

**IN THE UNITED STATES DISTRICT COURT FOR THE
NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION**

**LOCAL 703, I.B. OF T. GROCERY)
AND FOOD EMPLOYEES)
WELFARE FUND, DISTRICT)
NO. 9, et al.,)**

Plaintiffs,)

v.)

REGIONS FINANCIAL CORP., et al.,)

Defendants.)

Case No. 2:10-cv-02847-IPJ

**DEFENDANT REGIONS FINANCIAL CORPORATION’S
MOTION TO QUASH PLAINTIFFS’ SUBPOENA TO
ERNST & YOUNG LLP
AND MOTION FOR PROTECTIVE ORDER**

COMES NOW, Regions Financial Corporation (“Regions”), and submits this Motion to Quash plaintiffs’ Subpoena to non-party Ernst & Young LLP (the “Subpoena”) and Motion for Protective Order pursuant to Federal Rules of Civil Procedure 45(c) and 26(c).¹ As grounds for this Motion, Regions states as follows:

¹ A party defendant has standing to move to quash or for a protective order with respect to a third party subpoena. *Auto-Owners Ins.Co. v. Southeast Floating Docks, Inc.*, 231 F.R.D. 426, 428-29 (M.D.Fla. 2005). See also *Old Towne Development Group, L.L.C. v. Matthews*, 2009 WL 2021723 (M.D. La. 2009) (a party claiming a protected interest in the information sought may

1. Pursuant to Federal Rule of Civil Procedure 45(c)(3)(A), and on timely motion of a party, a district court must quash or modify a subpoena that “requires disclosure of privileged or other protected matter, if no exception or waiver applies; or subjects a person to undue burden.” *Morris v. Sequa Corp.*, -- F.R.D.--, No. 2:11-cv-0053-SLB, 2011 WL 3300697, *1 (N.D.Ala. July 21, 2011) (quoting Fed.R.Civ. P. 45(c)(3)(A)).

2. Independently, because the scope of discovery under Federal Rule of Civil Procedure 45 is the same as under Federal Rule 26, a third party subpoena must be quashed if it is overly broad, unduly burdensome, or not reasonably calculated to lead to the discovery of admissible evidence. *Barrington v. Mortg. IT, Inc.*, No. 07-61304-CIV, 2007 WL 4370647, *3 (S.D. Fla. Dec. 10, 2007 (citations omitted); *Zorn v. Principal Life Ins. Co.*, No. CV 609-081, 2010 WL 3282982, *3 (S.D.Ga. Aug. 18, 2010).

3. Moreover, all discovery is subject to the limitations of Rule 26(b)(2)(C), which requires a district court to limit the extent of discovery if:

- (i) the discovery sought is unreasonably cumulative or duplicative, or can be obtained from some other source that is more convenient, less burdensome, or less expensive;

move to quash a third party subpoena). On October 10, 2011, Regions served an objection to the subpoena, a copy of which is attached hereto as “Exhibit A.”

(ii) the party seeking discovery has had ample opportunity to obtain the information by discovery in the action; or

(iii) the burden or expense of the proposed discovery outweighs its likely benefit, considering the needs of the case, the amount in controversy, the parties' resources, the importance of the issues at stake in the action, and the importance of the discovery in resolving the issues.

Morris, 2011 WL 3300697 at *1-2 (quoting Fed.R.Civ. P. 26(b)(2)(C)).

4. Thus, when evaluating a motion to quash a subpoena, a district court must balance "the relevance of the discovery sought, the requesting party's need, and the potential hardship to the party subject to the subpoena." *Truswall Systems Corp. v. Hydro-Air Engineering, Inc.*, 813 F.2d 1207, 1210 (Fed. Cir. 1987). *See also Erinmedia, L.L.C. v. Nielson Media Research, Inc.*, 2007 WL 1970860, *2 (M.D. Fla. 2007).

