote chance that any 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 June 30, 2016, 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 \$73 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 reasonably possible loss ( RPL ) range mentioned above and for matters not included in that range.

#### Certain Matters Included in RPL 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. In July 2016 FHN and the plaintiff submitted a notice of

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

proposed settlement to the court. That proposed settlement is subject to negotiation of a definitive settlement agreement and a court approval process involving several steps and significant remaining uncertainty. FHN's estimate of RPL for this matter is subject to significant uncertainties regarding: whether the class contemplated by the proposed settlement will be certified by the court; whether outside parties will object or intervene in the approval process; and whether the court will determine the settlement to be fair.

*RPL-Included FH Proprietary Securitization Matters.* 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 were sold to them were materially deficient. FHN can estimate reasonably possible loss for two of those matters: (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 plaintiff in those suits claims to have purchased (and later sold) certificates in a number of separate securitizations and demands damages and prejudgment interest, among several remedies sought. The RPL estimates for these matters 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 ultimate outcome of potentially significant motions; the availability of significantly dispositive defenses; and the incomplete status of the discovery process. FDIC's claims relate to alleged purchases totaling \$145.7 million. Additional information concerning FHN's former mortgage businesses is provided below in *Obligations from Legacy Mortgage Businesses*.

**Legacy Mortgage Matters Excluded from RPL Range**

As mentioned above, FHN is directly defending two lawsuits which claim that the offering documents under which certificates relating to securitizations were sold were materially deficient. 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 securitizations but as to which FHN has not been named a defendant.

For the two pending lawsuits FHN is able to estimate RPL, as mentioned above. For the indemnity claims 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 incomplete status of the discovery process; the lack of a precise statement of damages; and lack of precedent claims. The alleged purchase prices of the certificates subject to the indemnification requests total \$510.1 million.

FHN has additional potential exposures related to its former mortgage businesses. A few of those matters have become litigation which FHN currently estimates are immaterial, some are non-litigation claims or threats, some are mere requests for information, and in some areas FHN has no indication of any active or threatened dispute. Some of those matters might eventually result in loan repurchases or make-whole payments and could be included in the repurchase liability discussed below, but none are included in the material loss contingency liability mentioned above. None are included in the RPL range mentioned above. Additional information concerning such exposures is provided below in *Obligations from Legacy Mortgage Businesses*.

### **Material Gain Contingency Matter**

In second quarter 2015 FHN reached an agreement with DOJ and HUD to settle potential claims related to FHN's underwriting and origination of loans insured by 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 a reasonably possible (more than remote) 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; the ultimate effect of counterclaims asserted by the defendants; and incomplete discovery. Additional information concerning FHN's former mortgage businesses is provided below in Obligations from Legacy Mortgage Businesses.

### **Obligations from Legacy Mortgage Businesses**

Several matters mentioned above stem from FHN's former mortgage origination and servicing businesses. FHN retains potential for further exposure, in addition to those matters, from those former businesses. The remainder of this Contingencies section provides context and other information to enhance an understanding of those matters and exposures.

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

Prior to September 2008 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 predominately to two GSEs: Fannie Mae and Freddie Mac. Also, federally insured or guaranteed whole loans were pooled, and payments to investors were guaranteed through Ginnie Mae. Many mortgage loan originations, especially nonconforming mortgage loans, were sold to investors, or certificate-holders, predominantly through FH proprietary securitizations but also, to a lesser extent, through other whole loans sold to private non-Agency purchasers. FHN used only one trustee for all of its FH proprietary securitizations. FHN also originated mortgage loans eligible for FHA insurance or VA guaranty. In addition, FHN originated and sold HELOCs and second lien mortgages through other whole loans sold to private purchasers and, to a lesser extent, through FH proprietary securitizations. Currently, only one FH securitization of HELOCs remains outstanding.

For non-recourse loan sales, FHN has exposure for repurchase of loans, make-whole damages, or other related damages, arising from claims that FHN breached its representations and warranties made at closing to the purchasers, including GSEs, other whole loan purchasers, and the trustee of FH proprietary securitizations.

During the time these legacy activities were conducted, FHN frequently sold mortgage loans with servicing retained. As a result, FHN accumulated substantial amounts of MSR on its balance sheet, as well as contractual servicing obligations and related deposits and receivables. FHN conducted a significant servicing business under its First Horizon Home Loans brand.

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 first lien loans sold or securitized having an LTV ratio at origination of greater than 80 percent.

In 2007, market conditions deteriorated to the point where mortgage-backed securitizations no longer could be sold economically; FHN's last securitization occurred that year. FHN continued selling mortgage loans to GSEs until August 31, 2008, when FHN sold its national mortgage origination and servicing platforms along with a portion of its servicing assets and obligations. FHN contracted to have its remaining servicing obligations sub-serviced. Since the platform sale FHN has sold substantially all remaining servicing assets and obligations.

Certain mortgage-related terms used in this Contingencies section are defined in Mortgage-Related Glossary at the end of this Overview.

***Repurchase and Make-Whole Obligations***

Starting in 2009, FHN received a high number of claims either to repurchase loans from the purchaser or to pay the purchaser to make them whole for economic losses incurred. These claims have been driven primarily by loan delinquencies. In repurchase or make-whole claims a loan purchaser typically asserts that specified loans violated representations and warranties FHN made when the loans were sold. A significant majority of claims received overall have come from GSEs, and the remainder are from purchasers of other whole loan sales. FHN has not received a loan repurchase or make-whole claim from the FH proprietary securitization trustee.

Generally, FHN reviews each claim and MI cancellation notice individually. Those responses include appeal, provide additional information, deny the claim (rescission), repurchase the loan or remit a make-whole payment, or reflect cancellation of MI.

After several years resolving repurchase and make-whole claims with each GSE on a loan-by-loan basis, in 2013 and 2014 FHN entered into DRAs with the GSEs, resolving at once a large fraction of pending and potential future claims. Starting in 2014, the overall number of such claims diminished substantially, primarily as a result of the DRAs. Each DRA resolved obligations associated with loans originated from 2000 to 2008, but certain obligations and loans were excluded. 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 loan repurchase or monetary compensation obligations under the DRAs related to private mortgage insurance rescissions, cancellations, and denials (with certain exceptions). FHN also has exposure related to loans where there has been a prior bulk sale of servicing, as well as certain other whole-loan sales. With respect to loans where there has been a prior bulk sale of servicing, FHN is not responsible for MI cancellations and denials to the extent attributable to the acts of the current servicer.

While large portions of repurchase claims from the GSEs were settled with the DRAs, large-scale settlement with non-Agency claimants is not practical. Those claims are resolved case by case or, occasionally, with less-comprehensive settlements. In second quarter 2016, in the largest such settlement to date, FHN settled certain repurchase claims which reduced the repurchase and foreclosure liability to \$68.1 million at June 30, 2016 and resulted in a reversal of certain prior provision expense. Repurchase claims that are not resolved by the parties could become litigation.

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**Table of Contents****Note 10 Contingencies and Other Disclosures (Continued)***FH Proprietary Securitization Actions*

FHN has potential financial exposure from FH proprietary securitizations outside of the repurchase/make-whole process. Several investors in certificates sued FHN and others starting in 2009, and several underwriters or other counterparties have demanded that FHN indemnify and defend them in securitization lawsuits. The pending suits generally assert that disclosures made to investors in the offering and sale of certificates were legally deficient.

*Servicing Obligations*

FHN's national servicing business was sold as part of the platform sale in 2008. A significant amount of MSR was sold at that time, and a significant amount was retained. The related servicing activities, including foreclosure and loss mitigation practices, not sold in 2008 were outsourced through a three-year subservicing arrangement (the 2008 subservicing agreement) with the platform buyer (the 2008 subservicer). The 2008 subservicing agreement expired in 2011 when FHN entered into a replacement agreement with a new subservicer (the 2011 subservicer). In fourth quarter 2013, FHN contracted to sell a substantial majority of its remaining servicing obligations and servicing assets (including advances) to the 2011 subservicer. The servicing was transferred to the buyer in stages, and was substantially completed in first quarter 2014. The servicing still retained by FHN continues to be subserviced by the 2011 subservicer.

As servicer, FHN had contractual obligations to the owners of the loans, primarily GSEs and securitization trustees, to handle billing, custodial, and other tasks related to each loan. Each subservicer undertook to perform those obligations on FHN's behalf during the applicable subservicing period, although FHN legally remained the servicer of record for those loans that were subserviced.

The 2008 subservicer has been subject to a consent decree, and entered into a settlement agreement, with regulators related to alleged deficiencies in servicing and foreclosure practices. The 2008 subservicer has made demands of FHN, under the 2008 subservicing agreement, to pay certain resulting costs and damages totaling \$43.5 million. FHN disagrees with those demands and has made no payments. This disagreement has the potential to result in litigation and, in any such future litigation, the claim against FHN may be substantial.

A certificate holder has contacted FHN, threatening to make claims based on alleged deficiencies in servicing loans held in certain FH proprietary securitization trusts. FHN cannot predict how this inquiry will proceed nor whether any claim or suit, if made or brought, will be material to FHN.

*Origination Data*

From 2005 through 2008, FHN originated and sold \$69.5 billion of mortgage loans to the Agencies. This includes \$57.6 billion of loans sold to GSEs and \$11.9 billion of loans guaranteed by Ginnie Mae. Although FHN conducted these businesses before 2005, GSE loans originated in 2005 through 2008 account for approximately 90 percent of all repurchase requests/make-whole claims received from the 2008 platform sale through December 31, 2015.

From 2005 through 2007, \$26.7 billion of mortgage loans were included in FH proprietary securitizations.





**Table of Contents****Note 10 Contingencies and Other Disclosures (Continued)***Mortgage-Related Glossary*

<b>Agencies</b>	the two GSEs and Ginnie Mae	<b>HELOC</b>	home equity line of credit
<b>certificates</b>	securities sold to investors representing interests in mortgage loan securitizations	<b>HUD</b>	Dept. of Housing and Urban Development
<b>DOJ</b>	U.S. Department of Justice	<b>LTV</b>	loan-to-value, a ratio of the loan amount divided by the home value
<b>DRA</b>	definitive resolution agreement with a GSE	<b>MI</b>	private mortgage insurance, insuring against borrower payment default
<b>Fannie Mae, Fannie, FNMA</b>	Federal National Mortgage Association	<b>MSR</b>	mortgage servicing rights loans that did not conform to Agency program requirements
<b>FH proprietary securitization</b>	securitization of mortgages sponsored by FHN under its First Horizon brand	<b>nonconforming loans</b>	mortgage loans sold to private, non-Agency purchasers
<b>FHA</b>	Federal Housing Administration	<b>other whole loans sold</b>	FHN's sale of its national mortgage origination and servicing platforms in 2008
<b>FHFA</b>	Federal Housing Financing Agency, conservator for the GSEs	<b>2008 platform sale, platform sale, 2008 sale</b>	pipeline of mortgage repurchase, make-whole, & certain related claims against FHN
<b>Freddie Mac, Freddie, FHLMC</b>	Federal Home Loan Mortgage Corporation	<b>pipeline</b>	UPB
<b>Ginnie Mae, Ginnie, GNMA</b>	Government National Mortgage Association	<b>UPB</b>	unpaid principal balance
<b>GSEs</b>	Mac	<b>VA</b>	Veterans Administration

**Repurchase and Foreclosure Liability**

The repurchase and foreclosure liability is comprised of reserves to cover estimated loss content in the active pipeline, estimated future inflows, as well as estimated loss content related to certain known claims not currently included in the active pipeline. FHN compares the estimated probable incurred losses determined under the applicable loss estimation approaches described above for the respective periods with current reserve levels. Changes in the estimated required liability levels are recorded as necessary through the repurchase and foreclosure provision.

Based on currently available information and experience to date, FHN has evaluated its loan repurchase, make-whole, and certain related exposures and has accrued for losses of \$68.1 million and \$117.2 million as of June 30, 2016 and 2015, respectively, including a smaller amount related to equity-lending junior lien loan sales. 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.

#### Government-Backed Mortgage Lending Programs

FHN's FHA and VA program lending was substantial prior to the 2008 platform sale, and has continued at a much lower level since then. As lender, FHN made certain representations and warranties as to the compliance of the loans with program requirements. Over the past several years, most recently in first quarter 2015, FHN occasionally has recognized significant losses associated with settling claims and potential claims by government agencies, and by private parties asserting claims on behalf of agencies, related to these origination activities. At June 30, 2016, FHN had not accrued a liability for any matter related to these government lending programs, and no pending or known threatened matter related to these programs represented a material loss contingency described above.

#### Other FHN Mortgage Exposures

At June 30, 2016, FHN had not accrued a liability for exposure for repurchase of first-lien loans related to FH proprietary securitizations arising from claims from the trustee that FHN breached its representations and warranties in FH proprietary securitizations at closing. FHN's trustee is a defendant in a lawsuit in which the plaintiffs have asserted that the trustee has duties to

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

review loans and otherwise to act against FHN outside of the duties specified in the applicable trust documents; FHN is not a defendant in that suit and is not able to assess what, if any, exposure FHN may have as a result of it.

FHN is defending, directly or as indemnitor, certain pending lawsuits brought by purchasers of certificates in FH proprietary securitizations or their assignees. FHN believes a new lawsuit based on federal securities claims that offering disclosures were deficient cannot be brought at this time due to the running of applicable limitation periods, but other investor claims, based on other legal theories, might still be possible. Due to the sales of MSR from 2008 through 2014, FHN has limited visibility into current loan information such as principal payoffs, refinance activity, delinquency trends, and loan modification activity.

Many non-GSE purchasers of whole loans from FHN included those loans in their own securitizations. Regarding such other whole loans sold, FHN made representations and warranties concerning the loans and provided indemnity covenants to the purchaser/secritizer. Typically the purchaser/secritizer assigned key contractual rights against FHN to the securitization trustee. As mentioned above, repurchase and make-whole claims related to specific loans are included in the active pipeline and repurchase reserve. In addition, currently the following categories of actions are pending which involve FHN and other whole loans sold: (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 demands from purchasers or their assignees; and (iv) FHN is a defendant in legal actions involving FHN-originated loans. At June 30, 2016, FHN had not accrued a liability for any litigation matter related to other whole loans sold; however, FHN's repurchase and foreclosure liability considered certain known exposures from other whole loans sold.

Certain government entities have subpoenaed information from FHN and others. These entities include the FDIC (on behalf of certain failed banks) and the FHLBs of San Francisco, Atlanta, and Seattle, among others. These entities purport to act on behalf of several purchasers of FH proprietary securitizations, and of non-FH securitizations which included other whole loans sold. 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. 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. Unless and until a review (if related to specific loans) becomes an identifiable repurchase claim, the associated loans are not considered part of the active pipeline.

**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. As of June 30, 2016 and 2015, the derivative liabilities were \$6.8 million and \$4.8 million, respectively.

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. The Settlement was vacated upon appeal in June 2016. 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.

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. As of June 30, 2016, the conversion ratio is 165 percent reflecting a Visa stock split in March 2015, and the contingent liability is \$.8 million. Future funding of the escrow would dilute this conversion ratio by an amount that is not determinable at present. Based on the closing price on June 30, 2016, assuming conversion into Class A shares at the current conversion ratio, FHN's Visa holdings would have a value of approximately \$136 million. Recognition of this value is dependent upon the final resolution of the remainder of Visa's Covered Litigation matters without further reduction of the conversion ratio.

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**Note 10 Contingencies and Other Disclosures (Continued)**

**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.

**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. Minimum contributions are based upon actuarially determined amounts necessary to fund the benefit obligation. FHN did not make any contributions to the qualified pension plan in 2015 or in the first half of 2016. Decisions to contribute to the plan are based upon pension funding requirements under the Pension Protection Act, the maximum amount deductible under the Internal Revenue Code, the actual performance of plan assets, and trends in the regulatory environment. FHN expects to contribute approximately \$165 million to the qualified pension plan in third quarter 2016.

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 \$4.9 million for 2015. FHN anticipates making benefit payments under the non-qualified plans of \$5.2 million in 2016.

**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 matching 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.

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

<i>(Dollars in thousands)</i>	Pension Benefits		Other Benefits	
	2016	2015	2016	2015
<b>Components of net periodic benefit cost</b>				
Service cost	\$ 10	\$ 10	\$ 27	\$ 38
Interest cost	7,882	9,020	317	360
Expected return on plan assets	(9,772)	(9,391)	(229)	(242)
Amortization of unrecognized:				
Prior service cost/(credit)	50	83	42	(291)
Actuarial (gain)/loss	2,067	2,395	(232)	(244)
<b>Net periodic benefit cost</b>	<b>\$ 237</b>	<b>\$ 2,117</b>	<b>\$ (75)</b>	<b>\$ (379)</b>

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

<i>(Dollars in thousands)</i>	Pension Benefits		Other Benefits	
	2016	2015	2016	2015
<b>Components of net periodic benefit cost</b>				
Service cost	\$ 20	\$ 20	\$ 55	\$ 75
Interest cost	15,764	18,040	634	720
Expected return on plan assets	(19,545)	(18,783)	(458)	(483)
Amortization of unrecognized:				
Prior service cost/(credit)	99	166	85	(582)
Actuarial (gain)/loss	4,135	4,791	(465)	(488)
<b>Net periodic benefit cost</b>	<b>\$ 473</b>	<b>\$ 4,234</b>	<b>\$ (149)</b>	<b>\$ (758)</b>

In 2016, FHN changed its methodology for the calculation of interest cost for its applicable employee benefit plans. Prior to 2016 FHN utilized a weighted average discount rate to determine interest cost, which is the same discount rate used to calculate the projected benefit obligation. Starting in 2016, FHN has adopted a spot rate approach which applies duration-specific rates from the

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

full yield curve to estimated future benefit payments for the determination of interest cost. This change in accounting estimate is expected to reduce annual interest cost across all plans by \$5.8 million in 2016.



**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, gains on the extinguishment of debt, and acquisition-related costs. The non-strategic segment consists of the wind-down national consumer lending activities, legacy mortgage banking elements including servicing fees, 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.

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. Business segment revenue, expense, asset, and equity 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, to an extent they are 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 six months ended June 30:

<i>(Dollars in thousands)</i>	Three Months Ended June 30		Six Months Ended June 30	
	2016	2015	2016	2015
<b>Consolidated</b>				
Net interest income	\$ 176,264	\$ 166,640	\$ 348,338	\$ 323,506
Provision for loan losses	4,000	2,000	7,000	7,000
Noninterest income	145,514	130,301	279,819	259,990
Noninterest expense	226,822	218,394	453,749	594,615
Income/(loss) before income taxes	90,956	76,547	167,408	(18,119)
Provision/(benefit) for income taxes	30,016	21,590	54,255	(671)
Net income/(loss)	\$ 60,940	\$ 54,957	\$ 113,153	\$ (17,448)
Average assets	\$ 26,828,548	\$ 25,411,578	\$ 26,723,621	\$ 25,526,120

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

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

<i>(Dollars in thousands)</i>	Three Months Ended June 30		Six Months Ended June 30	
	2016	2015	2016	2015
<b>Regional Banking</b>				
Net interest income	\$ 178,321	\$ 165,903	\$ 350,634	\$ 320,311
Provision/(provision credit) for loan losses	10,883	17,078	25,650	21,993
Noninterest income	61,275	65,983	120,551	126,179
Noninterest expense	164,315	143,960	309,666	279,437
Income/(loss) before income taxes	64,398	70,848	135,869	145,060
Provision/(benefit) for income taxes	22,455	25,086	47,881	51,582
Net income/(loss)	\$ 41,943	\$ 45,762	\$ 87,988	\$ 93,478
Average assets	\$ 16,575,676	\$ 15,021,991	\$ 16,260,430	\$ 14,626,026
<b>Fixed Income</b>				
Net interest income	\$ 3,147	\$ 4,293	\$ 5,813	\$ 8,613
Noninterest income	78,083	56,002	145,205	117,566
Noninterest expense	62,881	51,253	121,549	105,992
Income/(loss) before income taxes	18,349	9,042	29,469	20,187
Provision/(benefit) for income taxes	6,755	3,154	10,630	7,298
Net income/(loss)	\$ 11,594	\$ 5,888	\$ 18,839	\$ 12,889
Average assets	\$ 2,470,699	\$ 2,417,317	\$ 2,370,179	\$ 2,432,194
<b>Corporate</b>				
Net interest income/(expense)	\$ (15,850)	\$ (17,366)	\$ (30,214)	\$ (33,440)
Noninterest income	4,909	3,901	10,632	9,286
Noninterest expense	16,072	14,061	29,551	28,403
Income/(loss) before income taxes	(27,013)	(27,526)	(49,133)	(52,557)
Provision/(benefit) for income taxes	(12,840)	(15,991)	(24,094)	(27,694)
Net income/(loss)	\$ (14,173)	\$ (11,535)	\$ (25,039)	\$ (24,863)
Average assets	\$ 5,833,122	\$ 5,562,880	\$ 6,097,578	\$ 5,985,074
<b>Non-Strategic</b>				
Net interest income	\$ 10,646	\$ 13,810	\$ 22,105	\$ 28,022
Provision/(provision credit) for loan losses	(6,883)	(15,078)	(18,650)	(14,993)
Noninterest income	1,247	4,415	3,431	6,959
Noninterest expense	(16,446)	9,120	(7,017)	180,783
Income/(loss) before income taxes	35,222	24,183	51,203	(130,809)

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Provision/(benefit) for income taxes	<b>13,646</b>	9,341	<b>19,838</b>	(31,857)
Net income/(loss)	<b>\$ 21,576</b>	\$ 14,842	<b>\$ 31,365</b>	\$ (98,952)
Average assets	<b>\$ 1,949,051</b>	\$ 2,409,390	<b>\$ 1,995,434</b>	\$ 2,482,826

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

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

ASC 810 defines a VIE as a legal entity where (a) the equity investors, as a group, lack sufficient equity at risk for the entity to finance its activities without additional subordinated financial support, (b) 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, or (3) the right to receive the expected residual returns of the entity, or (c) the entity is structured with non-substantive voting rights. 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 HELOC securitization trust it established 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. The retention of MSR and a residual interest results in FHN potentially absorbing losses or receiving benefits that are significant to the trust. FHN is considered the primary beneficiary, as it is assumed to have the power, as Master 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 trust securities. Through first quarter 2016 the trust experienced a rapid amortization period and FHN was obligated to provide subordinated funding. During the period, cash payments from borrowers were accumulated to repay outstanding debt securities while FHN continued to make advances to borrowers when they drew on their lines of credit. FHN then transferred the newly generated receivables into the securitization trust. FHN is reimbursed for these advances 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. Amounts funded from monoline insurance policies are considered restricted term borrowings in FHN's Consolidated Condensed Statements of Condition. 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.

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 June 30, 2016 and 2015:

	June 30, 2016		June 30, 2015	
	On-Balance Sheet Consumer Loan Securitization Carrying Value	Rabbi Trusts Used for Deferred Compensation Plans 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	\$ 396	N/A	\$ 1,382	N/A
Loans, net of unearned income	43,479	N/A	66,444	N/A
Less: Allowance for loan losses	453	N/A	214	N/A
<b>Total net loans</b>	<b>43,026</b>	<b>N/A</b>	<b>66,230</b>	<b>N/A</b>
Other assets	241	\$ 71,923	184	\$ 69,077
<b>Total assets</b>	<b>\$ 43,663</b>	<b>\$ 71,923</b>	<b>\$ 67,796</b>	<b>\$ 69,077</b>
<b>Liabilities:</b>				
Term borrowings	\$ 30,956	N/A	\$ 55,679	N/A
Other liabilities	2	\$ 53,000	3	\$ 51,861
<b>Total liabilities</b>	<b>\$ 30,958</b>	<b>\$ 53,000</b>	<b>\$ 55,682</b>	<b>\$ 51,861</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.

FHN accounts for all qualifying LIHTC investments under the proportional amortization method. Under this 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). LIHTC investments that do not qualify for the proportional amortization method are accounted for using the equity method. Expenses associated with these investments were not significant for the three or six months ended June 30, 2016 and 2015. The following table summarizes the impact to the Provision/(benefit) for income taxes on the Consolidated Condensed Statements of Income for the three and six months ended June 30, 2016 and 2015 for LIHTC investments accounted for under the proportional amortization method.

<i>(Dollars in thousands)</i>	Three Months Ended		Six Months Ended	
	June 30		June 30	
	2016	2015	2016	2015
Provision/(benefit) for income taxes:				
Amortization of qualifying LIHTC investments	\$ 2,330	\$ 2,180	\$ 4,628	\$ 4,360
Low income housing tax credits	(2,534)	(2,363)	(5,057)	(4,726)
Other tax benefits related to qualifying LIHTC investments	(1,069)	(755)	(2,179)	(1,599)

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

***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.

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 terminated.

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

***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.

***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.

***Sale Leaseback Transaction.*** In fourth quarter 2015, FTB entered into an agreement with a single asset leasing entity for the sale and lease back of an office building. In conjunction with this transaction, FTB loaned funds to a related party of the buyer that were used for the purchase price of the building. FTB also entered into a construction loan agreement with the single asset entity for renovation of the building. Since this transaction did not qualify as a sale, it is being accounted for using the deposit method which creates a net asset or liability for all cash flows between FTB and the buyer. The buyer-lessor in this transaction meets the definition of a VIE as it does not have sufficient equity at risk since FTB is providing the funding for the purchase and renovation. A related party of the buyer-lessor has the power to direct the activities that most significantly impact the operations and could potentially receive benefits or absorb losses that are significant to the transactions, making it the primary beneficiary. Therefore, FTB does not consolidate the leasing entity.



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

The following table summarizes FHN's nonconsolidated VIEs as of June 30, 2016:

<i>(Dollars in thousands)</i>	Maximum Loss Exposure	Liability Recognized	Classification
<b>Type</b>			
Low income housing partnerships	\$ 64,807	\$ 11,285	(a)
Other tax credit investments (b) (c)	20,370		Other assets
Small issuer trust preferred holdings (d)	333,341		Loans, net of unearned income
On-balance sheet trust preferred securitization	49,603	64,571	(e)
Proprietary residential mortgage securitizations	19,548		(f)
Holdings of agency mortgage-backed securities (d)	4,385,552		(g)
Short positions in agency mortgage-backed securities (h)	N/A	1,563	Trading liabilities
Commercial loan troubled debt restructurings (i)	39,765		Loans, net of unearned income
Sale-leaseback transaction	11,827		(j)

- (a) Maximum loss exposure represents \$53.5 million of current investments and \$11.3 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 \$64.6 million classified as Term borrowings.
- (f) Includes \$.3 million classified as MSR, \$2.8 million classified as Trading securities, and \$16.4 million of aggregate servicing advances.
- (g) Includes \$.6 billion classified as Trading securities and \$3.8 billion classified as Securities available-for-sale.
- (h) No exposure of loss due to the nature of FHN's involvement.
- (i) Maximum loss exposure represents \$39.7 million of current receivables and \$.1 million of contractual funding commitments on loans related to commercial borrowers involved in a troubled debt restructuring.
- (j) Maximum loss exposure represents the current loan balance plus additional funding commitments less amounts received from the buyer-lessor.

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

<i>(Dollars in thousands)</i>	Maximum Loss Exposure	Liability Recognized	Classification
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<b>Type</b>			
Low income housing partnerships	\$ 68,405	\$ 11,976	(a)
Other tax credit investments (b) (c)	21,690		Other assets
Small issuer trust preferred holdings (d)	344,321		Loans, net of unearned income
On-balance sheet trust preferred securitization	50,506	63,686	(e)
Proprietary trust preferred issuances (f)	N/A	206,186	Term borrowings
Proprietary and agency residential mortgage securitizations	24,664		(g)
Holdings of agency mortgage-backed securities (d)	3,929,684		(h)
Short positions in agency mortgage-backed securities (f)	N/A	1,486	Trading liabilities
Commercial loan troubled debt restructurings (i) (j)	36,047		Loans, net of unearned income

- (a) Maximum loss exposure represents \$56.4 million of current investments and \$12.0 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 \$63.7 million classified as Term borrowings.
- (f) No exposure of 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 \$4.9 million classified as Trading securities related to proprietary and agency residential mortgage securitizations. Aggregate servicing advances of \$19.1 million are classified as Other assets.
- (h) Includes \$473.8 million classified as Trading securities and \$3.5 billion classified as Securities available-for-sale.
- (i) Maximum loss exposure represents \$30.9 million of current receivables and \$5.1 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 the amount of 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 June 30, 2016 and 2015, respectively, FHN had \$90.0 million and \$80.6 million of cash receivables and \$42.8 million and \$41.1 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 upstream 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 \$69.3 million and \$46.7 million for the three months ended June 30, 2016 and 2015, respectively, and \$126.9 million and \$100.2 million for the six months ended June 30, 2016 and 2015. Trading 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 June 30, 2016 and 2015:

<i>(Dollars in thousands)</i>	<b>June 30, 2016</b>		
	<b>Notional</b>	<b>Assets</b>	<b>Liabilities</b>
Customer Interest Rate Contracts	\$ 1,877,212	\$ 95,612	\$ 473
Offsetting Upstream Interest Rate Contracts	1,877,212	473	95,612
Option Contracts Purchased	10,000	13	
Forwards and Futures Purchased	4,428,569	19,437	1,653
Forwards and Futures Sold	4,587,802	2,136	17,965

<i>(Dollars in thousands)</i>	<b>June 30, 2015</b>		
	<b>Notional</b>	<b>Assets</b>	<b>Liabilities</b>
Customer Interest Rate Contracts	\$ 1,640,844	\$ 66,078	\$ 3,285
Offsetting Upstream Interest Rate Contracts	1,640,844	3,285	66,078
Option Contracts Purchased	15,000	55	
Forwards and Futures Purchased	2,297,489	2,773	2,174
Forwards and Futures Sold	2,531,248	2,526	2,614

**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 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 \$12.9 million and \$2.3 million in Derivative assets as of June 30, 2016 and 2015, respectively. There was an insignificant level of ineffectiveness related to this hedge.

FHN has designated a derivative transaction in a hedging strategy to manage interest rate risk on \$500.0 million of senior debt which matures in December 2020. 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 \$11.6 million in Derivative assets as of June 30, 2016. There was an insignificant level of ineffectiveness related to this hedge.

Prior to maturity in April 2016, FHN designated a derivative transaction in a hedging strategy to manage interest rate risk of certain term borrowings totaling \$250.0 million. These swaps were accounted for as fair value hedges under the shortcut method. The balance sheet amount of this swap was \$9.1 million in Derivative assets on June 30, 2015.

Prior to maturity in December 2015, FHN designated a derivative transaction in a hedging strategy to manage interest rate risk on its \$500 million noncallable senior debt. This derivative qualified for hedge accounting under ASC 815-20 using the long-haul method. FHN hedged the interest rate risk on this debt using a pay floating, receive fixed interest rate swap. The balance sheet amount of this swap was \$4.5 million in Derivative assets as of June 30, 2015. There was no ineffectiveness related to this hedge.

Prior to redemption in 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 \$5.1 million in Derivative liabilities as of June 30, 2015. 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.

**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 six months ended June 30, 2016 and 2015:

<i>(Dollars in thousands)</i>	<b>Notional</b>	<b>Assets</b>	<b>Liabilities</b>	<b>Gains/(Losses)</b>	
				<b>Three Months Ended June 30, 2016</b>	<b>Six Months Ended June 30, 2016</b>
<b>Customer Interest Rate Contracts Hedging</b>					
<i>Hedging Instruments and Hedged Items:</i>					
Customer Interest Rate Contracts (a)	\$ 906,197	\$ 47,086	\$ 115	\$ 8,154	\$ 20,713
Offsetting Upstream Interest Rate Contracts (a)	906,197	115	47,586	(8,154)	(20,713)
<b>Debt Hedging</b>					
<i>Hedging Instruments:</i>					
Interest Rate Swaps (b)	\$ 900,000	\$ 24,511	N/A	\$ 6,660	\$ 26,606
<i>Hedged Items:</i>					
Term Borrowings (b)	N/A	N/A	\$ 900,000(c)	\$ (6,557)(d)	\$ (26,211)(d)

<i>(Dollars in thousands)</i>	<b>Notional</b>	<b>Assets</b>	<b>Liabilities</b>	<b>Gains/(Losses)</b>	
				<b>Three Months Ended June 30, 2015</b>	<b>Six Months Ended June 30, 2015</b>
<b>Customer Interest Rate Contracts Hedging</b>					
<i>Hedging Instruments and Hedged Items:</i>					
Customer Interest Rate Contracts (a)	\$ 744,167	\$ 24,148	\$ 409	\$ (6,158)	\$ (1,915)
Offsetting Upstream Interest Rate Contracts (a)	744,167	409	24,648	6,158	1,915
<b>Debt Hedging</b>					
<i>Hedging Instruments:</i>					
Interest Rate Swaps (b)	\$ 1,350,000	\$ 15,954	\$ 5,131	\$ (10,810)	\$ (9,840)
<i>Hedged Items:</i>					
Term Borrowings (b)	N/A	N/A	\$ 1,350,000(c)	\$ 10,735(d)	\$ 9,812(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.

In first quarter 2016, FHN entered into a pay floating, receive fixed interest rate swap in a hedging strategy to manage its exposure to the variability in cash flows related to the interest payments for the following five years on \$250 million principal of debt instruments, which primarily consist of held-to-maturity trust preferred loans that have variable interest payments based on LIBOR. This qualifies for hedge accounting as a cash flow hedge under ASC 815-20. Changes in the fair value of this derivative are recorded as a component of AOCI, to the extent that the hedge relationship is effective. Amounts are reclassified from AOCI to earnings as the hedged cash flows affect earnings. FTB measures ineffectiveness using the Hypothetical Derivative Method. To the extent that any ineffectiveness exists in the hedge relationships, the amounts are recorded in current period earnings.

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

The following table summarizes FHN's derivative activities associated with cash flow hedges as of and for the three and six months ended June 30, 2016.

(Dollars in thousands)	Notional	Assets	Liabilities	Gains/(Losses)	
				Three Months Ended June 30, 2016	Six Months Ended June 30, 2016
<b>Cash Flow Hedges</b>					
<i>Hedging Instruments:</i>					
Interest Rate Swaps	\$ 250,000	\$ 7,606	N/A	\$ 1,988(a)	\$ 7,606(a)
<i>Hedged Items:</i>					
Variability in Cash Flows Related to Trust Preferred Loans	N/A	250,000	N/A	N/A	N/A

(a) Includes approximately \$1.7 million expected to be reclassified into earnings in the next twelve months. 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.

The following tables summarize FHN's derivative activities associated with held-to-maturity trust preferred loans as of and for the three and six months ended June 30, 2016 and 2015:

(Dollars in thousands)	Notional	Assets	Liabilities	Gains/(Losses)	
				Three Months Ended June 30, 2016	Six Months Ended June 30, 2016
<b>Loan Portfolio Hedging</b>					
<i>Hedging Instruments:</i>					
Interest Rate Swaps	\$ 6,500	N/A	\$ 379	\$ 66	\$ 109
<i>Hedged Items:</i>					
Trust Preferred Loans (a)	N/A	\$ 6,500(b)	N/A	\$ (65)(c)	\$ (106)(c)

(Dollars in thousands)	Notional	Assets	Liabilities	Gains/(Losses)	
				Three Months Ended June 30,	Six Months Ended June 30,

	2016		2015	
<b>Loan Portfolio Hedging</b>				
<i>Hedging Instruments:</i>				
Interest Rate Swaps	\$ 6,500	N/A	\$ 640	\$ 63
<i>Hedged Items:</i>				
Trust Preferred Loans (a)	N/A	\$ 6,500(b)	N/A	\$ (62)(c)
				\$ (103)(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 June 30, 2016 and 2015, the derivative liabilities associated with the sales of Visa Class B shares were \$6.8 million and \$4.8 million, respectively. 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 June 30, 2016 and 2015, these loans were valued at

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

\$1.5 million and \$3.5 million, respectively. The balance sheet amount and the gains/losses associated with these derivatives were not significant.

**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 Consolidated Condensed Statements of Condition.

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 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 \$95.0 million of assets and \$81.3 million of liabilities on June 30, 2016, and \$72.5 million of assets and \$71.6 million of liabilities on June 30, 2015. As of June 30, 2016 and 2015, FHN had received collateral of \$168.0 million and \$144.2 million and posted collateral of \$81.3 million and \$71.9 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 \$94.6 million of assets and \$30.7 million of liabilities on June 30, 2016, and \$72.5 million of assets and \$17.0 million of liabilities on June 30, 2015. As of June 30, 2016 and 2015, FHN had received collateral of \$168.0 million and \$144.2 million and posted collateral of \$33.2 million and \$23.3 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.

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

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

<i>(Dollars in thousands)</i>	Gross amounts in the Statements of Condition		Gross amounts not offset in the Statements of Condition		Net amount	
	Gross amounts of recognized assets	Gross amounts offset in the Statements of Condition	Net amounts of assets presented in the Statements of Condition (a)	Derivative liabilities available for offset		Collateral Received
<b>Derivative assets:</b>						
<b>2016 (b)</b>	\$ 175,403	\$	\$ 175,403	\$ (13,963)	\$ (141,426)	\$ 20,014
2015 (b)	109,874		109,874	(15,750)	(93,656)	468

(a) Included in Derivative assets on the Consolidated Condensed Statements of Condition. As of June 30, 2016 and 2015, \$21.6 million and \$5.4 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) 2016 and 2015 are comprised entirely of interest rate derivative contracts.

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

<i>(Dollars in thousands)</i>	Gross amounts in the Statements of Condition		Gross amounts not offset in the Statements of Condition		Net amount	
	Gross amounts of recognized liabilities	Gross amounts offset in the Statements of Condition	Net amounts of liabilities presented in the Statements of Condition (a)	Derivative assets available for offset		Collateral pledged
<b>Derivative liabilities:</b>						
<b>2016 (b)</b>	\$ 144,165	\$	\$ 144,165	\$ (13,963)	\$ (67,682)	\$ 62,520
2015 (b)	100,191		100,191	(15,750)	(68,775)	15,666

(a)



Included in Derivative liabilities on the Consolidated Condensed Statements of Condition. As of June 30, 2016 and 2015, \$26.5 million and \$9.6 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) 2016 and 2015 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 June 30:

	Gross amounts of recognized assets	Gross amounts offset in the Statements of Condition	Net amounts of assets presented in the Statements of Condition	Offsetting securities sold to repurchase	Gross amounts not offset in the Statements of Condition Securities collateral (not recognized on FHN's Statements of Condition)	Net amount
<i>(Dollars in thousands)</i>						
Securities purchased under agreements to resell:						
<b>2016</b>	<b>\$ 881,732</b>	<b>\$</b>	<b>\$ 881,732</b>	<b>\$ (2,137)</b>	<b>\$ (870,795)</b>	<b>\$ 8,800</b>
2015	816,991		816,991	(3,605)	(805,178)	8,208

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 June 30:

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

of Condition

Securities sold under agreements  
to repurchase:

<b>2016</b>	<b>\$ 451,129</b>	<b>\$</b>	<b>\$ 451,129</b>	<b>\$ (2,137)</b>	<b>\$ (448,894)</b>	<b>\$ 98</b>
2015	311,760		311,760	(3,605)	(308,088)	67

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

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 June 30:

<i>(Dollars in thousands)</i>	<b>June 30, 2016</b>			
	Overnight and Continuous	Up to 30 Days	30 - 90 Days	Total
Securities sold under agreements to repurchase:				
U.S. treasuries	<b>\$ 28,218</b>	<b>\$</b>	<b>\$</b>	<b>\$ 28,218</b>
Government agency issued MBS	<b>308,557</b>		<b>100,304</b>	<b>408,861</b>
Government agency issued CMO		<b>14,050</b>		<b>14,050</b>
<b>Total Securities sold under agreements to repurchase</b>	<b>\$ 336,775</b>	<b>\$ 14,050</b>	<b>\$ 100,304</b>	<b>\$ 451,129</b>

<i>(Dollars in thousands)</i>	<b>June 30, 2015</b>			
	Overnight and Continuous	Up to 30 Days	30 - 90 Days	Total
Securities sold under agreements to repurchase:				
U.S. treasuries	<b>\$ 15,175</b>	<b>\$</b>	<b>\$</b>	<b>\$ 15,175</b>
Government agency issued MBS	<b>93,697</b>			<b>93,697</b>
Government agency issued CMO	<b>190,438</b>	<b>12,450</b>		<b>202,888</b>
<b>Total Securities sold under agreements to repurchase</b>	<b>\$ 299,310</b>	<b>\$ 12,450</b>	<b>\$</b>	<b>\$ 311,760</b>

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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 June 30, 2016:

<i>(Dollars in thousands)</i>	June 30, 2016			Total
	Level 1	Level 2	Level 3	
<b>Trading securities fixed income:</b>				
U.S. treasuries	\$	\$ 98,181	\$	\$ 98,181
Government agency issued MBS		328,600		328,600
Government agency issued CMO		235,914		235,914
Other U.S. government agencies		110,354		110,354
States and municipalities		75,793		75,793
Trading loans		10,643		10,643
Corporate and other debt		295,322	5	295,327
Equity, mutual funds, and other		5,326		5,326
<b>Total trading securities fixed income</b>		<b>1,160,133</b>	<b>5</b>	<b>1,160,138</b>
<b>Trading securities mortgage banking</b>			<b>2,821</b>	<b>2,821</b>
Loans held-for-sale			25,738	25,738
<b>Securities available-for-sale:</b>				
U.S. treasuries		100		100
Government agency issued MBS		1,946,222		1,946,222
Government agency issued CMO		1,874,816		1,874,816
States and municipalities			1,500	1,500
Equity, mutual funds, and other	25,055			25,055
<b>Total securities available-for-sale</b>	<b>25,055</b>	<b>3,821,138</b>	<b>1,500</b>	<b>3,847,693</b>
<b>Other assets:</b>				
Mortgage servicing rights			1,406	1,406
Deferred compensation assets	31,221			31,221
Derivatives, forwards and futures	21,573			21,573
Derivatives, interest rate contracts		175,416		175,416
<b>Total other assets</b>	<b>52,794</b>	<b>175,416</b>	<b>1,406</b>	<b>229,616</b>
<b>Total assets</b>	<b>\$ 77,849</b>	<b>\$ 5,156,687</b>	<b>\$ 31,470</b>	<b>\$ 5,266,006</b>
<b>Trading liabilities fixed income:</b>				
U.S. treasuries	\$	\$ 549,739	\$	\$ 549,739

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Government agency issued CMO		1,563		1,563
Other U.S. government agencies		25,095		25,095
States and municipalities		1,127		1,127
Corporate and other debt		212,016		212,016
<b>Total trading liabilities</b>	<b>fixed income</b>	<b>789,540</b>		<b>789,540</b>
Other liabilities:				
Derivatives, forwards and futures		19,618		19,618
Derivatives, interest rate contracts		144,165		144,165
Derivatives, other		1	6,835	6,836
<b>Total other liabilities</b>		<b>19,618</b>	<b>144,166</b>	<b>170,619</b>
<b>Total liabilities</b>		<b>\$ 19,618</b>	<b>\$ 933,706</b>	<b>\$ 6,835</b>
				<b>\$ 960,159</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 June 30, 2015:

<i>(Dollars in thousands)</i>	June 30, 2015			Total
	Level 1	Level 2	Level 3	
<b>Trading securities fixed income:</b>				
U.S. treasuries	\$	\$ 109,998	\$	\$ 109,998
Government agency issued MBS		327,082		327,082
Government agency issued CMO		146,675		146,675
Other U.S. government agencies		83,416		83,416
States and municipalities		64,597		64,597
Corporate and other debt		393,191	5	393,196
Equity, mutual funds, and other		3,602		3,602
<b>Total trading securities fixed income</b>		<b>1,128,561</b>	<b>5</b>	<b>1,128,566</b>
<b>Trading securities mortgage banking</b>			<b>4,924</b>	<b>4,924</b>
Loans held-for-sale			26,525	26,525
<b>Securities available-for-sale:</b>				
U.S. treasuries		100		100
Government agency issued MBS		830,640		830,640
Government agency issued CMO		2,625,286		2,625,286
Other U.S. government agencies			1,560	1,560
States and municipalities		7,955	1,500	9,455
Equity, mutual funds, and other	25,825			25,825
<b>Total securities available-for-sale</b>	<b>25,825</b>	<b>3,463,981</b>	<b>3,060</b>	<b>3,492,866</b>
<b>Other assets:</b>				
Mortgage servicing rights			2,158	2,158
Deferred compensation assets	27,341			27,341
Derivatives, forwards and futures	5,299			5,299
Derivatives, interest rate contracts		109,929		109,929
Derivatives, other		2		2
<b>Total other assets</b>	<b>32,640</b>	<b>109,931</b>	<b>2,158</b>	<b>144,729</b>
<b>Total assets</b>	<b>\$ 58,465</b>	<b>\$ 4,702,473</b>	<b>\$ 36,672</b>	<b>\$ 4,797,610</b>
<b>Trading liabilities fixed income:</b>				
U.S. treasuries	\$	\$ 406,879	\$	\$ 406,879
Government agency issued MBS		1,486		1,486



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Other U.S. government agencies	25,036			25,036
Corporate and other debt	299,163			299,163
<b>Total trading liabilities – fixed income</b>	<b>732,564</b>			<b>732,564</b>
<b>Other liabilities:</b>				
Derivatives, forwards and futures	4,788			4,788
Derivatives, interest rate contracts	100,191			100,191
Derivatives, other	26	4,810		4,836
<b>Total other liabilities</b>	<b>4,788</b>	<b>100,217</b>	<b>4,810</b>	<b>109,815</b>
<b>Total liabilities</b>	<b>\$ 4,788</b>	<b>\$ 832,781</b>	<b>\$ 4,810</b>	<b>\$ 842,379</b>

**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 June 30, 2016 and 2015, on a recurring basis are summarized as follows:

<i>(Dollars in thousands)</i>	Three Months Ended June 30, 2016				
	Trading securities	Loans held-for-sale	Securities available-for-sale	Mortgage servicing rights, net	Net derivative liabilities
Balance on April 1, 2016	\$ 3,057	\$ 26,287	\$ 1,500	\$ 1,725	\$ (4,620)
Total net gains/(losses) included in:					
Net income	55	429		31	(2,514)
Other comprehensive income /(loss)					
Purchases		327			
Issuances					
Sales				(205)	
Settlements	(286)	(1,132)		(145)	299
Net transfers into/(out of) Level 3		(173)(b)			
Balance on June 30, 2016	\$ 2,826	\$ 25,738	\$ 1,500	\$ 1,406	\$ (6,835)
Net unrealized gains/(losses) included in net income	\$ (5)(a)	\$ 429(a)	\$	\$	\$ (2,514)(c)

<i>(Dollars in thousands)</i>	Three Months Ended June 30, 2015				
	Trading securities	Loans held-for-sale	Securities available-for-sale	Mortgage servicing rights, net	Net derivative liabilities
Balance on April 1, 2015	\$ 5,326	\$ 26,700	\$ 3,191	\$ 2,342	\$ (5,005)
Total net gains/(losses) included in:					
Net income	69	248			(107)
Other comprehensive income /(loss)			(14)		
Purchases		324			
Issuances					
Sales					
Settlements	(466)	(329)	(117)	(184)	302
Net transfers into/(out of) Level 3		(418)(b)			

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Balance on June 30, 2015	\$ 4,929	\$ 26,525	\$ 3,060	\$ 2,158	\$ (4,810)
Net unrealized gains/(losses) included in net income	\$ 69(a)	\$ 248(a)	\$	\$	\$ (107)(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 recurring 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 six months ended June 30, 2016 and 2015, on a recurring basis are summarized as follows:

<i>(Dollars in thousands)</i>	Six Months Ended June 30, 2016				
	Trading securities	Loans held-for-sale	Securities available-for-sale	Mortgage servicing rights, net	Net derivative liabilities
Balance on January 1, 2016	\$ 4,377	\$ 27,418	\$ 1,500	\$ 1,841	\$ (4,810)
Total net gains/(losses) included in:					
Net income	202	771		31	(2,623)
Other comprehensive income / (loss)					
Purchases		475			
Issuances					
Sales				(205)	
Settlements	(1,753)	(2,497)		(261)	598
Net transfers into/(out of) Level 3		(429)(b)			
Balance on June 30, 2016	\$ 2,826	\$ 25,738	\$ 1,500	\$ 1,406	\$ (6,835)
Net unrealized gains/(losses) included in net income	\$ 79(a)	\$ 771(a)	\$	\$	\$ (2,623)(c)

<i>(Dollars in thousands)</i>	Six Months Ended June 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	239	1,390			(164)
Other comprehensive income /(loss)			(28)		
Purchases		1,178			
Issuances					
Sales					
Settlements	(952)	(2,819)	(219)	(359)	594
Net transfers into/(out of) Level 3		(1,134)(b)			

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Balance on June 30, 2015	\$ 4,929	\$ 26,525	\$ 3,060	\$ 2,158	\$ (4,810)
Net unrealized gains/(losses) included in net income	\$ 239(a)	\$ 1,390(a)	\$	\$	\$ (164)(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 recurring 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)****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 June 30, 2016 and 2015, 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.

	Carrying value at June 30, 2016				Three Months Ended June 30, 2016	Six Months Ended June 30, 2016
	Level 1	Level 2	Level 3	Total	Net gains/(losses)	Net gains/(losses)
<i>(Dollars in thousands)</i>						
Loans held-for-sale - first mortgages	\$	\$	\$ 721	\$ 721	\$ 2	\$ 7
Loans, net of unearned income (a)			35,314	35,314	353	(4,319)
Real estate acquired by foreclosure (b)			14,150	14,150	(314)	(850)
Other assets (c)			28,588	28,588	(831)	(1,537)
					\$ (790)	\$ (6,699)

	Carrying value at June 30, 2015				Three Months Ended June 30, 2015	Six Months Ended June 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	\$	\$	\$ 849	\$ 849	\$	\$ 38
Loans, net of unearned income (a)			38,913	38,913	(479)	(1,841)
Real estate acquired by foreclosure (b)			29,109	29,109	(1,284)	(1,660)
Other assets (c)			28,265	28,265	(549)	(944)
					\$ (2,312)	\$ (4,407)

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

- (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 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.

In first quarter 2016, FHN's Regional Banking segment recognized \$3.7 million of impairments on long-lived assets associated with efforts to more efficiently utilize its bank branch locations. The affected branch locations represented a mixture of owned and leased sites. The fair values of owned sites were determined using estimated sales prices from appraisals less estimated costs to sell. The fair values of leased sites were determined using a discounted cash flow approach, based on the revised estimated useful lives of the related assets. Both measurement methodologies are considered Level 3 valuations.

**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 June 30, 2016 and 2015:

*(Dollars in Thousands)*

<b>Level 3 Class</b>	<b>Fair Value at June 30, 2016</b>	<b>Valuation Techniques</b>	<b>Unobservable Input</b>	<b>Values Utilized</b>
Trading securities - mortgage	\$ 2,821	Discounted cash flow	Prepayment speeds	38% - 47%
			Discount rate	28% - 68%
Loans held-for-sale - residential real estate	26,459	Discounted cash flow	Prepayment speeds - First mortgage	2% - 20%
			Prepayment speeds - HELOC	5% - 15%
			Foreclosure losses	47% - 58%
			Loss severity trends -First mortgage	5% - 70% of UPB
			Loss severity trends - HELOC	35% - 100% of UPB
			Draw rate - HELOC	5% - 12%
Derivative liabilities, other	6,835	Discounted cash flow	Visa covered litigation resolution amount	\$4.4 billion - \$5.2 billion
			Probability of resolution scenarios	10% - 30%
			Time until resolution	30 - 60 months
	35,314			0% - 10% of appraisal



Loans, net of unearned income (a)		Appraisals from comparable properties	Marketability adjustments for specific properties	
		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)	14,150	Appraisals from comparable properties	Adjustment for value changes since appraisal	0% - 10% of appraisal
Other assets (c)	28,588	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

- (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 June 30, 2015</b>	<b>Valuation Techniques</b>	<b>Unobservable Input</b>	<b>Values Utilized</b>
Trading securities - mortgage	\$ 4,924	Discounted cash flow	Prepayment speeds	42% - 43%
			Discount rate	5% - 56%
Loans held-for-sale - residential real estate	27,374	Discounted cash flow	Prepayment speeds - First mortgage	2% - 20%
			Prepayment speeds - HELOC	5% - 15%
			Foreclosure Losses	50% - 60%
			Loss severity trends - First mortgage	10% - 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)	38,913	Appraisals from comparable properties	Marketability adjustments for specific properties	0% - 10% of appraisal
				20% - 50% of gross value

		Other collateral valuations	Borrowing base certificates adjustment	
			Financial Statements/Auction Values adjustment	0% - 25% of reported value
Real estate acquired by foreclosure (b)	29,109	Appraisals from comparable properties	Adjustment for value changes since appraisal	0% - 10% of appraisal
Other assets (c)	28,265	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

- (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 and principal-only strips. Subordinated bonds were also included in mortgage trading securities prior to their payoff in first quarter 2016. 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 and prepayment rates 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 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. 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 which typically includes consideration of the underlying property's appraised value. 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.