5. Because the non-party status of a subpoenaed entity weighs against disclosure, a plaintiff who subpoenas a non-party must make a stronger showing of relevance than he or she must make for simple party discovery. *See, e.g., Cytodyne Tech., Inc. v. Biogenic Tech., Inc.*, 216 F.R.D. 533, 535 (M.D. Fla. 2003); *Schaff v. Smithkline Beecham Corp.*, 2006 WL 2246146, *2 (M.D. Fla. Aug. 4, 2006); *Fadalla v. Life Automotive Products*, 2007 WL 4233550, *2 (M.D. Fla. Nov. 27, 2007); *United Tech. Corp. v. Mazer*, 2007 WL 788877, *1 (S.D. Fla Mar. 14, 2007); *American Elec. Power Co. v. U.S.*, 191 F.R.D. 132, 136 (S.D. Ohio 1999);

Katz v. Batavia Marine & Sporting Supplies, Inc., 984 F.2d 422, 424 (Fed. Cir. 1993); *Solarex Corp. v. Arco Solar, Inc.*, 121 F.R.D. 163, 179 (E.D.N.Y. 1988); *Stamy v. Packer*, 138 F.R.D. 412, 419 (D.N.J. 1990); *Laxalt v. McClatchy*, 116 F.R.D. 455, 458 (D. Nev. 1986). The plaintiff "must demonstrate that the relevance and need for the evidence outweigh the burden and prejudice to the non-party." *Anker v. G. D. Searle & Co.*, 126 F.R.D. 515, 518 (M.D. N.C. 1989).

6. In this case, the Subpoena must be quashed for several independent reasons. First, the Subpoena seeks information protected from disclosure by the attorney client privilege, the attorney work product doctrine, and the bank examination privilege. See Objection No. 12 of Ernst & Young, attached hereto as "Exhibit B;" 12 C.F.R. §261.20; Ala. Code § 5-3A-3. Regions affirmatively asserts all applicable privileges, including the attorney-client privilege, work product doctrine and bank examination privilege, with respect to the documents in Ernst & Young's custody and control. Consequently, the Subpoena is due to be quashed and Regions is entitled to a protective order with regard to the requests set forth therein.

7. Second, the Subpoena seeks the production of tax returns and tax return information that E&Y is precluded from disclosing under federal statute and the regulations promulgated thereunder. See 26 U.S.C. § 7216. For this additional

independent reason, the Subpoena is due to be quashed and a protective order entered.

8. Third, as an auditor of Regions, E&Y gained access to Regions' confidential and proprietary commercial or trade secret information. *See* Exhibit A. Regions hereby affirmatively asserts all privileges and objections with respect to such information. For this additional independent reason, the Subpoena is due to be quashed and a protective order entered.

9. Fourth, plaintiffs cannot demonstrate that the alleged relevance of and their alleged need for the information requested in the Subpoena outweighs the burden on and prejudice to Ernst & Young, or the prejudice to Regions. *See* Paragraphs 3-5, *supra*; *see also* Exhibit B. For this additional independent reason, the Subpoena should be quashed.

WHEREFORE, Regions, pursuant to Federal Rules of Procedure 26 and 45, moves to quash the Subpoena or, in the alternative, for the entry of a protective order preventing disclosure of the documents and information sought by the Subpoena.

Respectfully submitted this 26th day of October, 2011.

/s/Maibeth J. Porter
MAIBETH J. PORTER
JOHN N. BOLUS

Counsel for Defendant Regions
Financial Corporation.

OF COUNSEL:

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CERTIFICATE OF SERVICE

I hereby certify that on October 26, 2011, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the following counsel of record:

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and that I served the foregoing on the following via e-mail and U.S. mail:

Michael J. Crane
ERNST & YOUNG LLP
5 Times Square
New York, New York 10036

/s/Maibeth J. Porter
OF COUNSEL

**IN THE UNITED STATES DISTRICT COURT FOR THE
NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION**

**LOCAL 703, I.B. OF T. GROCERY)
AND FOOD EMPLOYEES)
WELFARE FUND, DISTRICT)
NO. 9, et al.,)**

Plaintiffs,)

v.)