	June 30, 2016		
<i>(Dollars in thousands)</i>	Fair value carrying amount	Aggregate unpaid principal	Fair value carrying amount less aggregate unpaid principal
Residential real estate loans held-for-sale reported at fair value:			
Total loans	\$ 25,738	\$ 39,202	\$ (13,464)
Nonaccrual loans	6,923	13,837	(6,914)
Loans 90 days or more past due and still accruing	136	214	(78)

	June 30, 2015		
<i>(Dollars in thousands)</i>	Fair value carrying amount	Aggregate unpaid principal	Fair value carrying amount less aggregate unpaid principal
Residential real estate loans held-for-sale reported at fair value:			
Total loans	\$ 26,525	\$ 40,577	\$ (14,052)
Nonaccrual loans	6,238	12,316	(6,078)
Loans 90 days or more past due and still accruing	1,622	2,056	(434)

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:

<i>(Dollars in thousands)</i>	Three Months Ended June 30		Six Months Ended June 30	
	<b>2016</b>	2015	<b>2016</b>	2015
Changes in fair value included in net income:				
Mortgage banking noninterest income				
Loans held-for-sale	<b>\$ 429</b>	\$ 248	<b>\$ 771</b>	\$ 1,390

For the three months ended June 30, 2016, and 2015, the amounts for residential real estate loans held-for-sale include gains of \$.2 million and \$.3 million, respectively, in pretax earnings that are attributable to changes in instrument-specific credit risk. For the six months ended June 30, 2016, and 2015, the amounts for loans held-for-sale include gains of \$.3 million and \$.7 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 include interest-only strips and principal-only strips. Subordinated bonds were included in mortgage trading securities prior to payoff in first quarter 2016. FHN uses inputs including yield curves, credit spreads, and prepayment speeds to determine the fair value of interest-only and principal-only strips. Subordinated bonds are bonds with junior priority and were valued using an internal model which included 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. Prior to disposition in fourth quarter 2015, certain government agency debt obligations with limited trading activity were valued using a discounted cash flow model that incorporated a combination of observable and unobservable inputs. Primary observable inputs included contractual cash flows and the treasury curve. Significant unobservable inputs included 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. Inputs include current mortgage rates for similar products, estimated prepayment rates, foreclosure losses, and various loan performance measures (delinquency, LTV, credit score). 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 include 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.

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

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 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.

***Nonearning assets.*** For disclosure purposes, nonearning financial 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.

***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.

***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.

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

**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 financial 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, reduces 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 June 30, 2016 and 2015, 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 changes in economic conditions since origination and risk perceptions of the financial sector. These considerations affect the estimate of a potential acquirer's cost of capital and cash flow volatility assumptions 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 June 30, 2016 and 2015.



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

<i>(Dollars in thousands)</i>	Book Value	June 30, 2016			Total
		Level 1	Level 2	Level 3	
<b>Assets:</b>					
Loans, net of unearned income and allowance for loan losses					
<b>Commercial:</b>					
Commercial, financial and industrial	\$ 11,098,473	\$	\$	\$ 11,003,089	\$ 11,003,089
Commercial real estate	1,939,148			1,915,942	1,915,942
<b>Consumer:</b>					
Consumer real estate	4,581,698			4,424,739	4,424,739
Permanent mortgage	421,414			391,879	391,879
Credit card & other	348,797			350,036	350,036
<b>Total loans, net of unearned income and allowance for loan losses</b>	<b>18,389,530</b>			<b>18,085,685</b>	<b>18,085,685</b>
<b>Short-term financial assets:</b>					
Interest-bearing cash	321,743	321,743			321,743
Federal funds sold	40,570		40,570		40,570
Securities purchased under agreements to resell	881,732		881,732		881,732
<b>Total short-term financial assets</b>	<b>1,244,045</b>	<b>321,743</b>	<b>922,302</b>		<b>1,244,045</b>
Trading securities (a)	1,162,959		1,160,133	2,826	1,162,959
Loans held-for-sale	117,976		5,478	112,498	117,976
Securities available-for-sale (a) (b)	4,009,243	25,055	3,821,138	163,050	4,009,243
Securities held-to-maturity	14,333			15,101	15,101
Derivative assets (a)	196,989	21,573	175,416		196,989
<b>Other assets:</b>					
Tax credit investments	90,053			83,506	83,506
Deferred compensation assets	31,221	31,221			31,221
<b>Total other assets</b>	<b>121,274</b>	<b>31,221</b>		<b>83,506</b>	<b>114,727</b>
<b>Nonearning assets:</b>					
Cash & due from banks	283,648	283,648			283,648
Fixed income receivables	219,939		219,939		219,939
Accrued interest receivable	55,746		55,746		55,746
<b>Total nonearning assets</b>	<b>559,333</b>	<b>283,648</b>	<b>275,685</b>		<b>559,333</b>
<b>Total assets</b>	<b>\$ 25,815,682</b>	<b>\$ 683,240</b>	<b>\$ 6,360,152</b>	<b>\$ 18,462,666</b>	<b>\$ 25,506,058</b>
<b>Liabilities:</b>					
<b>Deposits:</b>					

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Defined maturity	\$ 1,264,635	\$	\$ 1,274,663	\$	\$ 1,274,663
Undefined maturity	19,365,542		19,365,542		19,365,542
<b>Total deposits</b>	<b>20,630,177</b>		<b>20,640,205</b>		<b>20,640,205</b>
Trading liabilities (a)	789,540		789,540		789,540
<b>Short-term financial liabilities:</b>					
Federal funds purchased	508,669		508,669		508,669
Securities sold under agreements to repurchase	451,129		451,129		451,129
Other short-term borrowings	543,033		543,033		543,033
<b>Total short-term financial liabilities</b>	<b>1,502,831</b>		<b>1,502,831</b>		<b>1,502,831</b>
<b>Term borrowings:</b>					
Real estate investment trust-preferred	45,998		49,350		49,350
Term borrowings - new market tax credit investment	18,000		18,213		18,213
Borrowings secured by residential real estate	30,956		26,715		26,715
Other long term borrowings	981,989		955,542		955,542
<b>Total term borrowings</b>	<b>1,076,943</b>		<b>955,542</b>	<b>94,278</b>	<b>1,049,820</b>
Derivative liabilities (a)	170,619	19,618	144,166	6,835	170,619
<b>Other noninterest-bearing liabilities:</b>					
Fixed income payables	90,400		90,400		90,400
Accrued interest payable	9,846		9,846		9,846
<b>Total other noninterest-bearing liabilities</b>	<b>100,246</b>		<b>100,246</b>		<b>100,246</b>
<b>Total liabilities</b>	<b>\$ 24,270,356</b>	<b>\$ 19,618</b>	<b>\$ 24,132,530</b>	<b>\$ 101,113</b>	<b>\$ 24,253,261</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 \$68.6 million.

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

<i>(Dollars in thousands)</i>	Book Value	June 30, 2015			Total
		Level 1	Level 2	Level 3	
<b>Assets:</b>					
Loans, net of unearned income and allowance for loan losses					
<b>Commercial:</b>					
Commercial, financial and industrial	\$ 9,753,813	\$	\$	\$ 9,716,906	\$ 9,716,906
Commercial real estate	1,379,223			1,362,420	1,362,420
<b>Consumer:</b>					
Consumer real estate	4,784,814			4,567,129	4,567,129
Permanent mortgage	465,302			434,145	434,145
Credit card & other	332,269			333,921	333,921
<b>Total loans, net of unearned income and allowance for loan losses</b>	<b>16,715,421</b>			<b>16,414,521</b>	<b>16,414,521</b>
<b>Short-term financial assets:</b>					
Interest-bearing cash	344,944	344,944			344,944
Federal funds sold	77,039		77,039		77,039
Securities purchased under agreements to resell	816,991		816,991		816,991
<b>Total short-term financial assets</b>	<b>1,238,974</b>	<b>344,944</b>	<b>894,030</b>		<b>1,238,974</b>
Trading securities (a)	1,133,490		1,128,561	4,929	1,133,490
Loans held-for-sale (a)	127,196			127,196	127,196
Securities available-for-sale (a) (b)	3,648,860	25,825	3,463,981	159,054	3,648,860
Securities held-to-maturity	4,306			5,356	5,356
Derivative assets (a)	115,230	5,299	109,931		115,230
<b>Other assets:</b>					
Tax credit investments	90,095			60,619	60,619
Deferred compensation assets	27,341	27,341			27,341
<b>Total other assets</b>	<b>117,436</b>	<b>27,341</b>		<b>60,619</b>	<b>87,960</b>
<b>Nonearning assets:</b>					
Cash & due from banks	274,256	274,256			274,256
Fixed income receivables	91,069		91,069		91,069
Accrued interest receivable	57,346		57,346		57,346
<b>Total nonearning assets</b>	<b>422,671</b>	<b>274,256</b>	<b>148,415</b>		<b>422,671</b>
<b>Total assets</b>	<b>\$ 23,523,584</b>	<b>\$ 677,665</b>	<b>\$ 5,744,918</b>	<b>\$ 16,771,675</b>	<b>\$ 23,194,258</b>
<b>Liabilities:</b>					
<b>Deposits:</b>					



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Defined maturity	\$ 1,169,153	\$	\$ 1,173,899	\$	\$ 1,173,899
Undefined maturity	17,505,320		17,505,320		17,505,320
<b>Total deposits</b>	<b>18,674,473</b>		<b>18,679,219</b>		<b>18,679,219</b>
Trading liabilities (a)	732,564		732,564		732,564
<b>Short-term financial liabilities:</b>					
Federal funds purchased	556,862		556,862		556,862
Securities sold under agreements to repurchase	311,760		311,760		311,760
Other short-term borrowings	150,350		150,350		150,350
<b>Total short-term financial liabilities</b>	<b>1,018,972</b>		<b>1,018,972</b>		<b>1,018,972</b>
<b>Term borrowings:</b>					
Real estate investment trust-preferred	45,930		49,350		49,350
Term borrowings - new market tax credit investment	18,000		17,983		17,983
Borrowings secured by residential real estate	55,679		48,051		48,051
Other long term borrowings	1,435,663		1,411,226		1,411,226
<b>Total term borrowings</b>	<b>1,555,272</b>		<b>1,411,226</b>	<b>115,384</b>	<b>1,526,610</b>
Derivative liabilities (a)	109,815	4,788	100,217	4,810	109,815
<b>Other noninterest-bearing liabilities:</b>					
Fixed income payables	54,301		54,301		54,301
Accrued interest payable	16,382		16,382		16,382
<b>Total other noninterest-bearing liabilities</b>	<b>70,683</b>		<b>70,683</b>		<b>70,683</b>
<b>Total liabilities</b>	<b>\$ 22,161,779</b>	<b>\$ 4,788</b>	<b>\$ 22,012,881</b>	<b>\$ 120,194</b>	<b>\$ 22,137,863</b>

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

- (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>	Contractual Amount		Fair Value	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
<b>Unfunded Commitments:</b>				
Loan commitments	<b>\$ 7,516,141</b>	\$ 7,507,315	<b>\$ 2,058</b>	\$ 2,761
Standby and other commitments	<b>293,319</b>	304,860	<b>4,340</b>	4,846

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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 June 30, 2016, was one of the 40 largest publicly traded banking organizations in the United States in terms of asset size.

FHN'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, gains on the extinguishment of debt, and acquisition-related costs.

Non-strategic includes exited businesses and wind-down national consumer lending activities, other discontinued products, and loan portfolios and service lines.

On October 2, 2015, FHN completed its acquisition of TrustAtlantic Financial Corporation ( TrustAtlantic Financial or TAF ), and its wholly owned bank subsidiary TrustAtlantic Bank ( TAB ), for an aggregate of 5.1 million shares of FHN common stock and \$23.9 million in cash in a transaction valued at \$96.7 million. The fair value of the acquired assets totaled \$445.3 million, including \$281.9 million in loans. FHN also assumed \$344.1 million of TAB deposits.

FHN's operating results include the operating results of the acquired assets and assumed liabilities of the acquired entity subsequent to the acquisition date. Refer to Note 2 Acquisitions and Divestitures in this report and in Exhibit 13 to FHN's Annual Report on Form 10-K for the year ended December 31, 2015 for additional information.

In second quarter 2016, FTBNA signed an agreement with GE Capital to purchase approximately \$.6 billion in restaurant franchise loans. The acquired loans will be combined with existing FTBNA relationships to establish a restaurant franchise finance specialty lending business. The transaction is expected to be immediately accretive to First Horizon's earnings per share upon closing, which is expected to happen in third quarter 2016.

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 2015 financial statements, notes, and MD&A is provided in Exhibit 13 to FHN's Annual Report on Form 10-K for the year ended December 31, 2015.

#### **ADOPTION OF ACCOUNTING UPDATES**

Effective January 1, 2016, FHN retroactively adopted the requirements of ASU 2015-03, Simplifying the Presentation of Debt Issuance Costs, which 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. FHN previously classified debt issuance costs within Other assets in the Consolidated Condensed Statements of Condition, consistent with prior requirements. The retrospective application of

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ASU 2015-03 resulted in a decrease to Other assets and Term borrowings of \$2.4 million at June 30, 2015 and \$2.5 million at December 31, 2015 versus previously reported amounts. The adoption of ASU 2015-03 had no effect on FHN's recognition of interest expense. All prior periods and associated narrative in this report have been revised to reflect this change. For additional information see Note 1 – Financial Information in this report.

**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 instead pertain 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 events and 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 stability or volatility 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 or Fed ), the FDIC, the Financial Industry Regulatory Authority ( FINRA ), the U.S. Department of the Treasury ( U.S. Treasury ), the Municipal Securities Rulemaking Board ( MSRB ), the Consumer Financial Protection Bureau ( CFPB ), the Financial Stability Oversight Council ( Council ), the Public Company Accounting Oversight Board ( PCAOB ) 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 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 periods ended June 30, 2016,

and in documents incorporated into this Quarterly Report.

### **FINANCIAL SUMMARY**

In second quarter 2016, FHN reported net income available to common shareholders of \$56.5 million, or \$.24 per diluted share, compared to net income of \$50.6 million or \$.22 per diluted share in second quarter 2015. Results improved in second quarter 2016 relative to the prior year due to an increase in revenue somewhat offset by higher noninterest expense and loan loss provisioning expense. For the six months ended June 30, 2016, FHN reported net income available to common shareholders of \$104.4 million or \$.44 per diluted share compared to a net loss of \$26.2 million or \$.11 loss per diluted share for the six months ended June 30, 2015. The improvement in results for the year-to-date period was the result of lower expenses in 2016, discussed below, coupled with an increase in revenue compared to the prior year.

Total revenue increased \$24.8 million and \$44.7 million, respectively, for the three and six months ended June 30, 2016 to \$321.8 million and \$628.2 million. The increase in revenue for both periods was primarily driven by higher fixed income product revenue and an increase in net interest income ( NII ).

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Noninterest expense for the three months ended June 30, 2016 and 2015 was \$226.8 million and \$218.4 million, respectively. The expense increase in second quarter 2016 compared to second quarter 2015 was largely the result of an increase in accruals related to loss contingencies and litigation matters and higher Fixed Income variable compensation expense, somewhat offset by the favorable reversal of \$31.4 million of mortgage repurchase and foreclosure provision expense as a result of the settlements of certain repurchase claims. Noninterest expense for the six months ended June 30, 2016 and 2015 was \$453.7 million and \$594.6 million, respectively. The decrease in expense for the year-to-date period was largely the result of a decline in litigation-related loss accruals associated with the 2015 DOJ/HUD settlement of potential claims related to FHN's underwriting and origination of FHA-insured mortgage loans. This settlement resulted in a \$162.5 million charge to litigation and regulatory matters in the prior year. Accruals related to loss contingencies and litigation matters were \$25.5 million for the six months ended June 30, 2016. The mortgage repurchase provision expense reversal recognized in second quarter 2016 also favorably impacted expenses during the first half of 2016, but was somewhat offset by higher personnel expenses in the Fixed Income and Regional Banking segments and a \$4.5 million net increase in impairment and lease abandonment charges related to branch closures.

On a consolidated basis, credit quality remained strong in 2016, with non-performing loans, net charge-offs and the allowance for loan losses all decreasing relative to the prior year; however, the pace of improvement slowed somewhat in second quarter 2016. Loan loss provision was \$4.0 million in second quarter 2016 compared to \$2.0 million in second quarter 2015. For the six months ended June 30, 2016 and 2015, the loan loss provision was \$7.0 million in both periods.

Return on average common equity and return on average assets for second quarter 2016 were 10.04 percent and .91 percent, respectively, compared to 9.56 percent and .87 percent, respectively, in second quarter 2015. During the six months ended June 30, 2016, the return on average common equity and the return on average assets were positive 9.29 percent and positive .85 percent, respectively, compared to negative 2.43 percent and negative .14 percent, respectively, during the six months ended June 30, 2015. Common Equity Tier 1, Tier 1, and Total capital ratios were 10.05 percent, 11.28 percent, and 12.39 percent, respectively, in second quarter 2016 compared to 10.41 percent, 11.98 percent, and 14.00 percent, respectively in second quarter 2015. Average assets increased to \$26.8 billion in second quarter 2016 from \$25.4 billion in second quarter 2015. Average loans increased 6 percent and 7 percent to \$17.8 billion and \$17.6 billion, respectively, for the three and six months ended June 30, 2016 relative to the prior year. Average core deposits increased 9 percent for both the three and six months ended June 30, 2016, relative to the same periods in 2015 to \$19.7 billion and \$19.6 billion, respectively. Period-end and average Shareholders' equity increased to \$2.7 billion in second quarter 2016 from \$2.5 billion in second quarter 2015.

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

Pre-tax income within the regional banking segment was \$64.4 million during second quarter 2016 compared to \$70.8 million in second quarter 2015. The decrease in pre-tax income was driven by an increase in expenses which more than offset higher revenue and a decline in loan loss provisioning. For the six months ended June 30, 2016, the regional bank's pre-tax income was \$135.9 million compared to \$145.1 million for the six months ended June 30, 2015. The decrease in pre-tax income for the first half of 2016 was primarily driven by increases in both expenses and loan loss provisioning.

Total revenue increased 3 percent, or \$7.7 million, to \$239.6 million in second quarter 2016 from \$231.9 million in second quarter 2015, driven by an increase in net interest income ( NII ). The increase in NII was primarily driven by higher average balances of commercial loans, but was somewhat offset by lower yielding commercial loans, a



decrease in net interest income associated with payments received on non-performing loans recognized on a cash basis, and lower loan fees. Noninterest income was \$61.3 million in second quarter 2016, compared to \$66.0 million in second quarter 2015, largely driven by lower brokerage, management fees, and commission income from the Bank's wealth management group and a decline in fees from deposit transactions and cash management activities. The decline in brokerage, management fees, and commission income was the result of market volatility and lower variable annuity sales as practices are adjusted to meet the standards of a changing regulatory environment. Additionally, a shift in product and fee structures caused a temporary decline in revenues but better met client needs and should result in revenue streams over the life of the product. The decrease in fees from deposit transactions and cash management activities was primarily due to lower non-sufficient funds (NSF)/overdraft fees in the current year as a result of changes in consumer behavior. Bankcard income increased in second quarter 2016, relative to the prior year, largely driven by a significant new relationship.

Provision expense decreased to \$10.9 million in second quarter 2016 from \$17.1 million in second quarter 2015. The provision during second quarter 2016 was driven by a number of factors including commercial loan growth and consideration of the economic environment. These factors were somewhat offset by the continued favorable impact of historically low net charge-offs and resulting effect on loss rates. The second quarter 2015 loan loss provision reflected losses resulting from borrower fraud.

Noninterest expense was \$164.3 million in second quarter 2016 compared to \$144.0 million in second quarter 2015. The expense increase was primarily driven by accruals related to loss contingencies and litigation matters that were recognized in second quarter 2016, as well as higher personnel expenses largely due to an increase in headcount related to the TAF acquisition. Increases in FDIC premiums also contributed to the higher expenses in second quarter 2016. These increases were partially offset by a decline in expenses associated with foreclosed real estate driven by smaller negative fair value marks recognized in second quarter 2016 relative

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to the prior year and gains on the sales of properties recognized in 2016. Additionally, a decline in allocated pension expense relative to second quarter 2015 due to a change in the discount rates used in the calculation of pension and postretirement interest costs offset a portion of the increase.

Total revenue increased 6 percent to \$471.2 million for the six months ended June 30, 2016 from \$446.5 million for the six months ended June 30, 2015, driven by an increase in NII. The factors that contributed to NII growth in second quarter 2016 also drove the increase in the year-to-date period. Noninterest income was \$120.6 million and \$126.2 million for the six months ended June 30, 2016 and 2015, respectively. The decrease in noninterest income was primarily driven by the same factors affecting the quarterly noninterest income decline.

Provision expense for the six months ended June 30, 2016 increased to \$25.7 million from \$22.0 million for the six months ended June 30, 2015. The increase was primarily driven by loan growth, as well as a slower pace of improvement compared to the prior year.

Noninterest expense was \$309.7 million and \$279.4 million for the six months ended June 30, 2016 and 2015, respectively. The increase in expense was largely attributable to the same drivers affecting the quarterly increase in expenses discussed above. Additionally, FHN recognized a \$4.2 million net increase in impairment and lease abandonment charges related to branch closures during the first half of 2016; however, this was partially offset by a decline in contract employment expenses due in large part to the completion of a large operations efficiency project in 2015.

**Fixed Income**

Pre-tax income in the fixed income segment was \$18.3 million in second quarter 2016 compared to \$9.0 million during second quarter 2015. For the six months ended June 30, 2016, fixed income's pre-tax income was \$29.5 million compared to \$20.2 million for the six months ended June 30, 2015. Fixed income product revenue increased 48 percent to \$69.3 million in second quarter 2016 from \$46.7 million in second quarter 2015, as average daily revenue (ADR) increased to \$1.1 million in second quarter 2016 from \$729 thousand in second quarter 2015. For the six months ended June 30, 2016, fixed income product revenue was \$126.9 million, up from \$100.2 million in the prior year. The increase in fixed income revenue in both periods reflects increased rate and market volatility, as well as the strength and expansion of the distribution platform. Other product revenue decreased to \$8.8 million in second quarter 2016 from \$9.3 million in second quarter 2015 primarily due to a decrease in fees from loan sales, partially offset by an increase in fees from portfolio advisory services. For the six months ended June 30, 2016 and 2015, other product revenue was \$18.3 million and \$17.4 million, respectively. The increase in the year-to-date period was primarily driven by increases in fees from portfolio advisory, derivative sales, and loan sales relative to the prior year. Noninterest expense was \$62.9 million and \$51.3 million in second quarter 2016 and 2015, respectively, and \$121.5 million and \$106.0 million for the six months ended June 30, 2016 and 2015, respectively. The expense increase in both periods was primarily related to higher variable compensation expenses connected with the increase in fixed income product revenue in 2016.

**Corporate**

The pre-tax loss for the corporate segment was \$27.0 million and \$27.5 million for the quarters ended June 30, 2016 and 2015, respectively, and was \$49.1 million and \$52.6 million for the six months ended June 30, 2016 and 2015, respectively.

Net interest expense decreased to \$15.9 million in second quarter 2016 from \$17.4 million in second quarter 2015 primarily due to a decrease in average term borrowings outstanding. Noninterest income (including securities

gain/losses) was \$4.9 million in second quarter 2016, up from \$3.9 million in second quarter 2015. The increase in noninterest income was driven by an increase 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 increased to \$16.1 million in second quarter 2016 from \$14.0 million in second quarter 2015, primarily driven by \$2.5 million of negative valuation adjustments associated with derivatives related to prior sales of Visa Class B shares recognized in 2016.

Net interest expense decreased to \$30.2 million from \$33.4 million for the year-to-date period ended June 30, 2016 driven by a decrease in average term borrowings outstanding and a larger AFS securities portfolio. Noninterest income (including securities gain/losses) was \$10.6 million for the six months ended June 30, 2016, compared to \$9.3 million for the six months ended June 30, 2015. The increase in noninterest income was driven by an increase in securities gains, which was primarily the result of a \$1.7 million gain recognized in first quarter 2016 on an exchange of approximately \$294 million of AFS debt securities.

Noninterest expense was \$29.6 million for the six months ended June 30, 2016 compared to \$28.4 million for the six months ended June 30, 2015.

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**Table of Contents****Non-Strategic**

The non-strategic segment had pre-tax income of \$35.2 million in second quarter 2016 compared to \$24.2 million in second quarter 2015. For the six months ended June 30, 2016, the non-strategic segment had pre-tax income of \$51.2 million compared to a pre-tax loss of \$130.8 million for the six months ended June 30, 2015. The improvement for the quarterly period was driven by a net expense reversal for second quarter 2016 which more than offset a decline in provision credit for loan losses and lower revenue. The improvement for the six months ended June 30, 2016 was also driven by a net expense reversal for the year-to-date period, coupled with an increase in the provision credit for loan losses, which more than offset the decrease in revenue.

Total revenue was \$11.9 million and \$18.2 million in second quarter 2016 and second quarter 2015, respectively. NII declined 23 percent to \$10.6 million in second quarter 2016 from \$13.8 million in second quarter 2015, consistent with the run-off of the non-strategic loan portfolios. Noninterest income (including securities gains/losses) decreased \$3.2 million from \$4.4 million in second quarter 2015 to \$1.2 million in second quarter 2016. The decline in noninterest income was primarily attributable to a gain recognized in second quarter 2015 related to the sale of property.

The provision for loan losses within the non-strategic segment was a provision credit of \$6.9 million in second quarter 2016 compared to a provision credit of \$15.1 million in the prior year. Overall, the non-strategic segment continues to reflect declining balances, primarily within the consumer real estate portfolio, combined with stable performance within the legacy portfolio.

Noninterest expense was negative \$16.4 million in second quarter 2016 compared to \$9.1 million in second quarter 2015. The decrease in expense was driven by a \$31.4 million reversal of mortgage repurchase and foreclosure provision as a result of the settlements of certain repurchase claims, somewhat offset by \$4.0 million of accruals related to loss contingencies and litigation matters and higher legal expenses in second quarter 2016 compared to the prior year.

Total revenue was \$25.5 million and \$35.0 million for the six months ended June 30, 2016 and 2015, respectively, with NII declining 21 percent to \$22.1 million for the 2016 year-to-date period from \$28.0 million for the same period of 2015, consistent with the run-off of the non-strategic loan portfolios. Noninterest income (including securities gains/losses) decreased to \$3.4 million for the first half of 2016 from \$7.0 million. The decline in noninterest income was largely attributable to the gain recognized on the sale of property in second quarter 2015 previously mentioned.

The provision for loan losses within the non-strategic segment was a provision credit of \$18.7 million for the six months ended June 30, 2016 compared to a provision credit of \$15.0 million for the six months ended June 30, 2015. The increase in provision credit was largely driven by improved performance relative to a year ago.

Noninterest expense was negative \$7.0 million in the first half of 2016 compared to \$180.8 million in the first half of 2015. The decline in noninterest expense was primarily due to \$162.5 million of loss accruals recognized in 2015 associated with the settlement reached with DOJ/HUD. Additionally, \$31.4 million of mortgage repurchase and foreclosure expenses were reversed in 2016 due to the settlements previously mentioned. These were somewhat offset by \$4.0 million of accruals related to loss contingencies and litigation matters and higher legal expenses recognized in second quarter 2016. Generally, most other expense categories declined given the continued wind-down of the legacy businesses.

**INCOME STATEMENT REVIEW**

Consolidated revenue was \$321.8 million in second quarter 2016, an 8 percent increase from \$296.9 million in second quarter 2015 largely driven by increases in fixed income product revenue and net interest income. Total expenses increased 4 percent to \$226.8 million in second quarter 2016 from \$218.4 million in second quarter 2015. The expense increase was primarily due to an increase in accruals related to loss contingencies and litigation matters and higher personnel expenses, partially offset by an expense reversal related to the mortgage repurchase provision. For the six months ended June 30, 2016, total consolidated revenue was \$628.2 million, up 8 percent from \$583.5 million for the six months ended June 30, 2015, driven by increases in fixed income product revenue and net interest income. Total expenses for the six months ended June 30, 2016 decreased 24 percent to \$453.7 million in the first half of 2016 from \$594.6 million in the first half of 2015 primarily driven by a decline in accruals related to loss contingencies and litigation matters and the mortgage repurchase provision expense reversal in 2016 previously mentioned, somewhat offset by higher personnel expenses and an increase in impairment charges related to branch closures.

#### **NET INTEREST INCOME**

Net interest income increased 6 percent to \$176.3 million in second quarter 2016 from \$166.6 million in second quarter 2015. For the six months ended June 30, 2016, NII increased 8 percent to \$348.3 million from \$323.5 million. For the three and six months ended June 30, 2016, the increase in NII was the result of loan growth within the regional bank's portfolios, the favorable impact of the December Fed rate increase, a decline in long-term funding costs, and a larger AFS securities portfolio. These increases were partially offset by the continued run-off of the non-strategic loan portfolios, a decrease in net interest income associated with payments

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received on non-performing loans recognized on a cash basis, lower loan fees, and lower average balances of trading inventory relative to second quarter 2015. Average earning assets were \$24.6 billion and \$23.2 billion in second quarters 2016 and 2015, respectively, and \$24.5 billion and \$23.4 billion for the six months ended June 30, 2016 and 2015, 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 a larger securities portfolio and an increase in securities purchased under agreements to resell. These increases were somewhat offset by continued run-off of the non-strategic loan portfolios and a decrease in average fixed income trading securities. For the year-to-date period a decline in average balances of excess cash held at the Fed also contributed to the decrease in average earning assets.

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 remained flat in second quarter 2016 at 2.92 percent compared to second quarter 2015. The net interest spread was 2.79 percent in both periods, and the impact of free funding was 13 basis points in both periods. A decline in cash basis interest income and loan fees offset the positive impact from higher short-term interest rates during second quarter 2016, relative to the prior year. For the six months ended June 30, 2016, the net interest margin was 2.90 percent, up 7 basis points from 2.83 percent in the comparable period of 2015. The increase in NIM for the six month period of 2016 was driven by several factors including the December Fed rate increase, a decrease in average excess cash held at the Fed during the first half of 2016, and the favorable impact of a decline in long-term funding costs. A decrease in interest income associated with payments received on non-performing loans recognized on a cash basis relative to the first half of 2015, lower average balances of trading inventory, and run-off of the non-strategic loan portfolios negatively impacted NIM in first half of 2016.

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

	Three Months Ended June 30	
	2016	2015
<b>Assets:</b>		
Earning assets:		
Loans, net of unearned income:		
Commercial loans	3.58%	3.60%
Consumer loans	4.08	3.94
Total loans, net of unearned income	3.74	3.71
Loans held-for-sale	4.17	4.17
Investment securities:		
U.S. treasuries	0.98	0.98
U.S. government agencies	2.39	2.45
States and municipalities (a)	7.27	2.77
Corporate bonds	5.25	
Other (b)	2.47	4.08
Total investment securities	2.41	2.53
Trading securities	2.64	2.73
Other earning assets:		
Federal funds sold	1.11	1.00
Securities purchased under agreements to resell (c)	0.15	(0.13)
Interest bearing cash	0.48	0.23
Total other earning assets	0.28	0.03
Interest income / total earning assets	3.27%	3.27%
<b>Liabilities:</b>		
Interest-bearing liabilities:		
Interest-bearing deposits:		
Savings	0.21%	0.16%
Other interest-bearing deposits	0.19	0.09
Time deposits	0.61	0.68
Total interest-bearing core deposits	0.22	0.17
Certificates of deposit \$100,000 and more	0.98	0.82
Federal funds purchased	0.51	0.25
Securities sold under agreements to repurchase	0.11	0.05
Fixed income trading liabilities	1.84	2.12
Other short-term borrowings	0.66	0.49

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Term borrowings	<b>2.60</b>	2.47
Interest expense / total interest-bearing liabilities	<b>0.48</b>	0.48
<b>Net interest spread</b>	<b>2.79%</b>	2.79%
Effect of interest-free sources used to fund earning assets	<b>0.13</b>	0.13
<b>Net interest margin (d)</b>	<b>2.92%</b>	2.92%

- (a) Second quarter 2016 increase driven by payoff of lower-yielding municipal bonds in fourth quarter 2015.
- (b) Second quarter 2016 decrease driven by a decline in the dividend rate of FHN's holdings of federal reserve bank stock.
- (c) Second quarter 2015 rate driven by negative market rates on reverse repurchase agreements.
- (d) 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, as well as loan fees, cash basis income, and changes in short term interest rates. FHN's balance sheet is positioned to benefit primarily from a rise in short-term interest rates. During 2016, any benefit to NIM will depend on the extent of Fed interest rate increases, as well as levels of interest bearing cash and trading inventory balances.



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 \$4.0 million in second quarter 2016 compared to \$2.0 million in second quarter 2015. For the six months ended June 30, 2016 and 2015, the provision for loan losses was \$7.0 million in both periods. In second quarter 2016 aggregate performance of the loan portfolio remained strong resulting in a decline in the allowance for loan losses of 10 percent (on a period-end basis). Although asset quality metrics were strong in both periods, improvement slowed in 2016 and the commercial loan growth partially offset the positive effect of improvement on the allowance. 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. For additional information about general asset quality trends refer to Asset Quality Trend Analysis of Second Quarter 2016 Compared to Second Quarter 2015 in this MD&A.

**NONINTEREST INCOME**

Noninterest income (including securities gains/(losses)) was \$145.5 million in second quarter 2016 and represented 45 percent of total revenue compared to \$130.3 million in second quarter 2015 and 44 percent of total revenue. For the six months ended June 30, 2016, noninterest income was \$279.8 million compared to \$260.0 million for the six months ended June 30, 2015. Noninterest income represented 45 percent of total revenue in both year-to-date periods. The increase in noninterest income for both periods was primarily driven by higher fixed income sales revenue.

**Fixed Income Noninterest Income**

Fixed income noninterest income increased 39 percent in second quarter 2016 to \$77.9 million from \$56.2 million in second quarter 2015. For the six months ended June 30, 2016 and 2015, fixed income noninterest income was \$144.9 million and \$117.9 million, respectively, representing a 23 percent increase. Revenue from fixed income product revenue was up in both periods reflecting increased rate and market volatility, as well as the strength and expansion of the distribution platform. Revenue from other products was \$8.6 million in second quarter 2016 compared to \$9.6 million in second quarter 2015, largely driven by a decrease in fees from loan sales, but partially mitigated by an increase in fees from portfolio advisory services. During the six months ended June 30, 2016, revenue from other products increased to \$18.0 million from \$17.7 million for the six months ended June 30, 2015, largely driven by increases in fees from portfolio advisory, derivative sales, and loan sales. The following table summarizes FHN's fixed income noninterest income for the three and six months ended June 30, 2016 and 2015.

**Table 2 - Fixed Income Noninterest Income**

	Three Months Ended			Six Months Ended		
	June 30 2016	2015	Percent Change	June 30 2016	2015	Percent Change
<i>(Dollars in thousands)</i>						
<b>Noninterest income:</b>						
Fixed income	\$ 69,279	\$ 46,685	48%	\$ 126,862	\$ 100,195	27%
Other product revenue	8,634	9,556	(10)%	18,028	17,665	2%
Total fixed income noninterest income	\$ 77,913	\$ 56,241	39%	\$ 144,890	\$ 117,860	23%

### **Deposit Transactions and Cash Management**

Fees from deposit transactions and cash management activities were \$27.0 million and \$53.8 million during the three and six months ended June 30, 2016 down from \$28.4 million and \$55.0 million for the three and six months ended June 30, 2015. The decrease in both periods was primarily driven by lower NSF fee income driven by changes in consumer behavior.

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

Income from brokerage, management fees and commissions was \$10.7 million in second quarter 2016, down 14 percent from \$12.5 million in second quarter 2015. During the six months ended June 30, 2016 income from brokerage, management fees and commissions was \$21.1 million, a 12 percent decline from \$23.9 million for the six months ended June 30, 2015. The decline in income in both periods was primarily driven by a reduction in annuity income as a result of market volatility and lower variable annuity sales as practices are adjusted to meet the standards of a changing regulatory environment. The decline was also affected by a shift in product and fee structures, which caused a temporary decline in revenues but better met client needs and should result in revenue streams over the life of the product.

**Table of Contents****Bankcard Income**

Bankcard income increased 11 percent and 7 percent to \$6.6 million and \$11.8 million for the three and six months ended June 30, 2016, respectively, from \$5.9 million and \$11.1 million for the three and six months ended June 30, 2015. The increase in bankcard income was primarily driven by a significant new relationship.

**Securities Gains/Losses**

Securities gains/losses for the three months ended June 30, 2016 and 2015, were not material. For the six months ended June 30, 2016, FHN recognized net securities gains of \$1.7 million which was primarily the result of a \$1.7 million gain on an exchange of approximately \$294 million of AFS debt securities. Securities gains/losses for the six months ended June 30, 2015, were not material.

**Other Noninterest Income**

Other income includes revenues from ATM and interchange fees, electronic banking fees, mortgage banking, revenue related to deferred compensation plans (which are mirrored by changes in noninterest expense), gains/(losses) from the extinguishment of debt and various other fees.

All other income and commissions was \$8.8 million in second quarter 2016 compared to \$12.8 million in second quarter 2015 and was \$18.9 million for the six months ended June 30, 2016 compared to \$23.8 million for the six months ended June 30, 2015. During both the quarter and year-to-date period the decline was due in part to \$2.9 million of gains on the sales of property recognized in the prior year. The following table provides detail regarding FHN's other income.

**Table 3 - Other Income**

<i>(Dollars in thousands)</i>	Three Months		Six Months Ended	
	Ended June 30 2016	2015	2016	2015
<b>Other income:</b>				
ATM interchange fees	\$ 2,879	\$ 3,025	\$ 5,837	\$ 5,786
Electronic banking fees	1,381	1,459	2,778	2,887
Letter of credit fees	1,115	1,532	2,176	2,655
Deferred compensation (a)	795	(35)	1,124	998
Mortgage banking	598	376	1,871	1,960
Other	2,005	6,421	5,076	9,546
Total	\$ 8,773	\$ 12,778	\$ 18,862	\$ 23,832

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

(a)

Deferred compensation market value adjustments are mirrored by changes in deferred compensation expense which is included in employee compensation, incentives, and benefits expense.

**NONINTEREST EXPENSE**

Noninterest expense was \$226.8 million in second quarter 2016 compared to \$218.4 million in second quarter 2015. The increase in noninterest expense was primarily driven by accruals related to loss contingencies and litigation matters recognized in second quarter 2016 and higher personnel expenses, partially offset by the reversal of mortgage repurchase and foreclosure provision expense in second quarter 2016.

For the six months ended June 30, 2016, noninterest expense was \$453.7 million compared to \$594.6 million for the six months ended June 30, 2015. The decrease in noninterest expense for the year-to-date period was primarily the result of a reduction in accruals related to loss contingencies and litigation matters and, to a lesser extent, the mortgage repurchase and foreclosure provision expense reversal recognized in 2016 previously mentioned, somewhat offset by higher personnel expenses and an increase in other noninterest expense.

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**Table of Contents****Employee Compensation, Incentives, and Benefits**

Employee compensation, incentives, and benefits (personnel expense), which is generally the largest component of noninterest expense, increased 12 percent, or \$15.4 million, to \$143.4 million in second quarter 2016 from \$128.0 million in second quarter 2015. For the six months ended June 30, 2016, personnel expense increased 8 percent, or \$21.1 million, to \$280.5 million. The increase in personnel expense for both the quarterly and year-to-date periods was primarily driven by an increase in variable compensation associated with higher fixed income product sales revenue within FHN's fixed income operating segment. Additionally, a year-over-year increase in headcount related to the TAF acquisition and higher incentive expense associated with strategic hires and retention within the regional bank, also contributed to the increase in personnel expense in 2016. These increases were partially offset by a decline in pension expense relative to 2015 due to a change in the discount rates used in the calculation of pension and postretirement interest costs.

**Repurchase and Foreclosure Provision**

During second quarter 2016, FHN recognized a \$31.4 million pre-tax expense reversal of mortgage repurchase and foreclosure provision as a result of the settlement of certain repurchase claims, which favorably impacted expenses for the quarter and year-to-date periods of 2016. The mortgage repurchase and foreclosure provision was \$0 in 2015.

**Foreclosed Real Estate**

Foreclosed real estate expense declined \$1.8 million and \$1.9 million for the three and six months ended June 30, 2016 to a net expense credit of \$.4 million and \$.7 million, respectively. The decline in expenses was driven by smaller negative fair value marks recognized in second quarter 2016 relative to the prior year and gains on the sales of properties recognized in 2016.

**Legal Fees**

Legal fees increased to \$5.9 million in second quarter 2016 from \$4.5 million in second quarter 2015. For the year-to-date periods, legal expense was \$10.8 million in 2016 compared to \$8.1 million in 2015. Legal fees fluctuate quarterly based on the status and composition of cases.

**Contract Employment and Outsourcing**

Expenses associated with contract employment and outsourcing were \$2.5 million in second quarter 2016, down from \$3.3 million in second quarter 2015. For the six months ended June 30, 2016, contract employment and outsourcing expenses were \$4.9 million, down from \$7.9 million for the six months ended June 30, 2015. The decrease was attributable to a lower number of technology-related projects in 2016 relative to the prior year coupled with the completion of a large operations efficiency project in 2015.

**Other Noninterest Expense**

All other expenses were \$44.3 million in second quarter 2016 compared to \$17.1 million in second quarter 2015. The increase was largely due to \$26.0 million of accruals related to loss contingencies and litigation matters and \$2.5 million of negative valuation adjustments associated with derivatives related to prior sales of Visa Class B shares, both recognized in second quarter 2016. For the six months ended June 30, 2016, all other expenses were \$63.3 million compared to \$193.7 million for the six months ended June 30, 2015 and were primarily driven by a \$137.0 million net decline in litigation-related loss accruals largely associated with the 2015 DOJ/HUD settlement previously

mentioned. FHN recognized a \$4.5 million net increase in fixed asset impairments and lease abandonment charges related to branch closures in the first half of 2016 from the prior year which offset a portion of the expense decline for the year-to-date periods of 2016 compared to 2015. Additionally, the negative Visa valuation adjustment previously mentioned resulted in higher expenses in 2016. The following table provides detail regarding FHN's other expenses.

**Table of Contents****Table 4 - Other Expense**

<i>(Dollars in thousands)</i>	Three Months Ended June 30		Six Months Ended June 30	
	2016	2015	2016	2015
<b>Other expense:</b>				
Litigation and regulatory matters	\$ 26,000	\$	\$ 25,525	\$ 162,500
Travel and entertainment	2,495	2,632	4,557	4,246
Customer relations	1,483	1,505	3,362	2,819
Employee training and dues	1,338	1,449	2,728	2,581
Supplies	930	880	1,956	1,807
Tax credit investments	831	549	1,537	944
Miscellaneous loan costs	565	734	1,282	1,095
Other	10,624	9,307	22,343	17,730
Total	\$ 44,266	\$ 17,056	\$ 63,290	\$ 193,722

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

**INCOME TAXES**

FHN recorded an income tax provision of \$30.0 million in second quarter 2016 on \$91.0 million of pre-tax income, compared to an income tax provision of \$21.6 million in second quarter 2015 on \$76.5 million of pre-tax income. For the six months ended June 30, 2016, FHN recorded an income tax provision of \$54.3 million on pre-tax income of \$167.4 million compared to an income tax benefit of \$.7 million on a pre-tax loss of \$18.1 million for the six months ended June 30, 2015. The effective tax rates for the quarters ended June 30, 2016 and 2015 were approximately 33 percent and 28 percent, respectively. For the six months ended June 30, 2016 and 2015 the effective tax rates were approximately 32 percent and 4 percent, respectively. Since pre-tax income is the most important component in determining the effective tax rate, the comparison of the tax rate from period to period, by itself, will not provide meaningful information unless pre-tax income is fairly consistent. The company's effective tax rate is favorably affected by recurring items such as bank-owned life insurance, tax-exempt income, and credits and other tax benefits from affordable housing investments. The company's effective tax rate also may be affected by items that may occur in any given period but are not consistent from period to period, such as changes in the deferred tax asset valuation allowance and changes in unrecognized tax benefits.

A deferred tax asset ( DTA ) or deferred tax liability ( DTL ) is recognized for the tax consequences of temporary differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities. The tax consequence is calculated by applying enacted statutory tax rates, applicable to future years, to these temporary differences. As of June 30, 2016, FHN's gross DTA (net of a valuation allowance) and gross DTL were \$318.2 million and \$132.1 million, respectively, resulting in a net DTA of \$186.1 million at June 30, 2016, compared with \$260.6 million at June 30, 2015. The decline in the DTA in second quarter 2016, relative to second quarter 2015, was primarily driven by an increase in unrealized gains within the available-for-sale securities portfolio coupled with a decline in the mortgage repurchase and foreclosure reserve.

As of June 30, 2016, FHN had federal tax credit carryforwards which will expire in varying amounts between 2030 and 2035, state income tax net operating loss ( NOL ) carryforwards which will expire in varying amounts between

2016 and 2035, and federal capital loss carryforwards, which will expire in 2017. As of June 30, 2016 and 2015, FHN established a valuation allowance of \$.3 million and \$.1 million, respectively, against its state NOL carryforwards and \$40.5 million and \$41.9 million, respectively, against its federal capital loss carryforwards. FHN's DTA after valuation allowance was \$318.2 million and \$346.8 million as of June 30, 2016 and 2015, respectively. Based on current analysis, FHN believes that its ability to realize the remaining DTA is more likely than not. FHN monitors its DTA and the need for a valuation allowance on a quarterly basis. A significant adverse change in FHN's taxable earnings outlook could result in the need for further valuation allowances. In the event FHN is able to determine that the deferred tax assets are realizable in the future in excess of their net recorded amount, FHN would make an adjustment to the valuation allowance, which would reduce the provision for income taxes.

#### **STATEMENT OF CONDITION REVIEW**

Total period-end assets were \$27.5 billion on June 30, 2016, up 9 percent and 5 percent, respectively from \$25.2 billion on June 30, 2015 and \$26.2 billion on December 31, 2015. Average assets increased to \$26.8 billion in second quarter 2016 from \$25.4 billion in second quarter 2015 and \$26.2 billion in fourth quarter 2015. The increase in average assets compared to second quarter 2015 is primarily attributable to increases in the loan portfolio, a larger investment securities portfolio, and an increase in securities purchased under agreements to resell, somewhat offset by a decline in trading securities. Generally, the same line items driving the year-over-year increase in average assets drove the increase in average assets compared to fourth quarter 2015; however, average interest bearing cash declined between second quarter 2016 and fourth quarter 2015.



**Table of Contents****EARNING ASSETS**

Earning assets consist of loans, investment securities, other earning assets such as trading securities, interest-bearing cash, and loans HFS. Average earning assets increased to \$24.6 billion in second quarter 2016 from \$23.2 billion a year earlier and \$23.9 billion in fourth quarter 2015. A more detailed discussion of the major line items follows.

**Loans**

Period-end loans increased to \$18.6 billion as of June 30, 2016 from \$16.9 billion on June 30, 2015. Average loans for second quarter 2016 were \$17.8 billion compared to \$16.8 billion for second quarter 2015. The increase in average and period-end loan balances was primarily due to loan growth within the regional bank's commercial portfolios and also loans added through the TAB acquisition in fourth quarter 2015, partially offset by run-off of portfolios within the non-strategic segment.

**Table 5 - Average Loans**

	Quarter Ended June 30, 2016		Quarter Ended June 30, 2015		Quarter Ended December 31, 2015		Percent 2Q16 changes vs	
	Amount	Percent of total	Amount	Percent of total	Amount	Percent of total	2Q15	4Q15
<i>(Dollars in thousands)</i>								
<b>Commercial:</b>								
Commercial, financial, and industrial	\$ 10,451,954	59%	\$ 9,675,107	58%	\$ 9,720,115	57%	8%	8%
Commercial real estate	1,901,592	11	1,371,207	8	1,612,730	10	39%	18%
<b>Total commercial</b>	<b>12,353,546</b>	<b>70</b>	<b>11,046,314</b>	<b>66</b>	<b>11,332,845</b>	<b>67</b>	<b>12%</b>	<b>9%</b>
<b>Consumer:</b>								
Consumer real estate (a)	4,662,172	26	4,893,285	29	4,798,067	28	(5)%	(3)%
Permanent mortgage	435,521	2	500,093	3	455,299	3	(13)%	(4)%
Credit card, OTC and other	360,874	2	350,247	2	356,948	2	3%	1%
<b>Total consumer</b>	<b>5,458,567</b>	<b>30</b>	<b>5,743,625</b>	<b>34</b>	<b>5,610,314</b>	<b>33</b>	<b>(5)%</b>	<b>(3)%</b>
<b>Total loans, net of unearned income</b>	<b>\$ 17,812,113</b>	<b>100%</b>	<b>\$ 16,789,939</b>	<b>100%</b>	<b>\$ 16,943,159</b>	<b>100%</b>	<b>6%</b>	<b>5%</b>

(a) Balances as of June 30, 2016 and 2015, and December 31, 2015, include \$45.7 million, \$69.2 million, and \$56.0 million of restricted loans, respectively.

C&I loans are the largest component of the commercial portfolio comprising 85 percent and 88 percent of average commercial loans in second quarter 2016 and 2015, respectively. C&I loans increased 8 percent, or \$.8 billion, from second quarter 2015 due to net loan growth within several of the regional bank's portfolios including general

commercial, business banking, and asset-based lending, as well as higher average balances of loans to mortgage companies. Commercial real estate loans increased 39 percent or \$.5 billion to \$1.9 billion in second quarter 2016 because of growth in expansion markets and with increased funding under these commitments. In addition, the fourth quarter 2015 TAB acquisition contributed to the increase.

Average consumer loans declined 5 percent, or \$.3 billion, from a year ago to \$5.5 billion in second quarter 2016. The consumer real estate portfolio (home equity lines and installment loans) declined \$231.1 million, to \$4.7 billion, as the continued wind-down of portfolios within the non-strategic segment outpaced a \$238.5 million increase in real estate installment loans from new originations within the regional bank. The permanent mortgage portfolio declined \$64.5 million to \$435.5 million in second quarter 2016 driven by run-off of legacy assets. Credit Card and Other increased \$10.6 million to \$360.9 million in second quarter 2016.

### **Investment Securities**

FHN's investment portfolio consists principally of debt securities including government agency issued mortgage-backed securities ( MBS ) and government agency issued collateralized mortgage obligations ( CMO ), substantially all of which are classified as available-for-sale ( AFS ). FHN utilizes the securities portfolio as a source of income, liquidity and collateral for repurchase agreements, for public funds, and as a tool for managing risk of interest rate movements. Period-end investment securities increased 10 percent from \$3.7 billion on June 30, 2015 to \$4.0 billion on June 30, 2016. Average investment securities were also \$4.0 billion in

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second quarter 2016 and \$3.7 billion in second quarter 2015, representing 16 percent of earning assets in both 2016 and 2015. The amount of securities purchased for the investment portfolio is largely driven by the desire to protect the value of non-rate sensitive liabilities and equity and maximize yield on FHN's excess liquidity without negatively affecting future yields while operating in this historically low interest rate environment.

**Loans Held-for-Sale**

Loans HFS consists of the mortgage warehouse (primarily repurchased government-guaranteed loans), student, small business, and home equity loans. The average balance of loans HFS decreased to \$114.9 million in second quarter 2016 from \$129.5 million in second quarter 2015. On June 30, 2016 and 2015, loans HFS were \$118.0 million and \$127.2 million, respectively. The lower balances of both average and period-end loans HFS was largely driven by a smaller mortgage warehouse, and to a lesser extent declines in home equity and student loans. An increase in small business loans partially offset a portion of the year-over-year decline on a period-end basis.