**REGIONS FINANCIAL CORPORA-)
TION, et al.,)**

Defendants.)

Case No. 2:10-cv-02847-IPJ

**DEFENDANT REGIONS FINANCIAL CORPORATION'S OBJECTION
TO SUBPOENA TO ERNST & YOUNG LLP DATED
SEPTEMBER 27, 2011**

Comes now Regions Financial Corporation, a defendant in the above-styled cause, and objects to plaintiffs' subpoena dated September 27, 2011 to Ernst & Young LLP, notice of which is attached. To the extent the subpoena requests documents containing confidential supervisory information, disclosure is prohibited by 12 C.F.R. §261.20 and Alabama Code Section 5-3A-3(e) (1980). Regions also objects to the subpoena to the extent it seeks documents protected by

EXHIBIT A

the attorney-client privilege or any other applicable privilege or protection. 12

U.S.C. §1828(x); Ala. Code §5-3A-6(a); Fed. R. Civ. Proc. 26.

/s/Maibeth J. Porter

MAIBETH J. PORTER

JOHN N. BOLUS

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CERTIFICATE OF SERVICE

I hereby certify that I have served a copy of the foregoing document by e-mail and by U.S. First Class Mail, on this the 10th day of October, 2011:

Mr. Andrew J. Brown
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/s/Maibeth J. Porter
OF COUNSEL

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ALABAMA
SOUTHERN DIVISION

LOCAL 703, I.B. OF T. GROCERY)	Civil Action No. 2:10-cv-02847-IPJ
AND FOOD EMPLOYEES WELFARE)	
FUND, et al., Individually and on)	<u>CLASS ACTION</u>
Behalf of All Others Similarly Situated,)	NOTICE OF SUBPOENAS TO NON-
Plaintiffs,)	PARTIES
vs.)	
REGIONS FINANCIAL)	
CORPORATION, et al.,)	
Defendants.)	
_____)	

TO: ALL PARTIES AND THEIR ATTORNEYS OF RECORD

PLEASE TAKE NOTICE that plaintiffs, pursuant to Fed. R. Civ. P. 26, 34(c) and 45, will inspect and copy the documents identified in the Schedule As attached hereto, which are in the possession, custody or control of the following non-parties, at the places, dates and times specified.

NON-PARTY	DATE/TIME	LOCATION
Ernst & Young LLP 1285 Avenue of the Americas New York, NY 10019	October 27, 2011 10:00 a.m.	Robbins Geller Rudman & Dowd LLP 52 Duane Street 7th Floor New York, NY 10007
Sullivan & Cromwell LLP 125 Broad Street New York, NY 10004-2498	October 27, 2011 10:00 a.m.	Robbins Geller Rudman & Dowd LLP 52 Duane Street 7th Floor New York, NY 10007
Jeff Kuehr 805 Lake Vista Circle Birmingham, AL 35242	October 27, 2011 10:00 a.m.	Ward & Wilson, LLC 2100 Southbridge Parkway Suite 580 Birmingham, AL 35209
Tom Neely 3308 Cherokee Road Birmingham, AL 35223	October 27, 2011 10:00 a.m.	Ward & Wilson, LLC 2100 Southbridge Parkway Suite 580 Birmingham, AL 35209
William C. Wells III 8014 Castlehill Road Birmingham, AL 35242	October 27, 2011 10:00 a.m.	Ward & Wilson, LLC 2100 Southbridge Parkway Suite 580 Birmingham, AL 35209
Michael J. Willoughby 2019 Nolia RDG Birmingham, AL 35243	October 27, 2011 10:00 a.m.	Ward & Wilson, LLC 2100 Southbridge Parkway Suite 580 Birmingham, AL 35209

SCHEDULE A
(Sullivan & Cromwell LLP)

I. DEFINITIONS

Unless otherwise stated, the terms set forth below are defined as follows:

1. "Sullivan Cromwell" refers to Sullivan & Cromwell LLP, any of its subsidiaries, divisions or affiliates (foreign and domestic), predecessors, successors, and any internal committees, present and former officers, directors, employees, agents, attorneys, accountants, investigators, paralegals, staff or anyone acting or purporting to act on its behalf.
2. "You" and "your" refers to the person or entity responding to these requests.
3. "Regions" or the "Company" refers to defendant Regions Financial Corporation, any of its subsidiaries, divisions or affiliates (foreign and domestic), predecessors, successors, and any internal committees, present and former officers, directors, employees, agents or anyone acting or purporting to act on its behalf.
4. "Individual Defendants" refers to C. Dowd Ritter, Irene M. Esteves and Alton E. Yother and their agents, accountants, employees, partners or other persons occupying similar positions or performing similar functions and all other persons acting or purporting to act on their behalf.
5. "Defendants" refers to Regions and the Individual Defendants.

6. "Federal Reserve" means the Board of Governors of the Federal Reserve System, its national, regional and branch offices, and its officers, commissioners, directors, administrators, branch chiefs, attorneys, accountants, investigators, paralegals and staff.

7. "FDIC" refers to the United States Federal Deposit Insurance Corporation, its national, regional and branch offices, and its officers, commissioners, directors, administrators, branch chiefs, attorneys, accountants, investigators, paralegals and staff.

8. "SEC" means the United States Securities and Exchange Commission, its national, regional and branch offices, and its commissioners, directors, administrators, branch chiefs, attorneys, accountants, investigators, paralegals and staff.

9. "OTS" means the Office of Thrift Supervision, United States Department of Treasury, its national, regional and branch offices, and its officers, commissioners, directors, administrators, branch chiefs, attorneys, accountants, investigators, paralegals and staff.

10. "DOJ" means the United States Department of Justice, its national, regional and branch offices, and its commissioners, directors, administrators, branch chiefs, attorneys, accountants, investigators, paralegals and staff.

11. "FBI" means the Federal Bureau of Investigation, its national, regional and branch officers, and its commissioners, directors, administrators, branch chiefs, attorneys, accountants, investigators, paralegals and staff.

12. "OAG" means any Office of the Attorney General for any state within the United States of America, their regional, local and branch officers, and their commissioners, directors, administrators, branch chiefs, attorneys, accountants, investigators, paralegals and staff.

13. "Banking Department" refers to the State of Alabama Banking Department, its regional, local and branch officers, and its commissioners, directors, administrators, branch chiefs, attorneys, accountants, investigators, paralegals and staff.

14. "DFI" refers to the Division of Financial Institutions of the Office of Financial Regulation for the State of Florida, its regional, local and branch officers, and its commissioners, directors, administrators, branch chiefs, attorneys, accountants, investigators, paralegals and staff.

15. "DBF" refers to the Department of Banking and Finance for the State of Georgia, its regional, local and branch officers, and its commissioners, directors, administrators, branch chiefs, attorneys, accountants, investigators, paralegals and staff.

16. "Document" or "documents" is synonymous in meaning and equal in scope to the usage of this term in Fed. R. Civ. P. 34(a), including, without limitation,

electronic or computerized data compilations. A draft or non-identical copy is a separate document within the meaning of this term.

17. "Employee" refers to any person who at any time acted or purported to act on your behalf or under your supervision, direction or control, including, without limitation, past and current directors, officers, principals, partners, executives, analysts, investment bankers, consultants, advisors, representatives, attorneys, agents, trustees, independent contractors, assigns or similar persons or entities.

18. "Communication" or "communications" means the transmittal of information (in the form of facts, ideas, inquiries or otherwise).