**Other Earning Assets**

Other earning assets include trading securities, securities purchased under agreements to resell, federal funds sold (FFS), and interest-bearing deposits with the Fed and other financial institutions. Other earning assets increased \$37.7 million from second quarter 2015 and averaged \$2.7 billion in second quarter 2016. The increase was primarily driven by an increase in securities purchased under agreements to resell (asset repos), partially offset by a decrease in trading securities. Asset repos are used in fixed income trading activity and generally fluctuate with the level of fixed income trading liabilities (short-positions) as securities collateral from repo transactions are used to fulfill trades. Fixed income's trading inventory fluctuates daily based on customer demand. Other earning assets decreased \$385.8 million from \$3.0 billion in fourth quarter 2015 driven by a decline in interest-bearing cash as a result of increases in the loan and investment securities portfolios. Other earning assets was \$2.4 billion on June 30, 2016 and 2015, respectively, and \$2.2 billion on December 31, 2015. The increase in other earning assets on a period-end basis relative to December 31, 2015 was primarily due to increases in fixed income trading inventory levels and asset repos, somewhat offset by lower levels of interest-bearing cash on June 30, 2016. Interest-bearing cash was elevated at December 31, 2015 driven by an inflow of customer deposits.

**Non-earning assets**

Period-end non-earning assets increased to \$2.4 billion on June 30, 2016 from \$2.1 billion on June 30, 2015, primarily driven by increases in fixed income receivables and derivative assets, somewhat offset by a decrease in deferred tax assets.

**Core Deposits**

Average core deposits were \$19.7 billion during second quarter 2016, up 9 percent from \$18.1 billion during second quarter 2015. The increase in average core deposits was driven by several factors including an increase in commercial customer deposits, FHN's decision to increase deposits in a third party network deposits sweep program, and the addition of deposits associated with the fourth quarter 2015 TAB acquisition. The third party deposits program is an FDIC-insured deposit sweep program where financial institutions can receive unsecured deposits for the long-term (several years) and in larger-dollar increments. Period-end core deposits were \$20.1 billion on June 30, 2016, up 10 percent from \$18.3 billion on June 30, 2015.

**Short-Term Funds**

Average short-term funds (certificates of deposit greater than \$100,000, FFP, securities sold under agreements to repurchase, trading liabilities, and other short-term borrowings) increased 13 percent to \$2.6 billion in second quarter 2016 from \$2.3 billion in second quarter 2015. The increase was primarily driven by increases in securities sold under agreements to repurchase, CDs greater than \$100,000, and trading liabilities. Securities sold under agreements to repurchase increased from \$339.9 million in second quarter 2015 to \$490.4 million in second quarter 2016 as additional sources of wholesale funding were used to fund loan growth. CDs greater than \$100,000 increased \$139.7 million to \$545.4 million in second quarter 2016 from second quarter 2015 due in large part to the TAB acquisition in fourth quarter 2015. Trading liabilities increased \$115.5 million to \$828.6 million in second quarter 2016 reflecting a higher level of on balance sheet hedging at FTN Financial. On average, short-term purchased funds accounted for 11 percent of FHN's funding (core deposits plus short-term purchased funds and term borrowings) in second quarter 2016 and 2015. Period-end short-term funds were \$2.8 billion and \$2.2 billion on June 30, 2016 and 2015, respectively. The increase in period-end balances was largely driven by an increase in FHLB borrowings as a result of increased loan demand, as well as the items affecting the average increases previously mentioned.

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### **Term Borrowings**

Term borrowings include senior and subordinated borrowings with original maturities greater than one year. Period-end and average term borrowings were \$1.1 billion in second quarter 2016 compared to \$1.6 billion in second quarter 2015. The decrease in term borrowings primarily relates to \$206 million of junior subordinated notes underlying \$200 million of trust preferred debt that were called in third quarter 2015 and \$250 million of FTBNA subordinated notes that matured in second quarter 2016.

### **Other Liabilities**

Period-end other liabilities increased to \$.8 billion on June 30, 2016 from \$.7 billion on June 30, 2015, largely driven by an increase in derivative liabilities.

## **CAPITAL**

Management's objectives are to provide capital sufficient to cover the risks inherent in FHN's businesses, to maintain excess capital to well-capitalized standards, and to assure ready access to the capital markets. Average equity was \$2.7 billion in second quarter 2016 compared to \$2.5 billion in second quarter 2015. Period-end equity increased \$174.0 million from June 30, 2015 to \$2.7 billion on June 30, 2016. The increase in period-end and average equity was primarily due to net income recognized since second quarter 2015 and \$72.8 million of equity issued related to the TAF acquisition in October 2015. Additionally, an increase in unrealized gains associated with the AFS securities portfolio also increased period-end and average equity, but was somewhat offset by common and preferred dividends paid, share repurchases (discussed below), and an increase of net pension underfunding.

In January 2014, FHN's board of directors approved a share repurchase program which enables FHN to repurchase its common stock in the open market or in privately negotiated transactions, subject to certain conditions. In July 2015 and April 2016 the board increased and extended that program. The current program authorizes total purchases of up to \$350 million and expires on January 31, 2018. During second quarter 2016, FHN repurchased \$11.4 million of common shares under the program; during second quarter 2015, FHN did not repurchase any shares. Total purchases under this program through June 30, 2016 were \$153.2 million.

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The following tables provide a reconciliation of Shareholders' equity from the Consolidated Condensed Statements of Condition to Common Equity Tier 1, Tier 1 and Total Regulatory Capital as well as certain selected capital ratios:

**Table 6 - Regulatory Capital and Ratios**

<i>(Dollars in thousands)</i>	<b>June 30, 2016</b>	June 30, 2015	December 31, 2015
Shareholders' equity	<b>\$ 2,396,493</b>	\$ 2,222,474	\$ 2,344,155
FHN Non-cumulative perpetual preferred	<b>(95,624)</b>	(95,624)	(95,624)
Common equity	<b>\$ 2,300,869</b>	\$ 2,126,850	\$ 2,248,531
Regulatory adjustments:			
Goodwill and other intangibles	<b>(168,032)</b>	(122,100)	(165,661)
Net unrealized (gains)/losses on securities	<b>(58,592)</b>	(16,633)	(3,394)
Minimum pension liability	<b>215,616</b>	204,733	217,586
Net unrealized (gains)/losses on cash flow hedges	<b>(4,691)</b>		
Disallowed deferred tax assets	<b>(24,448)</b>	(20,082)	(18,404)
Other			(78)
Common equity tier 1	<b>\$ 2,260,722</b>	\$ 2,172,768	\$ 2,278,580
FHN Non-cumulative perpetual preferred	<b>95,624</b>	95,624	95,624
Qualifying noncontrolling interest - FTBNA preferred stock	<b>252,134</b>	252,926	260,794
Qualifying trust preferred (a)		50,000	
Other deductions from tier 1	<b>(69,604)</b>	(70,706)	(62,857)
Tier 1 capital	<b>\$ 2,538,876</b>	\$ 2,500,612	\$ 2,572,141
Tier 2 capital	<b>249,682</b>	421,970	264,574
Total regulatory capital	<b>\$ 2,788,558</b>	\$ 2,922,582	\$ 2,836,715

	<b>June 30, 2016</b>		June 30, 2015		December 31, 2015	
	<b>Ratio</b>	<b>Amount</b>	Ratio	Amount	Ratio	Amount
<b>Common Equity Tier 1</b>						
First Horizon National Corporation	<b>10.05%</b>	<b>\$ 2,260,722</b>	10.41%	\$ 2,172,768	10.45%	\$ 2,278,580
First Tennessee Bank National Association	<b>10.14</b>	<b>2,235,042</b>	12.00	2,429,076	10.81	2,284,646
<b>Tier 1</b>						
First Horizon National Corporation	<b>11.28</b>	<b>2,538,876</b>	11.98	2,500,612	11.79	2,572,141
First Tennessee Bank National Association	<b>11.20</b>	<b>2,468,567</b>	13.18	2,669,374	11.95	2,525,912
<b>Total</b>						
First Horizon National Corporation	<b>12.39</b>	<b>2,788,558</b>	14.00	2,922,582	13.01	2,836,715

First Tennessee Bank National Association	<b>12.21</b>	<b>2,690,111</b>	14.44	2,923,930	13.09	2,768,625
<b>Tier 1 Leverage</b>						
First Horizon National Corporation	<b>9.50</b>	<b>2,538,876</b>	9.87	2,500,612	9.85	2,572,141
First Tennessee Bank National Association	<b>9.55</b>	<b>2,468,567</b>	10.96	2,669,374	10.06	2,525,912
<b>Risk-Weighted Assets</b>						
First Horizon National Corporation		<b>22,503,305</b>		20,869,862		21,812,015
First Tennessee Bank National Association		<b>22,034,391</b>		20,248,884		21,143,459
<b>Average Assets for Leverage</b>						
First Horizon National Corporation		<b>26,715,209</b>		25,347,048		26,109,449
First Tennessee Bank National Association		<b>25,839,939</b>		24,360,074		25,105,163

- (a) June 30, 2015 includes \$50 million of trust preferred securities, which began phasing out of Tier 1 capital in 2015 under Basel III. In third quarter 2015 FHN redeemed its junior subordinated debt, which triggered the redemption of the trust preferred securities.

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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: Common Equity Tier 1 capital, generally defined as common equity less goodwill, other intangibles, and certain other required regulatory deductions; 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; 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.

Banking regulators define minimum capital ratios for bank holding companies and their bank subsidiaries. Based on the capital rules and definitions prescribed by the banking regulators, should any depository institution's capital ratios decline below predetermined levels, it would become subject to a series of increasingly restrictive regulatory actions. The system categorizes a depository institution's capital position into one of five categories ranging from well-capitalized to critically under-capitalized. In second quarter 2016, for an institution the size of FHN to qualify as well-capitalized, Common Equity Tier 1, Tier 1 Capital, Total Capital, and Leverage capital ratios must be at least 6.5 percent, 8 percent, 10 percent, and 5 percent, respectively. As of June 30, 2016, FHN and FTBNA had sufficient capital to qualify as a well-capitalized institution. Regulatory capital ratios decreased in second quarter 2016 relative to second quarter 2015 and fourth quarter 2015 due primarily to increases in risk-weighted assets from growth in earning assets, share repurchases and the phased-in implementation of the Basel III regulations partially offset by the impact of net income less dividends. Additionally, Tier 1 and Total Capital ratios for FHN decreased relative to second quarter 2015 as a result of the redemption of the \$200 million trust preferred securities. Throughout 2016, capital ratios are expected to remain significantly above well-capitalized standards.

Pursuant to board authority, FHN may repurchase shares of its common stock from time to time and will evaluate the level of capital and take action designed to generate or use capital, as appropriate, for the interests of the shareholders, subject to legal and regulatory restrictions. FHN's board has not authorized a preferred stock purchase program. The following tables provide information related to securities repurchased by FHN during second quarter 2016:

**Table 7 - Issuer Purchases of Common Stock****Compensation Plan-Related Repurchase Authority:**

<i>(Volume in thousands, except per share data)</i>	Total number of shares purchased	Average price paid per share	Maximum number	
			Total number of shares purchased as part of announced programs	of shares that may yet be purchased under the programs
<b>2016</b>				
April 1 to April 30	50	\$ 14.48	50	28,480
May 1 to May 31	130	\$ 13.86	130	28,350
June 1 to June 30	*	\$ 13.92	*	28,350
<b>Total</b>	180	<b>\$ 14.03</b>	180	



\* - amount less than 500 shares

Compensation Plan Programs:

A consolidated compensation plan share purchase program was announced on August 6, 2004. This plan consolidated into a single share purchase program all of the previously authorized compensation plan share programs as well as the renewal of the authorization to purchase shares for use in connection with two compensation plans for which the share purchase authority had expired. The total amount authorized under this consolidated compensation plan share purchase program, inclusive of a program amendment on April 24, 2006, is 29.6 million shares calculated before adjusting for stock dividends distributed through January 1, 2011. The authorization has been reduced for that portion which relates to compensation plans for which no options remain outstanding. The shares may be purchased over the option exercise period of the various compensation plans on or before December 31, 2023. On June 30, 2016, the maximum number of shares that may be purchased under the program was 28.4 million shares. Purchases may be made in the open market or through privately negotiated transactions and are subject to market conditions, accumulation of excess equity, prudent capital management, and legal and regulatory restrictions. Management currently does not anticipate purchasing a material number of shares under this authority during 2016.

**Table of Contents****Other Repurchase Authority:**

	Total number of shares purchased	Average price paid per share (a)	Total number of shares purchased as part of publicly announced programs	Maximum approximate dollar value that may yet be purchased under the programs
<i>(Dollar values and volume in thousands, except per share data)</i>				
<b>2016</b>				
April 1 to April 30	5	\$ 14.00	5	\$ 208,088
May 1 to May 31	497	\$ 13.72	497	\$ 201,260
June 1 to June 30	328	\$ 13.74	328	\$ 196,756
<b>Total</b>	<b>830</b>	<b>\$ 13.73</b>	<b>830</b>	

(a) Represents total costs including commissions paid.

Other Programs:

On January 22, 2014, FHN announced a \$100 million share purchase authority with an expiration date of January 31, 2016. On July 21, 2015, FHN announced a \$100 million increase in that authority along with an extension of the expiration date to January 31, 2017, and on April 26, 2016, FHN announced a \$150 million increase and further extension to January 31, 2018. As of June 30, 2016, \$153.2 million in purchases had been made under this authority at an average price per share of \$12.77, \$12.75 excluding commissions. Purchases may be made in the open market or through privately negotiated transactions and are subject to market conditions, accumulation of excess equity, prudent capital management, and legal and regulatory restrictions.

**ASSET QUALITY TREND ANALYSIS OF SECOND QUARTER 2016 COMPARED TO SECOND QUARTER 2015**

**Loan Portfolio Composition**

FHN groups its loans into portfolio segments based on internal classifications reflecting the manner in which the ALLL is established and how credit risk is measured, monitored, and reported. From time to time, and if conditions are such that certain subsegments are uniquely affected by economic or market conditions or are experiencing greater deterioration than other components of the loan portfolio, management may determine the ALLL at a more granular level. Commercial loans are composed of commercial, financial, and industrial ( C&I ) and commercial real estate ( CRE ). Consumer loans are composed of consumer real estate; permanent mortgage; and credit card and other. FHN has a concentration of residential real estate loans (27 percent of total loans), the majority of which is in the consumer real estate portfolio (25 percent of total loans). Industry concentrations are discussed under the heading C&I below. Consolidated key asset quality metrics for each of these portfolios can be found in Table 15 Asset Quality by

Portfolio.

As economic and real estate conditions change, enhancements to underwriting and credit policies and guidelines may be necessary or desirable. Credit underwriting guidelines are outlined in Exhibit 13 to FHN's Annual Report on Form 10-K for the year ended December 31, 2015, in the Loan Portfolio Composition discussion in the Asset Quality Section beginning on page 26 and continuing to page 32. FHN's credit underwriting guidelines and loan product offerings as of June 30, 2016, are consistent with those reported and disclosed in the Company's Form 10-K for the year ended December 31, 2015.

The following is a description of each portfolio:

### **COMMERCIAL LOAN PORTFOLIOS**

#### **C&I**

The C&I portfolio was \$11.2 billion on June 30, 2016, and is comprised of loans used for general business purposes and primarily composed of relationship customers in Tennessee and other selected markets that are managed within the regional bank. Typical products include working capital lines of credit, term loan financing of owner-occupied real estate and fixed assets, and trade credit enhancement through letters of credit.

The following table provides the composition of the C&I portfolio by industry as of June 30, 2016 and 2015. For purposes of this disclosure, industries are determined based on the North American Industry Classification System ( NAICS ) industry codes used by Federal statistical agencies in classifying business establishments for the collection, analysis, and publication of statistical data related to the U.S. business economy.

**Table of Contents****Table 8 C&I Loan Portfolio by Industry**

<i>(Dollars in thousands)</i>	<b>June 30, 2016</b>		<b>June 30, 2015</b>	
	<b>Amount</b>	<b>Percent</b>	<b>Amount</b>	<b>Percent</b>
<b>Industry:</b>				
Finance & insurance	\$ 2,261,847	20%	\$ 2,090,227	21%
Loans to mortgage companies	2,227,171	20	1,799,665	18
Wholesale trade	813,484	7	796,378	8
Health care & social assistance	800,059	7	767,977	8
Real estate rental & leasing (a)	779,008	7	543,042	5
Manufacturing	704,702	6	674,493	7
Public administration	579,718	5	560,157	6
Transportation & warehousing	524,146	5	323,112	3
Other (education, arts, entertainment, etc) (b)	2,489,310	23	2,277,512	24
<b>Total C&amp;I loan portfolio</b>	<b>\$ 11,179,445</b>	<b>100%</b>	<b>\$ 9,832,563</b>	<b>100%</b>

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

(a) Leasing, rental of real estate, equipment, and goods.

(b) Industries in this category each comprise less than 5 percent for 2016.

**Industry Concentrations**

Significant loan concentrations are considered to exist for a financial institution when there are loans to numerous borrowers engaged in similar activities that would cause them to be similarly impacted by economic or other conditions. 40 percent of FHN's C&I portfolio (Finance and insurance plus Loans to mortgage companies) could be affected by items that uniquely impact the financial services industry. Except Finance and Insurance and Loans to Mortgage Companies, as discussed below, on June 30, 2016, FHN did not have any other concentrations of C&I loans in any single industry of 10 percent or more of total loans.

**Finance and Insurance**

The finance and insurance component represents 20 percent of the C&I portfolio and includes TRUPS (i.e., long-term unsecured loans to bank and insurance-related businesses), loans to bank holding companies, and asset-based lending to consumer finance companies. As of June 30, 2016, asset-based lending to consumer finance companies represents approximately \$1.0 billion of the finance and insurance component.

TRUPS lending was originally extended as a form of bridge financing to participants in the pooled trust preferred securitization program offered primarily to smaller banking (generally less than \$15 billion in total assets) and insurance institutions through FHN's fixed income business. Origination of TRUPS lending ceased in early 2008. Individual TRUPS are re-graded at least quarterly as part of FHN's commercial loan review process. Typically, the terms of these loans include a prepayment option after a 5 year initial term (with possible triggers of early activation), have a scheduled 30 year balloon payoff, and include an option to defer interest for up to 20 consecutive quarters. As of June 30, 2016, one TRUP relationship was on interest deferral compared to two as of June 30, 2015.

As of June 30, 2016, the unpaid principal balance ( UPB ) of trust preferred loans totaled \$333.4 million (\$207.1 million of bank TRUPS and \$126.3 million of insurance TRUPS) with the UPB of other bank-related loans totaling \$233.1 million. Inclusive of a remaining lower of cost or market ( LOCOM ) valuation allowance on TRUPS of \$25.5 million, total reserves (ALLL plus the LOCOM) for TRUPS and other bank-related loans were \$26.5 million or 5 percent of outstanding UPB.

### Loans to Mortgage Companies

The balances of loans to mortgage companies were 20 percent of the C&I portfolio as of June 30, 2016, as compared to 18 percent of the C&I portfolio in 2015, and include balances related to both home purchase and refinance activity. This portfolio class, which generally fluctuates with mortgage rates and seasonal factors, 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. Generally, lending to mortgage lenders increases when there is a decline in mortgage rates and decreases when rates rise.

### **C&I Asset Quality Trends**

The C&I ALLL increased \$2.2 million from June 30, 2015, to \$81.0 million as of June 30, 2016. The net increase in reserves is largely driven by loan growth but was somewhat offset by the favorable impact of lower loss rates as net charge-offs remain at historical lows. Also, the allowance in second quarter 2015 included reserves associated with a TRUP loan that was on interest deferral which has since been resolved. The allowance as a percentage of period-end loans decreased to .72 percent as of June 30, 2016, from .80 percent as of June 30, 2015, mainly due to increases in the loan portfolio. Net charge-offs were \$6.3 million in second

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quarter 2016 compared to \$4.1 million in second quarter 2015. The increase in net charge-offs was within the regional banking segment as second quarter 2016 charge-offs were largely driven by a couple of larger credits. Nonperforming C&I loans decreased \$13.1 million from June 30, 2015, to \$30.5 million on June 30, 2016, primarily driven by the resolution of a TRUP loan that was on interest deferral within the nonstrategic segment combined with the second quarter 2016 resolution of a couple of larger credits within the regional bank. The nonperforming loan ( NPL ) ratio decreased 17 basis points from June 30, 2015, to .27 percent of C&I loans as of June 30, 2016. The 30+ delinquency ratio decreased 4 basis points from June 30, 2015, to .04 percent of C&I loans as of June 30, 2016.

The following table shows C&I asset quality trends by segment.

**Table 9 C&I Asset Quality Trends by Segment**

<i>(Dollars in thousands)</i>	<b>June 30, 2016</b>		
	<b>Regional Bank</b>	<b>Non-Strategic</b>	<b>Consolidated</b>
<b>Period-end loans</b>	<b>\$ 10,758,888</b>	<b>\$ 420,557</b>	<b>\$ 11,179,445</b>
<b>Nonperforming loans</b>	<b>26,285</b>	<b>4,219</b>	<b>30,504</b>
<b>Allowance for loan losses as of April 1, 2016</b>	<b>79,471</b>	<b>1,416</b>	<b>80,887</b>
<b>Charge-offs</b>	<b>(7,688)</b>	<b>(181)</b>	<b>(7,869)</b>
<b>Recoveries</b>	<b>1,569</b>	<b>33</b>	<b>1,602</b>
<b>Provision/(provision credit) for loan losses</b>	<b>6,245</b>	<b>107</b>	<b>6,352</b>
<b>Allowance for loan losses as of June 30, 2016</b>	<b>79,597</b>	<b>1,375</b>	<b>80,972</b>
<b>Troubled debt restructurings</b>	<b>\$ 31,577</b>	<b>\$</b>	<b>\$ 31,577</b>
<b>30+ Delinq. % (a)</b>	<b>0.04%</b>	<b>%</b>	<b>0.04%</b>
<b>NPL %</b>	<b>0.24</b>	<b>1.00</b>	<b>0.27</b>
<b>Net charge-offs % (qtr. annualized)</b>	<b>0.25</b>	<b>0.14</b>	<b>0.24</b>
<b>Allowance / loans %</b>	<b>0.74</b>	<b>0.33</b>	<b>0.72</b>
<b>Allowance / charge-offs</b>	<b>3.23x</b>	<b>2.31x</b>	<b>3.21x</b>

<i>(Dollars in thousands)</i>	<b>June 30, 2015</b>		
	<b>Regional Bank</b>	<b>Non-Strategic</b>	<b>Consolidated</b>
<b>Period-end loans</b>	<b>\$ 9,398,382</b>	<b>\$ 434,181</b>	<b>\$ 9,832,563</b>
<b>Nonperforming loans</b>	<b>30,231</b>	<b>13,342</b>	<b>43,573</b>
<b>Allowance for loan losses as of April 1, 2015</b>	<b>62,716</b>	<b>4,936</b>	<b>67,652</b>
<b>Charge-offs</b>	<b>(4,976)</b>		<b>(4,976)</b>
<b>Recoveries</b>	<b>889</b>	<b>37</b>	<b>926</b>
<b>Provision/(provision credit) for loan losses</b>	<b>14,779</b>	<b>369</b>	<b>15,148</b>
<b>Allowance for loan losses as of June 30, 2015</b>	<b>73,408</b>	<b>5,342</b>	<b>78,750</b>

Troubled debt restructurings	\$	22,606	\$		\$	22,606
30+ Delinq. % (a)		0.08%		0.02%		0.08%
NPL %		0.32		3.07		0.44
Net charge-offs % (qtr. annualized)		0.18		NM		0.17
Allowance / loans %		0.78		1.23		0.80
Allowance / charge-offs		4.48x		NM		4.85x

NM Not meaningful

Loans are expressed net of unearned income.

(a) 30+ Delinquency % includes all accounts delinquent more than one month and still accruing interest.

### Commercial Real Estate

The CRE portfolio was \$2.0 billion on June 30, 2016. The CRE portfolio includes both financings for commercial construction and nonconstruction loans. This portfolio is segregated between the income-producing CRE class which contains loans, draws on lines and letters of credit to commercial real estate developers for the construction and mini-permanent financing of income-producing real estate, and the residential CRE class. Subcategories of income CRE consist of multi-family (28 percent), retail (25 percent), industrial (14 percent), office (13 percent), hospitality (13 percent), land/land development (2 percent), and other (5 percent).

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The residential CRE class includes loans to residential builders and developers for the purpose of constructing single-family homes, condominiums, and town homes. Until the fourth quarter 2015 acquisition of TAB, the active residential CRE lending within the regional banking footprint was minimal with nearly all new originations limited to tactical advances to facilitate workout strategies with existing clients and selected new transactions with strategic clients. FHN considers a strategic residential CRE borrower as a homebuilder within the regional banking footprint who remained profitable during the most recent down cycle. FHN's strategy with the recently acquired TAB portfolio is to continue to serve existing customers, but not materially grow overall exposure.



**Table of Contents****CRE Asset Quality Trends**

The CRE portfolio had continued stable performance in second quarter 2016 with nonperforming loans down \$4.0 million from a year ago. The allowance increased \$8.8 million from second quarter 2015 to \$30.3 million in second quarter 2016. The increase in allowance is primarily driven by loan growth as balances increased \$568.7 million from a year ago, combined with consideration of the current economic environment. Allowance as a percentage of loans remained relatively flat compared to second quarter 2015 at 1.54 percent as of June 30, 2016. FHN recognized a net recovery of \$.9 million in second quarter 2016 compared to net charge-offs of \$.7 million in second quarter 2015. Nonperforming loans as a percentage of total CRE loans improved 44 basis points from second quarter 2015 to .40 percent as of June 30, 2016. Accruing delinquencies as a percentage of period-end loans improved 8 basis points from June 30, 2015, to .15 percent as of June 30, 2016. The following table shows commercial real estate asset quality trends by segment.

**Table 10 Commercial Real Estate Asset Quality Trends by Segment**

<i>(Dollars in thousands)</i>	<b>June 30, 2016</b>		
	<b>Regional Bank</b>	<b>Non-Strategic</b>	<b>Consolidated</b>
<b>Period-end loans</b>	<b>\$ 1,969,412</b>	<b>\$ NM</b>	<b>\$ 1,969,412</b>
<b>Nonperforming loans</b>	<b>7,792</b>	<b>NM</b>	<b>7,792</b>
<b>Allowance for loan losses as of April 1, 2016</b>	<b>25,626</b>	<b>NM</b>	<b>25,626</b>
<b>Charge-offs</b>	<b>(51)</b>	<b>NM</b>	<b>(51)</b>
<b>Recoveries</b>	<b>909</b>	<b>NM</b>	<b>909</b>
<b>Provision/(provision credit) for loan losses</b>	<b>3,780</b>	<b>NM</b>	<b>3,780</b>
<b>Allowance for loan losses as of June 30, 2016</b>	<b>30,264</b>	<b>NM</b>	<b>30,264</b>
<b>Troubled debt restructurings</b>	<b>\$ 8,136</b>	<b>\$</b>	<b>\$ 8,136</b>
<b>30+ Delinq. % (a)</b>	<b>0.15%</b>	<b>NM</b>	<b>0.15%</b>
<b>NPL %</b>	<b>0.40</b>	<b>NM</b>	<b>0.40</b>
<b>Net charge-offs % (qtr. annualized)</b>	<b>NM</b>	<b>NM</b>	<b>NM</b>
<b>Allowance / loans %</b>	<b>1.54</b>	<b>NM</b>	<b>1.54</b>
<b>Allowance / charge-offs</b>	<b>NM</b>	<b>NM</b>	<b>NM</b>

<i>(Dollars in thousands)</i>	<b>June 30, 2015</b>		
	<b>Regional Bank</b>	<b>Non-Strategic</b>	<b>Consolidated</b>
<b>Period-end loans</b>	<b>\$ 1,400,354</b>	<b>\$ 361</b>	<b>\$ 1,400,715</b>
<b>Nonperforming loans</b>	<b>11,746</b>		<b>11,746</b>
<b>Allowance for loan losses as of April 1, 2015</b>	<b>17,609</b>	<b>56</b>	<b>17,665</b>
<b>Charge-offs</b>	<b>(888)</b>		<b>(888)</b>
<b>Recoveries</b>	<b>147</b>	<b>6</b>	<b>153</b>

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Provision/(provision credit) for loan losses	4,597	(35)	4,562
Allowance for loan losses as of June 30, 2015	21,465	27	21,492
Troubled debt restructurings	\$ 8,306	\$	\$ 8,306
30+ Delinq. % (a)	0.23%	%	0.23%
NPL %	0.84		0.84
Net charge-offs % (qtr. annualized)	0.22	NM	0.22
Allowance / loans %	1.53	7.36	1.53
Allowance / charge-offs	7.22x	NM	7.29x

NM Not meaningful

Loans are expressed net of unearned income.

(a) 30+ Delinquency % includes all accounts delinquent more than one month and still accruing interest.

Table of ContentsCONSUMER LOAN PORTFOLIOS**Consumer Real Estate**

The consumer real estate portfolio was \$4.6 billion on June 30, 2016, and is primarily composed of home equity lines and installment loans including restricted balances (loans consolidated under ASC 810). The largest geographical concentrations of balances as of June 30, 2016, are in Tennessee (67 percent) and California (6 percent) with no other state representing more than 3 percent of the portfolio. As of June 30, 2016, approximately 66 percent of the consumer real estate portfolio was in a first lien position. At origination, weighted average FICO score of this portfolio was 749 and refreshed FICO scores averaged 745 as of June 30, 2016, as compared to 746 and 741, respectively, as of June 30, 2015. Generally, performance of this portfolio is affected by life events that affect borrowers' finances, the level of unemployment, and home prices.

Home equity lines of credit (HELOCs) comprise \$1.9 billion of the consumer real estate portfolio as of June 30, 2016. FHN's HELOCs typically have a 5 or 10 year draw period followed by a 10 or 20 year repayment period, respectively. During the draw period, a borrower is able to draw on the line and is only required to make interest payments. The line is automatically frozen if a borrower becomes 45 days or more past due on payments. Once the draw period has concluded, the line is closed and the borrower is required to make both principal and interest payments monthly until the loan matures. The principal payment generally is fully amortizing, but payment amounts will adjust when variable rates reset to reflect changes in the prime rate.

As of June 30, 2016, approximately 64 percent of FHN's HELOCs are in the draw period, compared to 70 percent as of June 30, 2015. Based on when draw periods are scheduled to end per the line agreement, it is expected that \$672.0 million, or 56 percent of HELOCs currently in the draw period, will have entered the repayment period during the next 60 months. Delinquencies and charge-off rates for HELOCs that have entered the repayment period are initially higher than HELOCs still in the draw period because of the increased minimum payment requirement; however, after some seasoning, performance of these loans begins to stabilize. The home equity lines of the consumer real estate portfolio are being monitored closely for those nearing the end of the draw period and borrowers are being contacted proactively early in the process. The following table shows the HELOCs currently in the draw period and expected timing of conversion to the repayment period.

**Table 11 HELOC Draw To Repayment Schedule**

<i>(Dollars in thousands)</i>	June 30, 2016		June 30, 2015	
	Repayment Amount	Percent	Repayment Amount	Percent
<b>Months remaining in draw period:</b>				
0-12	\$ 199,832	17%	\$ 329,518	21%
13-24	223,903	18	269,846	17
25-36	103,759	9	240,316	15
37-48	66,949	6	119,295	8
49-60	77,565	6	78,499	5
>60	535,070	44	544,831	34
Total	\$ 1,207,078	100%	\$ 1,582,305	100%



**Table of Contents****Consumer Real Estate Asset Quality Trends**

Overall, performance of the consumer real estate portfolio improved in second quarter 2016 when compared with second quarter 2015. The ALLL decreased \$26.4 million from second quarter 2015 to \$59.1 million as of June 30, 2016, with 97 percent of the decline attributable to the non-strategic segment. The allowance as a percentage of loans was 1.27 percent as of June 30, 2016, compared to 1.75 percent as of June 30, 2015. The 48 basis point decline in the allowance as a percentage of loans from second quarter 2015 to second quarter 2016 is the result of continued run-off of the balances within the non-strategic portfolios, sustained levels of low net charge-offs, strong performance, and continued improvement/stabilization of property values. The balance of nonperforming loans was \$107.0 million and \$114.5 million as of June 30, 2016 and 2015, respectively, and the decrease was largely related to both improvement and run-off in the non-strategic segment of the portfolio. Loans delinquent 30 or more days and still accruing declined from \$45.9 million as of June 30, 2015, to \$37.2 million as of June 30, 2016. Net charge-offs were \$.5 million in second quarter 2016 compared to a net recovery of \$.9 million in second quarter 2015. The ratios of 30+ delinquency and NPLs as a percentage of loans within the nonstrategic segment have increased compared to second quarter 2015 as total loans are declining at a faster rate than delinquencies and nonperforming loans. The following table shows consumer real estate asset quality trends by segment.

**Table 12 Consumer Real Estate Asset Quality Trends by Segment**

<i>(Dollars in thousands)</i>	June 30, 2016		
	Regional Bank	Non-Strategic	Consolidated
<b>Period-end loans</b>	<b>\$ 3,577,246</b>	<b>\$ 1,063,533</b>	<b>\$ 4,640,779</b>
<b>Nonperforming loans</b>	<b>26,273</b>	<b>80,723</b>	<b>106,996</b>
<b>Allowance for loan losses as of April 1, 2016</b>	<b>26,602</b>	<b>40,719</b>	<b>67,321</b>
<b>Charge-offs</b>	<b>(1,487)</b>	<b>(5,095)</b>	<b>(6,582)</b>
<b>Recoveries</b>	<b>1,700</b>	<b>4,382</b>	<b>6,082</b>
<b>Provision/(provision credit) for loan losses</b>	<b>(2,537)</b>	<b>(5,203)</b>	<b>(7,740)</b>
<b>Allowance for loan losses as of June 30, 2016</b>	<b>24,278</b>	<b>34,803</b>	<b>59,081</b>
<b>Troubled debt restructurings</b>	<b>\$ 50,637</b>	<b>\$ 112,702</b>	<b>\$ 163,339</b>
<b>30+ Delinq. % (a)</b>	<b>0.40%</b>	<b>2.16%</b>	<b>0.80%</b>
<b>NPL %</b>	<b>0.73</b>	<b>7.59</b>	<b>2.31</b>
<b>Net charge-offs % (qtr. annualized)</b>	<b>NM</b>	<b>0.26</b>	<b>0.04</b>
<b>Allowance / loans %</b>	<b>0.68</b>	<b>3.27</b>	<b>1.27</b>
<b>Allowance / charge-offs</b>	<b>NM</b>	<b>12.14x</b>	<b>29.40x</b>

<i>(Dollars in thousands)</i>	June 30, 2015		
	Regional Bank	Non-Strategic	Consolidated
<b>Period-end loans</b>	<b>\$ 3,412,626</b>	<b>\$ 1,457,645</b>	<b>\$ 4,870,271</b>
<b>Nonperforming loans</b>	<b>26,627</b>	<b>87,898</b>	<b>114,525</b>

Allowance for loan losses as of April 1, 2015	32,574	76,671	109,245
Charge-offs	(1,819)	(5,084)	(6,903)
Recoveries	1,178	6,673	7,851
Provision/(provision credit) for loan losses	(6,881)	(17,855)	(24,736)
Allowance for loan losses as of June 30, 2015	25,052	60,405	85,457
Troubled debt restructurings	\$ 53,950	\$ 118,147	\$ 172,097
30+ Delinq. % (a)	0.47%	2.06%	0.94%
NPL %	0.78	6.03	2.35
Net charge-offs % (qtr. annualized)	0.08	NM	NM
Allowance / loans %	0.73	4.14	1.75
Allowance / charge-offs	9.73x	NM	NM

NM Not meaningful

Loans are expressed net of unearned income.

(a) 30+ Delinquency % includes all accounts delinquent more than one month and still accruing interest.

**Table of Contents****Permanent Mortgage**

The permanent mortgage portfolio was \$.4 billion on June 30, 2016. This portfolio is primarily composed of jumbo mortgages and one-time-close ( OTC ) completed construction loans that were originated through legacy businesses. The corporate segment includes loans that were previously included in off-balance sheet proprietary securitization trusts. These loans were brought back into the loan portfolios at fair value through the execution of cleanup calls due to the relatively small balances left in the securitization and should continue to run-off. Approximately 24 percent of loan balances as of June 30, 2016, are in California, but the remainder of the portfolio is somewhat geographically diverse. Run-off contributed to a majority of the \$48.7 million net decrease in permanent mortgage period-end balances from second quarter 2015 to second quarter 2016.

The ALLL decreased \$4.8 million as of June 30, 2016, from \$22.4 million as of June 30, 2015. TDR reserves comprise 89 percent of the ALLL for the permanent mortgage portfolio as of June 30, 2016. Accruing delinquencies as a percentage of total loans decreased from 2.26 percent in second quarter 2015 to 2.21 percent in second quarter 2016. Nonperforming loans declined \$1.9 million to \$30.6 million as of June 30, 2016, although NPLs as a percentage of loans increased from 6.66 percent as of June 30, 2015, to 6.97 percent as of June 30, 2016, as total permanent loans declined at a faster rate than the nonperforming loans. Annualized net charge-offs as a percentage of average loans were .11 percent in second quarter 2015, which cannot be compared meaningfully with the annualized net recoveries experienced in second quarter 2016. The following table shows permanent mortgage asset quality trends by segment.

**Table 13 Permanent Mortgage Asset Quality Trends by Segment**

<i>(Dollars in thousands)</i>	June 30, 2016			
	Regional Bank	Corporate (a)	Non-Strategic	Consolidated
<b>Period-end loans</b>	<b>\$ 46,229</b>	<b>\$ 84,964</b>	<b>\$ 307,821</b>	<b>\$ 439,014</b>
<b>Nonperforming loans</b>	<b>404</b>	<b>896</b>	<b>29,280</b>	<b>30,580</b>
<b>Allowance for loan losses as of April 1, 2016</b>	<b>383</b>	<b>NM</b>	<b>18,371</b>	<b>18,754</b>
<b>Charge-offs</b>		<b>NM</b>	<b>(349)</b>	<b>(349)</b>
<b>Recoveries</b>		<b>NM</b>	<b>484</b>	<b>484</b>
<b>Provision/(provision credit) for loan losses</b>	<b>196</b>	<b>NM</b>	<b>(1,485)</b>	<b>(1,289)</b>
<b>Allowance for loan losses as of June 30, 2016</b>	<b>579</b>	<b>NM</b>	<b>17,021</b>	<b>17,600</b>
<b>Troubled debt restructurings</b>	<b>\$ 1,015</b>	<b>\$ 3,888</b>	<b>\$ 90,979</b>	<b>\$ 95,882</b>
<b>30+ Delinq. % (b)</b>	<b>0.90%</b>	<b>4.92%</b>	<b>1.66%</b>	<b>2.21%</b>
<b>NPL %</b>	<b>0.87</b>	<b>1.06</b>	<b>9.51</b>	<b>6.97</b>
<b>Net charge-offs % (qtr. annualized)</b>	<b>-</b>	<b>NM</b>	<b>NM</b>	<b>NM</b>
<b>Allowance / loans %</b>	<b>1.25</b>	<b>NM</b>	<b>5.53</b>	<b>4.01</b>
<b>Allowance / charge-offs</b>	<b>NM</b>	<b>NM</b>	<b>NM</b>	<b>NM</b>

June 30, 2015

*(Dollars in thousands)* Corporate (a) Non-Strategic Consolidated

	Regional Bank			
Period-end loans	\$ 9,729	\$ 113,123	\$ 364,827	\$ 487,679
Nonperforming loans	489	3,079	28,905	32,473
Allowance for loan losses as of April 1, 2015	35	NM	20,151	20,186
Charge-offs	(265)	NM	(544)	(809)
Recoveries	253	NM	418	671
Provision/(provision credit) for loan losses	60	NM	2,269	2,329
Allowance for loan losses as of June 30, 2015	83	NM	22,294	22,377
Troubled debt restructurings	\$ 964	\$ 6,827	\$ 99,366	\$ 107,157
30+ Delinq. % (b)	4.44%	2.51%	2.12%	2.26%
NPL %	5.03	2.72	7.92	6.66
Net charge-offs % (qtr. annualized)	0.48	NM	0.14	0.11
Allowance / loans %	0.86	NM	6.11	4.59
Allowance / charge-offs	1.74x	NM	44.22x	40.53x

NM Not meaningful

Loans are expressed net of unearned income.

- (a) The valuation taken upon exercise of clean-up calls included expected losses.  
(b) 30+ Delinquency % includes all accounts delinquent more than one month and still accruing interest.



**Table of Contents****Credit Card and Other**

The credit card and other portfolio was \$.4 billion as of June 30, 2016, and primarily includes credit card receivables, other consumer-related credits, and automobile loans. The allowance decreased to \$11.9 million as of June 30, 2016, from \$13.3 million as of June 30, 2015. In second quarter 2016, FHN recognized \$2.5 million of net charge-offs in the credit card and other portfolio, compared to \$5.0 million in second quarter 2015. The higher net charge-offs in second quarter 2015 were primarily driven by charge-offs in a sub segment of the credit card portfolio that were previously reserved for. Annualized net charge-offs as a percentage of average loans decreased 300 basis points from second quarter 2015 to 2.73 percent in second quarter 2016. Loans 30 days or more delinquent and accruing as a percentage of loans increased 10 basis points from second quarter 2015 to 1.19 percent in second quarter 2016. The following table shows credit card and other asset quality trends by segment.

**Table 14 - Credit Card and Other Asset Quality Trends by Segment**

(Dollars in thousands)	June 30, 2016		
	Regional Bank	Non-Strategic	Consolidated
Period-end loans	\$ 351,597	\$ 9,090	\$ 360,687
Nonperforming loans		725	725
Allowance for loan losses as of April 1, 2016	11,005	441	11,446
Charge-offs	(3,355)	(90)	(3,445)
Recoveries	929	63	992
Provision/(provision credit) for loan losses	3,054	(157)	2,897
Allowance for loan losses as of June 30, 2016	11,633	257	11,890
Troubled debt restructurings	\$ 309	\$ 47	\$ 356
30+ Delinq. % (a)	1.20%	1.06%	1.19%
NPL %		7.98	0.20
Net charge-offs % (qtr. annualized)	2.77	1.15	2.73
Allowance / loans %	3.31	2.83	3.30
Allowance / charge-offs	1.19x	2.41x	1.21x

(Dollars in thousands)	June 30, 2015		
	Regional Bank	Non-Strategic	Consolidated
Period-end loans	\$ 334,617	\$ 10,927	\$ 345,544
Nonperforming loans		749	749
Allowance for loan losses as of April 1, 2015	13,048	532	13,580
Charge-offs	(5,600)	(258)	(5,858)
Recoveries	764	92	856
Provision/(provision credit) for loan losses	4,523	174	4,697

Allowance for loan losses as of June 30, 2015	12,735	540	13,275
Troubled debt restructurings	\$ 333	\$ 85	\$ 418
30+ Delinq. % (a)	1.09%	1.31%	1.09%
NPL %		6.86	0.22
Net charge-offs % (qtr. annualized)	5.72	5.97	5.73
Allowance / loans %	3.81	4.95	3.84
Allowance / charge-offs	0.66x	0.81x	0.66x

Loans are expressed net of unearned income.

(a) 30+ Delinquency % includes all accounts delinquent more than one month and still accruing interest.

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The following table provides additional asset quality data by loan portfolio:

**Table 15 - Asset Quality by Portfolio**

	<b>June 30</b>	
	<b>2016</b>	<b>2015</b>
<b>Key Portfolio Details</b>		
<b>C&amp;I</b>		
Period-end loans (\$ millions)	<b>\$ 11,179</b>	\$ 9,833
30+ Delinq. % (a)	<b>0.04%</b>	0.08%
NPL %	<b>0.27</b>	0.44
Charge-offs % (qtr. annualized)	<b>0.24</b>	0.17
Allowance / loans %	<b>0.72%</b>	0.80%
Allowance / charge-offs	<b>3.21x</b>	4.85x
<b>Commercial Real Estate</b>		
Period-end loans (\$ millions)	<b>\$ 1,969</b>	\$ 1,401
30+ Delinq. % (a)	<b>0.15%</b>	0.23%
NPL %	<b>0.40</b>	0.84
Charge-offs % (qtr. annualized)	<b>NM</b>	0.22
Allowance / loans %	<b>1.54%</b>	1.53%
Allowance / charge-offs	<b>NM</b>	7.29x
<b>Consumer Real Estate</b>		
Period-end loans (\$ millions)	<b>\$ 4,641</b>	\$ 4,870
30+ Delinq. % (a)	<b>0.80%</b>	0.94%
NPL %	<b>2.31</b>	2.35
Charge-offs % (qtr. annualized)	<b>0.04</b>	NM
Allowance / loans %	<b>1.27%</b>	1.75%
Allowance / charge-offs	<b>29.40x</b>	NM
<b>Permanent Mortgage</b>		
Period-end loans (\$ millions)	<b>\$ 439</b>	\$ 488
30+ Delinq. % (a)	<b>2.21%</b>	2.26%
NPL %	<b>6.97</b>	6.66
Charge-offs % (qtr. annualized)	<b>NM</b>	0.11
Allowance / loans %	<b>4.01%</b>	4.59%
Allowance / charge-offs	<b>NM</b>	40.53x
<b>Credit Card and Other</b>		
Period-end loans (\$ millions)	<b>\$ 361</b>	\$ 346
30+ Delinq. % (a)	<b>1.19%</b>	1.09%
NPL %	<b>0.20</b>	0.22
Charge-offs % (qtr. annualized)	<b>2.73</b>	5.73
Allowance / loans %	<b>3.30%</b>	3.84%
Allowance / charge-offs	<b>1.21x</b>	0.66x

NM Not meaningful

Loans are expressed net of unearned income.

(a) 30+ Delinquency % includes all accounts delinquent more than one month and still accruing interest.

**Allowance for Loan Losses**

Management's policy is to maintain the ALLL at a level sufficient to absorb estimated probable incurred losses in the loan portfolio. The total allowance for loan losses decreased 10 percent from second quarter 2015 to \$199.8 million on June 30, 2016. The ALLL as of June 30, 2016, reflects loan growth within the regional bank, strong asset quality with the consumer real estate portfolio continuing to stabilize, declining non-strategic balances, and the moderation of the pace of improvement from a year ago. The ratio of allowance for loan losses to total loans, net of unearned income, decreased to 1.07 percent on June 30, 2016, from 1.31 percent on June 30, 2015.

The provision for loan losses is the charge to earnings 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 increased to \$4.0 million in second quarter 2016 from \$2.0 million in second quarter 2015.

FHN expects asset quality trends to remain relatively stable for the near term if the slow growth of the economy continues. The C&I portfolio is expected to continue to show stable trends but short-term variability (both positive and negative) is possible. The CRE portfolio metrics should be relatively consistent as FHN expects stable property values over the near term. The remaining non-

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strategic consumer real estate and permanent mortgage portfolios should continue to steadily wind down. Asset quality metrics within non-strategic may become skewed as the portfolio continues to shrink and the denominator of asset quality ratios becomes smaller. Continued stabilization in performance of the consumer real estate portfolio assumes an ongoing economic recovery as consumer delinquency and loss rates are correlated with unemployment trends and strength of the housing market.

**Consolidated Net Charge-offs**

Net charge-offs decreased \$.8 million from second quarter 2015 to \$.2 million in second quarter 2016. The ALLL was 6.04 times annualized net charge-offs for second quarter 2016 compared with 6.15 times annualized net charge-offs for second quarter 2015. The annualized net charge-offs to average loans ratio declined by 2 basis points to .19 percent. Net charge-off levels remain at historical lows.

Commercial net charge-offs were \$5.4 million in second quarter 2016 compared to \$4.8 million in second quarter 2015. The net charge-offs in second quarter 2016 were primarily driven by a couple of larger C&I credits. Consolidated net charge-offs in the consumer portfolios declined 33 percent from second quarter 2015 to \$2.8 million in second quarter 2016. The decline in consumer net charge-offs was largely driven by the credit card and other portfolio within the regional bank.

**Nonperforming Assets**

Nonperforming loans are loans placed on nonaccrual status if it becomes probable that full collection of principal and interest will not be collected in accordance with contractual terms, impairment has been recognized as a partial charge-off of principal balance, or on a case-by-case basis, if FHN continues to receive payments but there are other borrower-specific issues. Included in nonaccruals are loans in which FHN continues to receive payments, including residential real estate loans where the borrower has been discharged of personal obligation through bankruptcy and second liens, regardless of delinquency status, behind first liens that are 90 or more days past due or are TDRs. These, along with foreclosed real estate, excluding foreclosed real estate from government insured mortgages, represent nonperforming assets ( NPA's ).

Total nonperforming assets (including NPLs HFS) decreased to \$198.9 million on June 30, 2016, from \$238.5 million on June 30, 2015. The nonperforming assets ratio (nonperforming assets excluding NPLs HFS to total period-end loans plus foreclosed real estate and other assets) decreased to 1.03 percent in second quarter 2016 from 1.37 percent in second quarter 2015 due to a 51 percent decrease in foreclosed real estate (excluding foreclosed real estate from government insured mortgages) and a 13 percent decline in portfolio nonperforming loans from second quarter 2015 to second quarter 2016. Portfolio nonperforming loans declined \$26.5 million from second quarter 2015 to \$176.6 million on June 30, 2016. The decline in nonperforming loans was primarily driven by a decrease in C&I and consumer real estate nonperforming loans within the non-strategic segment as well as a decline in C&I and commercial real estate loans within the regional bank.

Nonperforming C&I loans decreased \$13.1 million in 2016 from \$43.6 million in 2015. This decrease was largely driven by the 2015 sale of an insurance TRUP that was on interest deferral. Commercial real estate NPLs decreased \$4.0 million to \$7.8 million in 2016 within the regional bank. Consumer nonperforming loans decreased \$9.4 million from \$147.7 million in 2015 to \$138.3 million in 2016, primarily due to a \$7.2 million decline in non-strategic consumer real estate.

The ratio of the ALLL to NPLs in the loan portfolio was 1.13 times in 2016 compared to 1.09 times in 2015, driven by lower nonperforming loans which was partially offset by a decrease in the ALLL. Certain nonperforming loans in

both the commercial and consumer portfolios are deemed collateral-dependent and are charged down to an estimate of collateral value less costs to sell. Because loss content has been recognized through a partial charge-off, typically reserves are not recorded.

Table 16 provides an activity rollforward of foreclosed real estate balances for June 30, 2016 and 2015. The balance of foreclosed real estate, exclusive of inventory from government insured mortgages, decreased to \$14.2 million as of June 30, 2016, from \$29.1 million as of June 30, 2015, as FHN has executed sales of existing foreclosed assets and continued efforts to avoid foreclosures by restructuring loans and working with borrowers. Additionally, property values have stabilized which also affect the balance of foreclosed real estate. See the discussion of Foreclosure Practices in the Market Uncertainties and Prospective Trends section of MD&A for information regarding the impact on FHN.

**Table of Contents****Table 16 Rollforward of Foreclosed Real Estate**

	Three Months Ended		Six Months Ended	
	June 30		June 30	
<i>(Dollars in thousands)</i>	2016	2015	2016	2015
Beginning balance (a)	\$ 17,460	\$ 29,681	\$ 24,977	\$ 30,430
Valuation adjustments	(314)	(1,284)	(850)	(1,660)
New foreclosed property	2,814	4,831	3,546	8,293
Disposals:				
Single transactions	(5,810)	(4,119)	(13,523)	(7,954)
Ending balance, June 30 (a)	\$ 14,150	\$ 29,109	\$ 14,150	\$ 29,109

(a) Excludes foreclosed real estate related to government insured mortgages.

The following table provides consolidated asset quality information for the three months ended June 30, 2016 and 2015:

**Table 17 Asset Quality Information**

	Three Months Ended	
	June 30	
<i>(Dollars in thousands)</i>	2016	2015
<b>Allowance for loan losses:</b>		
Beginning balance on April 1	\$ 204,034	\$ 228,328
Provision for loan losses	4,000	2,000
Charge-offs	(18,296)	(19,434)
Recoveries	10,069	10,457
Ending balance on June 30	\$ 199,807	\$ 221,351
Reserve for remaining unfunded commitments	5,351	5,561
Total allowance for loan losses and reserve for unfunded commitments	\$ 205,158	\$ 226,912

Nonperforming Assets by Segment	As of June 30	
	2016	2015
<b>Regional Banking:</b>		
Nonperforming loans (a)	\$ 60,754	\$ 69,093
Foreclosed real estate (b)	7,031	19,230
Total Regional Banking	67,785	88,323

<b>Non-Strategic:</b>		
Nonperforming loans (a)	<b>114,947</b>	130,894
Nonperforming loans held-for-sale after fair value adjustment (a)	<b>8,195</b>	6,372
Foreclosed real estate (b)	<b>7,119</b>	9,879
<b>Total Non-Strategic</b>	<b>130,261</b>	147,145
<b>Corporate:</b>		
Nonperforming loans (a)	<b>896</b>	3,079
<b>Total Corporate</b>	<b>896</b>	3,079
<b>Total nonperforming assets (a) (b)</b>	<b>\$ 198,942</b>	\$ 238,547

(a) Excludes loans that are 90 or more days past due and still accruing interest.

(b) Excludes foreclosed real estate from government-insured mortgages.



**Table of Contents****Table 17 Asset Quality Information (Continued)**

	<b>As of June 30</b>	
	<b>2016</b>	<b>2015</b>
<b>Loans and commitments:</b>		
Total period-end loans, net of unearned income	<b>\$ 18,589,337</b>	\$ 16,936,772
Foreclosed real estate from government insured mortgages (foreclosures occurring prior to January 1, 2015)	<b>5,903</b>	11,159
Potential problem assets (a)	<b>234,266</b>	189,641
Loans 30 to 89 days past due	<b>38,551</b>	48,924
Loans 30 to 89 days past due guaranteed portion (b)	<b>209</b>	7
Loans 90 days past due (c)	<b>20,239</b>	22,521
Loans 90 days past due guaranteed portion (b) (c)	<b>31</b>	172
Loans held-for-sale 30 to 89 days past due	<b>5,005</b>	6,607
Loans held-for-sale 30 to 89 days past due guaranteed portion (b)	<b>4,968</b>	5,925
Loans held-for-sale 90 days past due (c)	<b>13,916</b>	16,557
Loans held-for-sale 90 days past due guaranteed portion (b) (c)	<b>13,792</b>	16,049
Remaining unfunded commitments	<b>7,516,141</b>	7,507,314
Average loans, net of unearned income	<b>\$ 17,812,113</b>	\$ 16,789,939
<b>Allowance and net charge-off ratios</b>		
Allowance to total loans	<b>1.07%</b>	1.31%
Allowance to nonperforming loans in the loan portfolio	<b>1.13x</b>	1.09x
Allowance to annualized net charge-offs	<b>6.04x</b>	6.15x
Nonperforming assets to loans and foreclosed real estate (d)	<b>1.03%</b>	1.37%
Nonperforming loans in the loan portfolio to total loans, net of unearned income	<b>0.95%</b>	1.20%
Total annualized net charge-offs to average loans (e)	<b>0.19%</b>	0.21%

(a) Includes past due loans.

(b) Guaranteed loans include FHA, VA, and GNMA loans repurchased through the GNMA buyout program.

(c) Amounts are not included in nonperforming/nonaccrual loans.

(d) Ratio is non-performing assets related to the loan portfolio to total loans plus foreclosed real estate and other assets.

(e) Net charge-off ratio is annualized net charge-offs divided by quarterly average loans, net of unearned income.

**Past Due Loans and Potential Problem Assets**

Past due loans are loans contractually past due as to interest or principal payments, but which have not yet been put on nonaccrual status. Loans in the portfolio that are 90 days or more past due and still accruing decreased to \$20.2 million on June 30, 2016, from \$22.5 million on June 30, 2015. The decrease was driven primarily by the commercial and consumer real estate portfolios. Loans 30 to 89 days past due decreased to \$38.6 million on June 30, 2016, from \$48.9 million on June 30, 2015. The decrease was largely driven by the consumer real estate and C&I portfolios.

Potential problem assets represent those assets where information about possible credit problems of borrowers has caused management to have serious doubts about the borrower's ability to comply with present repayment terms. This definition is believed to be substantially consistent with the standards established by the OCC for loans classified as

substandard. Potential problem assets in the loan portfolio, which includes loans past due 90 days or more and still accruing, were \$234.3 million on June 30, 2016, \$266.5 million on March 31, 2016, and \$189.6 million on June 30, 2015. The 12 percent decrease in potential problem assets from first quarter 2016 to second quarter 2016 was due to a decrease in classified loans driven by the resolution of prior quarter C&I delinquencies. The current expectation of losses from potential problem assets has been included in management's analysis for assessing the adequacy of the allowance for loan losses.

**Table of Contents****Troubled Debt Restructuring and Loan Modifications**

As part of FHN's ongoing risk management practices, FHN attempts to work with borrowers when appropriate 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. In a situation where an economic concession has been granted to a borrower that is experiencing financial difficulty, FHN identifies and reports that loan as a Troubled Debt Restructuring (TDR). Additionally, FHN structures loan modifications to amortize the debt within a reasonable period of time. See Note 4 – Loans for further discussion regarding TDRs and loan modifications.

On June 30, 2016 and 2015, FHN had \$299.3 million and \$310.6 million portfolio loans classified as TDRs, respectively. For TDRs in the loan portfolio, FHN had loan loss reserves of \$51.2 million and \$61.0 million, or 17 percent and 20 percent of TDR balances, as of June 30, 2016 and 2015, respectively. Additionally, FHN had \$73.8 million and \$80.8 million of HFS loans classified as TDRs as of June 30, 2016 and 2015, respectively. Total held-to-maturity TDRs decreased by \$11.3 million with the majority of the decline attributable to permanent mortgage and consumer real estate loans partially offset by an increase in C&I.

The following table provides a summary of TDRs for the periods ended June 30, 2016 and 2015:

**Table 18 Troubled Debt Restructurings**

<i>(Dollars in thousands)</i>	As of June 30, 2016	As of June 30, 2015
<b>Held-to-maturity:</b>		
<b>Permanent mortgage:</b>		
Current	\$ 74,912	\$ 82,926
Delinquent	2,139	3,700
Non-accrual (a)	18,831	20,531
<b>Total permanent mortgage</b>	<b>95,882</b>	107,157
<b>Consumer real estate:</b>		
Current	97,045	106,872
Delinquent	3,534	3,532
Non-accrual (b)	62,760	61,693
<b>Total consumer real estate</b>	<b>163,339</b>	172,097
<b>Credit card and other:</b>		
Current	343	407
Delinquent	13	11
Non-accrual		
<b>Total credit card and other</b>	<b>356</b>	418
<b>Commercial loans:</b>		

Current	<b>26,238</b>	21,061
Delinquent	<b>597</b>	
Non-accrual	<b>12,878</b>	9,851
<b>Total commercial loans</b>	<b>39,713</b>	<b>30,912</b>
Total held-to-maturity	\$ <b>299,290</b>	\$ 310,584
<b>Held-for-sale:</b>		
Current	\$ <b>53,054</b>	\$ 58,044
Delinquent	<b>13,980</b>	15,906
Non-accrual	<b>6,777</b>	6,834
<b>Total held-for-sale</b>	<b>73,811</b>	<b>80,784</b>
Total troubled debt restructurings	\$ <b>373,101</b>	\$ 391,368

- (a) Balances as of June 30, 2016 and 2015, include \$4.3 million and \$6.4 million, respectively, of discharged bankruptcies.
- (b) Balances as of June 30, 2016 and 2015, include \$15.4 million and \$17.5 million, respectively, of discharged bankruptcies.

### **RISK MANAGEMENT**

Except as discussed below, there have been no significant changes to FHN's risk management practices as described under "Risk Management" beginning on page 48 of Exhibit 13 to FHN's Annual Report on Form 10-K for the year ended December 31, 2015.

### **MARKET RISK MANAGEMENT**

There have been no significant changes to FHN's market risk management practices as described under "Market Risk Management" beginning on page 49 of Exhibit 13 to FHN's Annual Report on Form 10-K for the year ended December 31, 2015.

**Table of Contents****Value-at-Risk ( VaR ) and Stress Testing**

VaR is a statistical risk measure used to estimate the potential loss in value from adverse market movements over an assumed fixed holding period within a stated confidence level. FHN employs a model to compute daily VaR measures for its trading securities inventory. FHN computes VaR using historical simulation with a 1-year lookback period at a 99 percent confidence level and 1-day and 10-day time horizons. Additionally, FHN computes a Stressed VaR ( SVaR ) measure. The SVaR computation uses the same model but with model inputs reflecting historical data from a continuous 12-month period that reflects a period of significant financial stress appropriate for our trading securities portfolio.

A summary of FHN's VaR and SVaR measures for 1-day and 10-day time horizons is as follows:

**Table 19 VaR and SVaR Measures**

<i>(Dollars in thousands)</i>	Three Months Ended June 30, 2016			Six Months Ended June 30, 2016			As of June 30, 2016
	Mean	High	Low	Mean	High	Low	
<b>1-day</b>							
VaR	\$ 767	\$ 1,248	\$ 446	\$ 746	\$ 1,411	\$ 393	\$ 846
SVaR	3,983	5,298	2,398	3,496	5,789	1,748	3,469
<b>10-day</b>							
VaR	1,892	3,954	898	1,813	4,058	751	1,866
SVaR	12,826	17,987	8,026	11,326	17,987	3,263	10,376
<i>(Dollars in thousands)</i>	Three Months Ended June 30, 2015			Six Months Ended June 30, 2015			As of June 30, 2015
	Mean	High	Low	Mean	High	Low	
<b>1-day</b>							
VaR	\$ 703	\$ 1,050	\$ 466	\$ 670	\$ 1,050	\$ 388	\$ 520
SVaR	3,092	4,510	1,717	3,380	5,356	1,717	2,192
<b>10-day</b>							
VaR	2,128	3,452	1,155	1,923	3,452	806	1,155
SVaR	9,753	15,538	4,094	9,722	15,538	4,094	6,165
<i>(Dollars in thousands)</i>	Year Ended December 31, 2015			As of December 31, 2015			
	Mean	High	Low	Mean	High	Low	
<b>1-day</b>							
VaR	\$ 664	\$ 1,174	\$ 384	\$ 498			
SVaR	3,184	5,727	1,628	2,263			
<b>10-day</b>							
VaR	1,788	3,452	742	990			
SVaR	10,122	16,677	4,094	4,645			

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FHN's overall VaR measure includes both interest rate risk and credit spread risk. Separate measures of these component risks are as follows:

**Table 20 Schedule of Risks Included in VaR**

<i>(Dollars in Thousands)</i>	As of		As of		As of	
	June 30, 2016		June 30, 2015		December 31, 2015	
	1-day	10-day	1-day	10-day	1-day	10-day
Interest rate risk	\$ 744	\$ 975	\$ 508	\$ 1,957	\$ 451	\$ 553
Credit spread risk	754	1,666	403	673	443	841

**CAPITAL MANAGEMENT AND ADEQUACY**

There have been no significant changes to FHN's capital management practices as described under *Capital Management and Adequacy* on page 51 of Exhibit 13 to FHN's Annual Report on Form 10-K for the year ended December 31, 2015.

**OPERATIONAL RISK MANAGEMENT**

There have been no significant changes to FHN's operational risk management practices as described under *Operational Risk Management* on page 51 of Exhibit 13 to FHN's Annual Report on Form 10-K for the year ended December 31, 2015.

**COMPLIANCE RISK MANAGEMENT**

There have been no significant changes to FHN's compliance risk management practices as described under *Compliance Risk Management* on page 51 of Exhibit 13 to FHN's Annual Report on Form 10-K for the year ended December 31, 2015.

**CREDIT RISK MANAGEMENT**

There have been no significant changes to FHN's credit risk management practices as described under *Credit Risk Management* beginning on page 51 of Exhibit 13 to FHN's Annual Report on Form 10-K for the year ended December 31, 2015.

**INTEREST RATE RISK MANAGEMENT**

Except as disclosed below, there have been no significant changes to FHN's interest rate risk management practices as described under *Interest Rate Risk Management* beginning on page 52 of Exhibit 13 to FHN's Annual Report on Form 10-K for the year ended December 31, 2015.

**Net Interest Income Simulation Analysis**

The information provided in this section, including the discussion regarding the outcomes of simulation analysis and rate shock analysis, is forward-looking. Actual results, if the assumed scenarios were to occur, could differ because of interest rate movements, the ability of management to execute its business plans, and other factors, including those presented in the Forward-Looking Statements section of this MD&A.

Management uses interest rate exposure models to formulate strategies to improve balance sheet positioning, earnings, or both, within FHN's interest rate risk, liquidity, and capital guidelines. FHN uses simulation analysis as its primary tool to evaluate interest rate risk exposure. This type of analysis computes net interest income at risk under a variety of market interest rate scenarios to dynamically identify interest rate risk exposures exclusive of the potential impact on fee income. This risk management simulation, which considers forecasted balance sheet changes, prepayment speeds, deposit mix, pricing impacts, and other changes in the net interest spread, provides an estimate of the annual net interest income at risk for given changes in interest rates. The results help FHN develop strategies for managing exposure to interest rate risk. Like any risk management technique creating simulated outcomes for a range of given scenarios, interest rate simulation modeling is based on a number of assumptions and judgments. In this case, the assumptions relate primarily to loan and deposit growth, asset and liability prepayments, interest rates, and on- and off-balance sheet hedging strategies. Management believes the assumptions used and scenarios selected in its simulations are reasonable. Nevertheless, simulation modeling provides only a sophisticated estimate, not a precise calculation, of exposure to any given changes in interest rates.

The simulation models used to analyze net interest income create various at-risk scenarios looking at assumed increases and/or decreases in interest rates from instantaneous and staggered movements over a certain time period. In addition, the risk of changes in the yield curve is estimated by flattening and steepening the yield curve to simulate net interest income exposure. Management reviews these different scenarios to determine alternative strategies and executes based on that evaluation. The models are regularly updated to incorporate management action. Any scenarios that indicate a change in net interest income of 3 percent or more from a base net interest income are presented to the Board quarterly.

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The remaining scenarios performed attempt to capture risk to net interest income from rising rates and changes in the shape of the yield curve assuming a static balance sheet. Based on the rate sensitivity position on June 30, 2016, net interest income exposure over the next 12 months to a rate shock of plus 25 basis points, 50 basis points, 100 basis points, and 200 basis points is estimated to be a favorable variance of 1.5 percent, 2.9 percent, 5.3 percent, and 9.6 percent, respectively of base net interest income. A steepening yield curve scenario where long-term rates increase by 50 basis points and short-term rates are static, results in a favorable variance in net interest income of 1.4 percent of base net interest income. A flattening yield curve scenario where long-term rates decrease by 50 basis points and short-term rates are static, results in an unfavorable variance in net interest income of 1.7 percent of base net interest income. A rate shock of minus 25 basis points results in an unfavorable variance in net interest income of 2.0 percent of base net interest income. These hypothetical scenarios are used to create one estimate of risk, and do not necessarily represent management's current view of future interest rates or market developments.

While the continuing low interest rate environment is not expected to have a significant impact on the capital position of FHN, the ability to expand net interest margin in this environment, without assuming additional credit risk, continues to be a challenge for FHN. As long as the historically low interest rate environment persists, net interest margin will typically decline as yields on fixed rate loans and investment securities decrease due to the combination of asset prepayments and lower reinvestment rates. With core deposit rates near zero, there is little opportunity to offset the yield declines in fixed rate assets with corresponding declines in deposit rates.

**LIQUIDITY MANAGEMENT**

ALCO also focuses on liquidity management: the funding of assets with liabilities of appropriate duration, while mitigating the risk of unexpected cash needs. ALCO and the Board of Directors have adopted a Liquidity Policy to direct management of the Company's liquidity risk. The objective of the Liquidity Policy is to ensure that FHN meets its cash and collateral obligations promptly, in a cost-effective manner and with the highest degree of reliability. The maintenance of adequate levels of asset and liability liquidity should provide FHN with the ability to meet both expected and unexpected cash flows and collateral needs. Key liquidity ratios, asset liquidity levels and the amount available from funding sources are reported to ALCO on a regular basis. FHN's Liquidity Management Policy establishes liquidity limits that are deemed appropriate for its risk profile.

In accordance with the Liquidity Policy, ALCO manages FHN's exposure to liquidity risk through a dynamic, real time forecasting methodology. Base liquidity forecasts are reviewed by ALCO and are updated as financial conditions dictate. In addition to the baseline liquidity reports, robust stress testing of assumptions and funds availability are periodically reviewed. FHN maintains a contingency funding plan that may be executed, should unexpected difficulties arise in accessing funding that affects FHN, the industry as a whole, or both. Subject to market conditions and compliance with applicable regulatory requirements from time to time, funds are available from a number of sources including the available-for-sale securities portfolio, dealer and commercial customer repurchase agreements, access to the overnight and term Federal Funds markets, incremental borrowing capacity at the FHLB of \$2.8 billion as of June 30, 2016, brokered deposits, loan sales, syndications, and access to the Federal Reserve Banks.

Core deposits are a significant source of funding and have historically been a stable source of liquidity for banks. Generally, core deposits represent funding from a financial institutions' customer base which provide inexpensive, predictable pricing. The Federal Deposit Insurance Corporation insures these deposits to the extent authorized by law. Generally, these limits are \$250 thousand per account owner for interest bearing and non-interest bearing accounts. The ratio of total loans, excluding loans HFS and restricted real estate loans, to core deposits was 90 percent in 2016 compared to 92 percent in 2015.



FHN also may use unsecured short-term borrowings as a source of liquidity. Currently, the largest concentration of unsecured borrowings is federal funds purchased from bank correspondent customers. These funds are considered to be substantially more stable than funds purchased in the national broker markets for federal funds due to the long, historical, and reciprocal nature of banking services provided by FHN to these correspondent banks. The remainder of FHN's wholesale short-term borrowings is repurchase agreement transactions accounted for as secured borrowings with the Regional Bank's business customers or Fixed Income's broker dealer counterparties.

Both FHN and FTBNA may access the debt markets in order to provide funding through the issuance of senior or subordinated unsecured debt subject to market conditions and compliance with applicable regulatory requirements. In 2014, FTBNA issued \$400 million of fixed rate senior notes due in December 2019. In October 2015, FHN issued \$500 million of fixed rate senior notes due in December 2020. FHN also maintains \$31.0 million of borrowings which are secured by residential real estate loans in a consolidated securitization trust.

Both FHN and FTBNA have the ability to generate liquidity by issuing preferred equity, and (for FHN) by issuing common equity, subject to market conditions and compliance with applicable regulatory requirements. In January 2013, FHN issued \$100 million of Non-Cumulative Perpetual Preferred Stock, Series A. As of June 30, 2016, FTBNA and subsidiaries had outstanding preferred shares of \$295.4 million, which are reflected as noncontrolling interest on the Consolidated Condensed Statements of Condition.

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Parent company liquidity is primarily provided by cash flows stemming from dividends and interest payments collected from subsidiaries. These sources of cash represent the primary sources of funds to pay cash dividends to shareholders and principal and interest to debt holders of FHN. The amount paid to the parent company through FTBNA common dividends is managed as part of FHN's overall cash management process, subject to applicable regulatory restrictions. Certain regulatory restrictions exist regarding the ability of FTBNA to transfer funds to FHN in the form of cash, common dividends, loans, or advances. At any given time, the pertinent portions of those regulatory restrictions allow FTBNA to declare preferred or common dividends without prior regulatory approval in an aggregate amount equal to FTBNA's retained net income for the two most recent completed years plus the current year to date. For any period, FTBNA's retained net income generally is equal to FTBNA's regulatory net income reduced by the preferred and common dividends declared by FTBNA. Excess dividends in either of the two most recent completed years may be offset with available retained net income in the two years immediately preceding it. Applying the applicable rules, FTBNA's total amount available for dividends was negative \$189.2 million as of June 30, 2016, consequently, FTBNA could not pay common dividends to its sole common stockholder, FHN, or to its preferred shareholders without prior regulatory approval. FTBNA applied for and received approval from the OCC to declare and pay common dividends to FHN in first, second and third quarter 2016 in the amounts of \$50 million, \$120 million, and \$40 million, respectively, and in the amount of \$325 million in 2015. FTBNA declared and paid preferred dividends in first and second quarter 2016 and each quarter of 2015, with OCC approval as necessary. Additionally FTBNA declared preferred dividends in third quarter 2016, with OCC approval.

Payment of a dividend to shareholders of FHN is dependent on several factors which are considered by the Board. These factors include FHN's current and prospective capital, liquidity, and other needs, applicable regulatory restrictions, and also availability of funds to FHN through a dividend from FTBNA. Additionally, the Federal Reserve and the OCC generally require insured banks and bank holding companies to pay cash dividends only out of current operating earnings. Consequently, the decision of whether FHN will pay future dividends and the amount of dividends will be affected by current operating results. FHN paid a cash dividend of \$.07 per common share on July 1, 2016, and in July 2016 the Board approved a \$.07 per common share cash dividend payable on October 3, 2016, to shareholders of record on September 9, 2016. FHN paid a cash dividend of \$1,550.00 per preferred share on July 11, 2016, and in July 2016 the Board approved a \$1,550.00 per preferred share cash dividend payable on October 11, 2016, to shareholders of record on September 23, 2016.

**CASH FLOWS**

The Consolidated Condensed Statements of Cash Flows provide information on cash flows from operating, investing, and financing activities for the six months ended June 30, 2016 and 2015. The level of cash and cash equivalents increased \$174.9 million during the first half of 2016 compared to an increase of \$96.9 million in the first half of 2015. During the six months ended June 30, 2016, cash provided by financing activities outpaced cash used by investing and operating activities, whereas during the six months ended June 30, 2015, cash provided by investing activities and operating activities exceeded cash used by financing activities.

Net cash used by operating activities was \$21.3 million in 2016 compared to net cash provided of \$111.1 million in 2015. Cash outflows in 2016 were primarily due to net fixed income trading activities of \$148.7 million and net changes in operating assets and liabilities of \$73.0 million. Operating cash flows in 2015 were favorably driven by cash-related net income items and a \$185.7 million net increase in cash related to fixed income activities, somewhat offset by a net decline in operating assets and liabilities primarily attributable to the DOJ/HUD settlement payment in second quarter 2015.

Net cash used by investing activities was \$640.7 million in 2016, compared to net cash provided of \$480.5 million in 2015. Cash outflows in 2016 were primarily attributable to a \$904.6 million increase in loans, but were partially offset

by a \$281.1 million decrease in interest-bearing cash. In 2015, cash inflows were primarily attributed to a \$1.3 billion decrease in interest-bearing cash and \$40.4 million of proceeds from the sale of properties, but were partially offset by loan growth in the regional bank and \$100.1 million in net cash used in the available-for-sale securities portfolio.

Net cash provided by financing activities was \$836.9 million in 2016 compared to net cash used of \$494.7 million in 2015. In 2016, cash inflows were positively affected by a \$663.2 million net increase in deposits and a \$562.7 million increase in short-term borrowings, but were partially offset by \$259.9 million in payments of long-term borrowings, which included the maturity of \$250 million of subordinated notes. Additionally, share repurchases and dividend payments negatively affected financing cash flows in 2016. In 2015, cash was negatively affected by a \$737.5 million decrease in short-term borrowings and \$312.8 million in payments of long-term borrowings, which included the maturity of \$304 million of subordinated notes. Additionally dividends and share repurchases negatively affected financing cash flows in 2015. These outflows were somewhat mitigated by a \$605.9 million increase in deposits resulting from a new correspondent banking product which resulted in a shift in funding from short-term borrowings.

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### **Other Contractual Obligations**

Pension obligations are funded by FHN to provide current and future benefits to participants in FHN's noncontributory, defined benefit pension plan. On December 31, 2015, the annual measurement date, pension obligations (representing the present value of estimated future benefit payments), including obligations of the unfunded plans, were \$816.5 million with \$638.2 million of assets (measured at current fair value) in the qualified plan's trust to fund the qualified plan obligations. As of December 31, 2015, the projected benefit obligation and the accumulated benefit obligation for the qualified pension plan exceeded corresponding plan assets. FHN expects to contribute approximately \$165 million to the qualified pension plan in third quarter 2016.

### **REPURCHASE OBLIGATIONS, OFF-BALANCE SHEET ARRANGEMENTS, AND OTHER CONTRACTUAL OBLIGATIONS**

#### **Obligations from Legacy Mortgage Businesses**

##### **Overview**

Prior to September 2008 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 predominately to two GSEs: Fannie Mae and Freddie Mac. Also, federally insured or guaranteed whole loans were pooled, and payments to investors were guaranteed through Ginnie Mae. Many mortgage loan originations, especially nonconforming mortgage loans, were sold to investors, or certificate-holders, predominantly through FH proprietary securitizations but also, to a lesser extent, through other whole loans sold to private non-Agency purchasers. FHN used only one trustee for all of its FH proprietary securitizations. FHN also originated mortgage loans eligible for FHA insurance or VA guaranty.

In addition, FHN originated and sold HELOCs and second lien mortgages through other whole loans sold to private purchasers and, to a lesser extent, through FH proprietary securitizations. Currently, only one FH securitization of HELOCs remains outstanding.

For non-recourse loan sales, FHN has exposure for repurchase of loans, make-whole damages, or other related damages, arising from claims that FHN breached its representations and warranties made at closing to the purchasers, including GSEs, other whole loan purchasers, and the trustee of FH proprietary securitizations.

During the time these legacy activities were conducted, FHN frequently sold mortgage loans with servicing retained. As a result, FHN accumulated substantial amounts of MSR on its balance sheet, as well as contractual servicing obligations and related deposits and receivables. FHN conducted a significant servicing business under its First Horizon Home Loans brand.

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 first lien loans sold or securitized having an LTV ratio at origination of greater than 80 percent.

In 2007, market conditions deteriorated to the point where mortgage-backed securitizations could no longer be sold economically; FHN's last securitization occurred that year. FHN continued selling mortgage loans to GSEs until August 31, 2008, when FHN sold its national mortgage origination and servicing platforms along with a portion of its servicing assets and obligations. FHN contracted to have its remaining servicing obligations sub-serviced. Since the

platform sale FHN has sold substantially all remaining servicing assets and obligations in several transactions, concluding in 2014.

Certain mortgage-related terms used in this section are defined in [Mortgage-Related Glossary](#) below.

#### *Repurchase and Make-Whole Obligations*

Starting in 2009 FHN received a high number of claims either to repurchase loans from the purchaser or to pay the purchaser to make them whole for economic losses incurred. These claims have been driven primarily by loan delinquencies. In repurchase or make-whole claims a loan purchaser typically asserts that specified loans violated representations and warranties FHN made when the loans were sold. A significant majority of claims received overall have come from GSEs, and the remainder are from purchasers of other whole loan sales. FHN has not received a loan repurchase or make-whole claim from the FH proprietary securitization trustee.

Generally, FHN reviews each claim and MI cancellation notice individually. Those responses include appeal, provide additional information, deny the claim (rescission), repurchase the loan or remit a make-whole payment, or reflect cancellation of MI.

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After several years resolving repurchase and make-whole claims with each GSE on a loan-by-loan basis, in 2013 and 2014 FHN entered into DRAs with the GSEs, resolving at once a large fraction of pending and potential future claims. Starting in 2014 the overall number of such claims diminished substantially, primarily as a result of the DRAs. Each DRA resolved obligations associated with loans originated from 2000 to 2008, but certain obligations and loans were excluded. 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 loan repurchase or monetary compensation obligations under the DRAs related to private mortgage insurance rescissions, cancellations, and denials (with certain exceptions). FHN also has exposure related to loans where there has been a prior bulk sale of servicing, as well as certain other whole-loan sales. With respect to loans where there has been a prior bulk sale of servicing, FHN is not responsible for MI cancellations and denials to the extent attributable to the acts of the current servicer.

While large portions of repurchase claims from the GSEs were settled with the DRAs, large-scale settlement with non-Agency claimants is not practical. Those claims are resolved case by case or, occasionally, with less-comprehensive settlements. In second quarter 2016, in the largest such settlement to date, FHN settled certain repurchase claims which resulted in the reversal of \$31.4 million of mortgage repurchase and foreclosure provision expense. Repurchase claims that are not resolved by the parties could become litigation.

*FH Proprietary Securitization Actions*

FHN has potential financial exposure from FH proprietary securitizations outside of the repurchase/make-whole process. Several investors in certificates sued FHN and others starting in 2009, and several underwriters or other counterparties have demanded that FHN indemnify and defend them in securitization lawsuits. The pending suits generally assert that disclosures made to investors in the offering and sale of certificates were legally deficient. A number of those matters have settled or otherwise been resolved, but several remain pending. See Note 10 Contingencies and Other Disclosures for a discussion of certain actions pending against FHN in relation to FH proprietary securitizations.

*Servicing Obligations*

FHN's national servicing business was sold as part of the platform sale in 2008. A significant amount of MSR was sold at that time, and a significant amount was retained. The related servicing activities, including foreclosure and loss mitigation practices, not sold in 2008 were outsourced through a three-year subservicing arrangement (the 2008 subservicing agreement) with the platform buyer (the 2008 subservicer). The 2008 subservicing agreement expired in 2011 when FHN entered into a replacement agreement with a new subservicer (the 2011 subservicer). In fourth quarter 2013, FHN contracted to sell a substantial majority of its remaining servicing obligations and servicing assets (including advances) to the 2011 subservicer. The servicing was transferred to the buyer in stages, and was substantially completed in first quarter 2014. The servicing still retained by FHN continues to be subserviced by the 2011 subservicer.

As servicer, FHN had contractual obligations to the owners of the loans, primarily GSEs and securitization trustees, to handle billing, custodial, and other tasks related to each loan. Each subservicer undertook to perform those obligations on FHN's behalf during the applicable subservicing period, although FHN legally remained the servicer of record for those loans that were subserviced.

The 2008 subservicer has been subject to a consent decree, and entered into a settlement agreement, with regulators related to alleged deficiencies in servicing and foreclosure practices. The 2008 subservicer has made demands of FHN, under the 2008 subservicing agreement, to pay certain resulting costs and damages totaling \$43.5 million. FHN disagrees with those demands and has made no payments. This disagreement has the potential to result in litigation

and, in any such future litigation, the claim against FHN may be substantial.

A certificate holder has contacted FHN, threatening to make claims based on alleged deficiencies in servicing loans held in certain FH proprietary securitization trusts. FHN cannot predict how this inquiry will proceed nor whether any claim or suit, if made or brought, will be material to FHN.

*Origination Data*

From 2005 through 2008, FHN originated and sold \$69.5 billion of mortgage loans to the Agencies. This includes \$57.6 billion of loans sold to GSEs and \$11.9 billion of loans guaranteed by Ginnie Mae. Although FHN conducted these businesses before 2005, GSE loans originated in 2005 through 2008 account for approximately 90 percent of all repurchase requests/make-whole claims received from the 2008 platform sale through June 30, 2016.

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From 2005 through 2007, \$26.7 billion of mortgage loans were included in FH proprietary securitizations. The following table summarizes the loan composition of those securitizations:

**Table 21 Composition of Off-Balance Sheet First Horizon Proprietary Mortgage Securitizations**

<i>(Dollars in thousands)</i>	Original UPB for active FH securitizations (a)	UPB as of June 30, 2016
<b>Loan type:</b>		
Jumbo	\$ 9,410,499	\$ 1,288,303
Alt-A	17,270,431	3,174,272
Total FH proprietary securitizations	\$ 26,680,930	\$ 4,462,575

(a) Original principal balances obtained from trustee statements.  
*Mortgage-Related Glossary*

<b>Agencies</b>	the two GSEs and Ginnie Mae	<b>GSEs</b>	Fannie Mae and Freddie Mac
<b>certificates</b>	securities sold to investors representing interests in mortgage loan securitizations	<b>HUD</b>	Dept. of Housing and Urban Development
<b>DOJ</b>	U.S. Department of Justice	<b>MI</b>	private mortgage insurance, insuring against borrower payment default
<b>DRA</b>	definitive resolution agreement with a GSE	<b>MSR</b>	mortgage servicing rights
<b>Fannie Mae, Fannie, FNMA</b>	Federal National Mortgage Association	<b>nonconforming loans</b>	loans that did not conform to Agency program requirements
<b>FH proprietary securitization</b>	securitization of mortgages sponsored by FHN under its First Horizon brand	<b>other whole loans sold</b>	mortgage loans sold to private, non-Agency purchasers
<b>FHA</b>	Federal Housing Administration	<b>2008 platform sale, platform sale, 2008 sale</b>	FHN's sale of its national mortgage origination and



		servicing platforms in 2008
<b>FHFA</b>	Federal Housing Financing Agency, conservator for the GSEs	<b>pipeline</b> pipeline of mortgage repurchase, make-whole, & certain related claims against FHN
<b>Freddie Mac, Freddie, FHLMC</b>	Federal Home Loan Mortgage Corporation	<b>VA</b> Veterans Administration
<b>Ginnie Mae, Ginnie, GNMA</b>	Government National Mortgage Association	

Active Pipeline

FHN accumulates the amount of repurchase requests, make-whole claims, and certain other related claims into the active pipeline. The active pipeline includes the amount of claims for loan repurchase, make-whole payments, loans as to which MI has been canceled, and information requests from purchasers of loans originated and sold through FHN's legacy mortgage banking business. MI was required for certain of the loans sold to GSEs or that were securitized. Although unresolved MI cancellation notices are not formal repurchase requests, FHN includes those loans in the active pipeline. Additionally, FHN is responsible for covering losses for purchasers to the extent there is a shortfall in MI insurance coverage (MI curtailment).

For purposes of quantifying the amount of loans underlying the repurchase/make-whole claim or MI cancellation notice or curtailment, FHN uses the current UPB in all cases if the amount is available. If current UPB is unavailable, the original loan amount is substituted for the current UPB. When neither is available, the claim amount is used as an estimate of current UPB. Generally, the amount of a loan subject to a repurchase/make-whole claim, or with open MI issues, remains in the active pipeline throughout the resolution process with a claimant. On June 30, 2016, the active pipeline was \$63.1 million.

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The following tables provide a rollforward of the number and unpaid principal amount of loans in the active repurchase request pipeline, including related unresolved MI cancellation notices and other requests for the three and six months ended June 30, 2016:

**Table 22 Rollforward of the Active Pipeline**

	April 1, 2016		Inflows		Resolutions		Settlement		Adjustments (c)		June 30, 2016	
	Number	Amount	Number	Amount	Number	Amount	Number	Amount	Number	Amount	Number	Amount
<i>(Dollars in thousands)</i>												
Repurchase/make whole requests:												
FNMA (a)	119	\$ 23,049	9	\$ 1,692	(18)	\$ (3,051)	(87)	\$ (17,286)	(1)	\$ (140)	22	\$ 4,264
HLMC (a)	9	1,499			(3)	(515)	(1)	(50)	1	140	6	1,074
FNMA			4	295							4	295
Non-Agency whole loan-related	126	19,335			(1)	(227)					125	19,108
MI Cancellations	20	4,379	6	871	(7)	(870)	(6)	(934)	1	(102)	14	3,344
MI Curtailments	566	93,276	10	1,821	(296)	(47,014)	(129)	(22,236)	4	491	155	26,338
Other requests (b)	190	28,441	11	1,116	(68)	(10,650)	(69)	(9,842)	(2)	(383)	62	8,682
<b>Total</b>	<b>1,030</b>	<b>\$ 169,979</b>	<b>40</b>	<b>\$ 5,795</b>	<b>(393)</b>	<b>\$ (62,327)</b>	<b>(292)</b>	<b>\$ (50,348)</b>	<b>3</b>	<b>\$ 6</b>	<b>388</b>	<b>\$ 63,105</b>

	January 1, 2016		Inflows		Resolutions		Settlement		Adjustments (c)		June 30, 2016	
	Number	Amount	Number	Amount	Number	Amount	Number	Amount	Number	Amount	Number	Amount
<i>(Dollars in thousands)</i>												
Repurchase/make whole requests:												
FNMA (a)	115	\$ 22,465	33	\$ 5,902	(38)	\$ (6,677)	(87)	\$ (17,286)	(1)	\$ (140)	22	\$ 4,264
HLMC (a)	10	1,699	4	720	(8)	(1,435)	(1)	(50)	1	140	6	1,074
FNMA	2	297	4	295	(2)	(297)					4	295
Non-Agency whole loan-related	131	19,971	4	835	(10)	(1,698)					125	19,108
MI Cancellations	23	5,214	18	3,232	(18)	(3,206)	(6)	(934)	(3)	(962)	14	3,344
MI Curtailments	535	89,805	65	10,465	(321)	(52,313)	(129)	(22,236)	5	617	155	26,338
Other requests (b)	190	27,881	18	2,367	(75)	(11,491)	(69)	(9,842)	(2)	(233)	62	8,682
<b>Total</b>	<b>1,006</b>	<b>\$ 167,332</b>	<b>146</b>	<b>\$ 23,816</b>	<b>(472)</b>	<b>\$ (77,117)</b>	<b>(292)</b>	<b>\$ (50,348)</b>		<b>\$ (578)</b>	<b>388</b>	<b>\$ 63,105</b>

The following tables provide a rollforward of the number and unpaid principal amount of loans in the active repurchase request pipeline, including related unresolved MI cancellation notices and other requests for the three and six months ended June 30, 2015:

April 1, 2015                      Inflows                      Resolutions                      June 30, 2015

<i>(Dollars in thousands)</i>							Adjustments			
	Number	Amount	Number	Amount	Number	Amount	Number	Amount	Number	Amount
Repurchase/make whole requests:										
FNMA (a)	131	\$ 25,497	22	\$ 2,851	(38)	\$ (6,053)		\$ 125	115	\$ 22,420
FHLMC (a)	17	2,823	3	483	(4)	(514)			16	2,792
GNMA	2	69	2	395					4	464
Non-Agency whole loan-related	171	25,827	18	3,279	(10)	(2,215)	1	155	180	27,046
MI Cancellations	29	6,046	24	4,651	(27)	(5,085)	4	528	30	6,140
MI Curtailments	503	84,572	100	16,970	(14)	(2,074)	(9)	(1,300)	580	98,168
Other requests (b)	145	22,930	31	4,071	(43)	(6,526)	4	166	137	20,641
<b>Total</b>	<b>998</b>	<b>\$ 167,764</b>	<b>200</b>	<b>\$ 32,700</b>	<b>(136)</b>	<b>\$ (22,467)</b>		<b>\$ (326)</b>	<b>1,062</b>	<b>\$ 177,671</b>

<i>(Dollars in thousands)</i>	January 1, 2015		Inflows		Resolutions		Adjustments		June 30, 2015	
	Number	Amount	Number	Amount	Number	Amount	Number	Amount	Number	Amount
Repurchase/make whole requests:										
FNMA(a)	142	\$ 27,831	52	\$ 6,808	(78)	\$ (12,195)	(1)	\$ (24)	115	\$ 22,420
FHLMC(a)	19	3,310	10	2,023	(13)	(2,541)			16	2,792
GNMA	2	69	2	395	(1)	(123)	1	123	4	464
Non-Agency whole loan-related	171	25,827	19	3,434	(11)	(2,370)	1	155	180	27,046
MI Cancellations	28	6,004	43	7,638	(45)	(7,954)	4	452	30	6,140
MI Curtailments	594	101,063	152	26,687	(161)	(28,859)	(5)	(723)	580	98,168
Other requests (b)	65	10,825	129	18,887	(60)	(9,323)	3	252	137	20,641
<b>Total</b>	<b>1,021</b>	<b>\$ 174,929</b>	<b>407</b>	<b>\$ 65,872</b>	<b>(369)</b>	<b>\$ (63,365)</b>	<b>3</b>	<b>\$ 235</b>	<b>1,062</b>	<b>\$ 177,671</b>

(a) Inflows represent amounts excluded from the DRAs.

(b) Other requests typically include requests for additional information from both GSE and non-GSE purchasers.

(c) Generally, adjustments reflect reclassifications between repurchase requests and MI cancellation notices and/or updates to UPB.

As of June 30, 2016, Agencies accounted for approximately 68 percent of the total active pipeline, inclusive of MI cancellation notices, MI curtailments, and all other claims. MI curtailment requests are intended only to cover the shortfall in MI insurance proceeds, therefore FHN's loss from MI curtailments as a percentage of UPB in the pipeline generally is significantly lower than that of a repurchase or make-whole claim. Total repurchase and make-whole claims decreased \$28.0 million to \$24.7 million and total MI cancellation notices decreased \$2.8 million to \$3.3 million in second quarter 2016 relative to second quarter 2015. MI curtailment and other requests decreased \$71.8 million and \$12.0 million from second quarter 2015 to \$26.3 million and \$8.7 million, respectively, in second quarter 2016. At June 30, 2016, the active pipeline contained no loan repurchase or make-whole requests from the FH proprietary securitization trustee related to first lien mortgage loans based on claims related to breaches of representations and warranties.

**Table of Contents****Repurchase Accrual Methodology**

Over the past several years FHN's approach for determining the adequacy of the repurchase and foreclosure reserve has evolved, sometimes substantially, based on changes in information available. Repurchase/make-whole rates vary based on purchaser, vintage, and claim type. For those loans repurchased or covered by a make-whole payment, cumulative average loss severities range between 50 and 60 percent of the UPB.

*Repurchase Accrual Approach*

Repurchase/Make-whole and Damages obligations and estimates for probable incurred losses associated with loan populations excluded from the DRAs are included in FHN's remaining repurchase liability as of June 30, 2016. Those remaining obligations primarily relate to future MI cancellations, loans included in bulk servicing sales effected prior to the DRAs, and other whole loans sold.

In determining the loss content of GSE loans subject to repurchase requests excluded from the DRAs (primarily loans included in bulk sales), FHN applies a vintage level estimate of loss to all loans sold to the GSEs that were not included in the settlements and which have not had a prior repurchase resolution. First, pre-payment, default, and claim rate estimates are applied by vintage to estimate the aggregate claims expected but not yet resolved. Historical loss factors for each sale vintage and repurchase rates are then applied to estimate total loss content. Loss content related to other whole loan sales is estimated by applying the historical average repurchase and loss severity rates to the current UPB in the active pipeline to calculate estimated losses attributable to the current pipeline. FHN then uses an internal model to calculate loss content by applying historical average loss repurchase and severity rates to historical average inflows. For purposes of estimating loss content, FHN also considers MI cancellations. When assessing loss content related to loans where MI has been cancelled, FHN applies historical loss factors (including repurchase rates and loss severity ratios) to the total unresolved MI cancellations in the active pipeline, as well as applying these factors to historical average inflows to estimate loss content. Additionally, FHN identifies estimated losses related to MI curtailment requests. Management also evaluates the nature of claims from purchasers and/or servicers of loans sold to determine if qualitative adjustments are appropriate.

*Repurchase and Foreclosure Liability*

The repurchase and foreclosure liability is comprised of reserves to cover estimated loss content in the active pipeline, as well as estimated loss content related to certain known claims not currently included in the active pipeline. FHN compares the estimated probable incurred losses determined under the applicable loss estimation approaches described above for the respective periods with current reserve levels. Changes in the estimated required liability levels are recorded as necessary through the repurchase and foreclosure provision.

The following table provides a rollforward of the legacy mortgage repurchase liability during the three and six months ended June 30, 2016 and 2015:

**Table 23 Reserves for Repurchase and Foreclosure Losses**

	Three Months Ended		Six Months Ended	
	June 30		June 30	
<i>(Dollars in thousands)</i>	<b>2016</b>	2015	<b>2016</b>	2015
<b>Legacy Mortgage</b>				

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Beginning balance	<b>\$ 114,320</b>	\$ 116,374	<b>\$ 114,947</b>	\$ 119,404
Provision for repurchase and foreclosure losses (a)	<b>(31,400)</b>		<b>(31,400)</b>	
Net realized gain/(losses)	<b>(15,537)</b>	180	<b>(16,164)</b>	(2,850)
Balance on June 30	<b>\$ 67,383</b>	\$ 116,554	<b>\$ 67,383</b>	\$ 116,554

- (a) In second quarter 2016, FHN settled certain repurchase claims which resulted in the reversal of \$31.4 million of mortgage repurchase and foreclosure provision.

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**Government-Backed Mortgage Lending Programs**

FHN's FHA and VA program lending was substantial prior to the 2008 platform sale, and has continued at a much lower level since then. As lender, FHN made certain representations and warranties as to the compliance of the loans with program requirements. Over the past several years, most recently in first quarter 2015, FHN occasionally has recognized significant losses associated with settling claims and potential claims by government agencies, and by private parties asserting claims on behalf of agencies, related to these origination activities. At June 30, 2016, FHN had not accrued a liability for any matter related to these government lending programs, and no pending or known threatened matter related to these programs represented a material loss contingency described in Note 10 Contingencies and Other Disclosures.

**Other FHN Mortgage Exposures**

At June 30, 2016, FHN had not accrued a liability for exposure for repurchase of first-lien loans related to FH proprietary securitizations arising from claims from the trustee that FHN breached its representations and warranties in FH proprietary securitizations at closing. FHN's trustee is a defendant in a lawsuit in which the plaintiffs have asserted that the trustee has duties to review loans and otherwise to act against loan originators and loan servicers, including FHN, outside of the duties specified in the applicable trust documents; FHN is not a defendant in that suit and is not able to assess what, if any, exposure FHN may have as a result of it.

FHN is defending, directly or as indemnitor, certain pending lawsuits brought by purchasers of certificates in FH proprietary securitizations or their assignees. FHN believes a new lawsuit based on federal securities claims that offering disclosures were deficient cannot be brought at this time due to the running of applicable limitation periods, but other investor claims, based on other legal theories, might still be possible. Due to the sales of MSR from 2008 through 2014, FHN has limited visibility into current loan information such as principal payoffs, refinance activity, delinquency trends, and loan modification activity.

Many non-GSE purchasers of whole loans from FHN included those loans in their own securitizations. Regarding such other whole loans sold, FHN made representations and warranties concerning the loans and provided indemnity covenants to the purchaser/securitizer. Typically the purchaser/securitizer assigned key contractual rights against FHN to the securitization trustee. As mentioned above, repurchase and make-whole claims related to specific loans are included in the active pipeline and repurchase reserve. In addition, currently the following categories of actions are pending which involve FHN and other whole loans sold: (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 demands from purchasers or their assignees; and (iv) FHN is a defendant in legal actions involving FHN-originated loans. At June 30, 2016, FHN had not accrued a liability for any litigation matter related to other whole loans sold; however, FHN's repurchase and foreclosure liability included certain known exposures from other whole loans sold.

Certain government entities have subpoenaed information from FHN and others. These entities include the FDIC (on behalf of certain failed banks) and the FHLBs of San Francisco, Atlanta, and Seattle, among others. These entities purport to act on behalf of several purchasers of FH proprietary securitizations, and of non-FH securitizations which included other whole loans sold. 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. 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. Unless and until a review (if related to specific loans) becomes an identifiable repurchase claim, the associated loans are not considered part of the active pipeline.

**MARKET UNCERTAINTIES AND PROSPECTIVE TRENDS**

During 2015 and the first half of 2016 the national economy generally exhibited modest growth. However, certain economic indicators have been mixed and the pace of recovery from the 2008-9 recession has been uneven and could regress. As uncertainties remain surrounding the national economy, the housing market, Fed monetary policy, the competitive landscape (including competition from non-traditional banks), the regulatory and political environment, U.S. government spending generally, and global economic and political situations, FHN may continue to be faced with challenges. Although management considers asset quality at FHN to be strong, external factors may result in increased credit costs and loan loss provisioning and could also suppress loan demand from borrowers and further increase competition among financial institutions resulting in continued pressure on net interest income. Additionally, a downturn in the economic environment or disruptions in the housing market could affect borrower defaults and actions by MI companies which could result in elevated repurchase, make-whole, or other monetary requests from GSEs and third party whole loan purchasers relative to current projections or could impact losses recognized by investors in FH proprietary securitizations which could result in demands or litigation. See the Repurchase Obligations, Off-Balance Sheet Arrangements, and Other Contractual Obligations section within this MD&A, and Note 10 Contingencies and Other Disclosures within this report for additional discussion regarding FHN's repurchase obligations.

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In recent years, the Federal Reserve has implemented significant economic strategies that have impacted interest rates, inflation, asset values, and the shape of the yield curve, and currently may be transitioning from many years of easing to what may be an extended period of gradual tightening. Effects on the yield curve often are most pronounced at the short end of the curve. Among other things, easing strategies are intended to lower interest rates, flatten the yield curve, expand the money supply, and stimulate economic activity, while tightening strategies are intended to increase interest rates, steepen the yield curve, tighten the money supply, and restrain economic activity. Other things being equal, the current transition from easing to tightening (if it continues) should tend to diminish or reverse downward pressure on rates, and to diminish or eventually end the stimulus effect that low interest rates tend to have on the economy. Many external factors may interfere with the effects of these plans or cause them to change unexpectedly. Such factors include significant economic trends, such as another U.S. contraction or recession, or events as well as significant international monetary policies and events.

Although FHN has little direct exposure to non-U.S.-dollar-denominated assets or to foreign sovereign debt, major adverse events outside the U.S. could have a substantial indirect impact on FHN. Because the U.S. economy and the businesses of many of our customers are linked significantly to global economic and market conditions, a major adverse event could negatively impact liquidity in the U.S. causing funding costs to rise, or could potentially limit availability of funding through conventional markets in a worst-case scenario. FHN also could be adversely affected by events outside of the U.S. impacting hedging or other counterparties, customers with non-U.S. businesses and/or assets denominated in foreign currencies, the U.S. economy, interest rates, inflation/deflation rates, and the regulatory environment should there be a political response to major financial disruptions, all of which could have a financial impact on FHN.

**Foreclosure Practices**

FHN anticipates continued compliance challenges relating to foreclosure, loss mitigation, and servicing practices in connection with its efforts to comply with regulations and standards issued by the OCC and the CFPB including those relating to vendor management and changes in applicable state law relating to foreclosure and loss mitigation.

In addition, FHN retains exposure for potential deficiencies in servicing related to its legacy servicing business and subservicing arrangements. Further details regarding these legacy matters are provided in [Obligations from Legacy Mortgage Businesses Overview](#) [Servicing Obligations](#) under [Repurchase Obligations](#), [Off-Balance Sheet Arrangements](#), and [Other Contractual Obligations](#).

**CRITICAL ACCOUNTING POLICIES**

There have been no significant changes to FHN's critical accounting policies as described in [Critical Accounting Policies](#) beginning on page 64 of Exhibit 13 to FHN's Annual Report on Form 10-K for the year ended December 31, 2015.

**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. In February 2016, the FASB issued ASU 2016-08, *Principal versus Agent Considerations*, which provides additional guidance on whether an entity should recognize revenue on a gross or net basis, based on which party controls the specified good or service before that good or service is transferred to a customer. In April 2016, the FASB issued ASU 2016-10, *Identifying Performance Obligations and Licensing*, which clarifies the original guidance included in ASU 2014-09 for identification of the goods or services provided to customers and enhances the implementation guidance for licensing arrangements. ASU 2016-12, *Narrow-Scope Improvements and Practical Expedients* was issued in May 2016 to provide additional guidance for the implementation and application of ASU 2014-09. The effective date of these ASUs 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 these ASUs on its revenue recognition practices.

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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 January 2016, the FASB issued ASU 2016-01, *Recognition and Measurement of Financial Assets and Financial Liabilities*. ASU 2016-01 makes several revisions to the accounting, presentation and disclosure for financial instruments. Equity investments (except those accounted for under the equity method or those that result in consolidation of the investee) are required to be measured at fair value with changes in fair value recognized in net income. An entity may elect to measure equity investments that do not have readily determinable market values at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or similar instruments from the same issuer. ASU 2016-01 also requires a qualitative impairment review for equity investments without readily determinable fair values, with measurement at fair value required if impairment is determined to exist. For liabilities for which fair value has been elected, ASU 2016-01 revises current accounting to record the portion of fair value changes resulting from instrument-specific credit risk within other comprehensive income rather than earnings. Additionally, ASU 2016-01 clarifies that the need for a valuation allowance on a deferred tax asset related to available-for-sale securities should be assessed in combination with all other deferred tax assets rather than being assessed in isolation. ASU 2016-01 also makes several changes to existing fair value presentation and disclosure requirements, including a provision that all disclosures must use an exit price concept in the determination of fair value. ASU 2016-01 is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. FHN is evaluating the impact of ASU 2016-01 on its current accounting and disclosure practices.

In February 2016, the FASB issued ASU 2016-02, *Leases* which requires a lessee to recognize in its statement of condition a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. ASU 2016-02 leaves lessor accounting largely unchanged from prior standards. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. If a lessee makes this election, it should recognize lease expense for such leases generally on a straight-line basis over the lease term. All other leases must be classified as financing or operating leases which depends on the relationship of the lessee's rights to the economic value of the leased asset. For finance leases, interest on the lease liability is recognized separately from amortization of the right-of-use asset in earnings, resulting in higher expense in the earlier portion of the lease term. For operating leases, a single lease cost is calculated so that the cost of the lease is allocated over the lease term on a generally straight-line basis.

In transition to ASU 2016-02, lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. The modified retrospective approach includes a number of optional practical expedients that entities may elect to apply, which would result in continuing to account for leases that commence before the effective date in accordance with previous requirements (unless the lease is modified) except that lessees are required to recognize a right-of-use asset and a lease liability for all operating leases at each reporting date based on the present value of the remaining minimum rental payments that were tracked and disclosed under previous requirements. ASU 2016-02 also requires expanded qualitative and qu