19. "Concerning" means relating to, referring to, describing, evidencing, regarding or constituting.

20. "Meetings" refers to the contemporaneous presence of any natural persons (including by telephone or other electronic means) for any purpose, and whether or not the meeting was formal or informal or occurred in connection with some other activity.

21. "Financial statements" includes, without limitation, the following, whether audited or unaudited, whether draft, final, interim or pro forma, whether complete or partial and whether consolidated, consolidating or unconsolidated: balance sheets; statements of financial position; income statements; statements of earnings, revenues, expenses, profits and losses; statements of equity, additional paid-in capital and retained earnings; cash flow statements and source of application of

funds; notes to each of such statements; and any and all other statements and notes that relate to Regions' past or present financial condition.

22. "Loan Portfolio" refers to residential first mortgage loans, construction loans, business loans, commercial real estate loans, home equity loans acquired, originated, purchased, serviced, sold and transferred by Regions.

23. "Person" or "persons" is defined as any natural person or any business, legal or governmental entity or association.

24. "Policy" as used herein means any rule, procedure, directive, guideline, practice or course of conduct, whether formal or informal, written or unwritten, recorded or unrecorded.

25. The terms "all," "any" and "each" shall be construed as encompassing any and all.

26. The use of the singular form of any word includes the plural and vice versa.

27. The connectives "and" and "or" shall be construed either disjunctively or conjunctively as necessary to bring within the scope of the discovery request all responses that might otherwise be construed to be outside of its scope.

28. "Electronic data" refers to any original and any non-identical copies (whether non-identical because of notes made on copies or attached comments, annotations, marks, transmission notations or highlighting of any kind) of mechanical, facsimile, electronic, magnetic, digital or other programs (whether private,

commercial or work-in-progress), programming notes or instructions, activity listings of electronic mail receipts or transmittals, output resulting from the use of any software program, including word processing documents, spreadsheets, database files, charts, graphs and outlines, electronic mail or "e-mail," personal digital assistant ("PDA") messages, instant messenger messages, operating systems, source code of all types, programming languages, linkers and compilers, peripheral drives, PDF files, PRF files, batch files, ASCII files, crosswalks, code keys, pull down tables, logs, file layouts, and any and all miscellaneous files or file fragments, regardless of the media on which they reside and regardless of whether said electronic data consists of an active file, deleted file or file fragment. "Electronic data" also includes any and all items stored on computer memory or memories, hard disks, floppy disks, zip drives, CD-ROM discs, Bernoulli Boxes and their equivalents, magnetic tapes of all types and kinds, microfiche, punched cards, punched tape, computer chips (including, but not limited to, EPROM, PROM, ROM or RAM of any kind) on or in any other vehicle for digital data storage or transmittal, files, folder tabs or containers and labels appended to or associated with any physical storage device associated with each original and each copy.

II. INSTRUCTIONS

1. All documents shall be produced as they are maintained in the ordinary course of business, and shall be produced in their original folders, binders, covers or containers, or facsimile thereof, *i.e.*, documents maintained electronically shall be

produced in the manner in which such documents are stored and retrieved. In addition, documents are to be produced in full and unexpurgated form; redacted documents will not constitute compliance with this request.

2. In responding to these requests, you shall produce all responsive documents (including those stored electronically), which are in your possession, custody or control, or in the possession, custody or control of your predecessors, successors, parents, subsidiaries, divisions or affiliates, or any of your respective directors, officers, managing agents, agents, employees, attorneys, accountants or other representatives. A document shall be deemed to be within your control if you have the right to secure the document or a copy of the document from another person having possession or custody of the document.

3. Pursuant to the Federal Rules of Civil Procedure, you are to produce for inspection and copying by plaintiffs *original* documents, including those stored electronically, as they are kept in the usual course of business. If the original is not in your custody, then a copy thereof, and all non-identical copies which differ from the original or from the other copies produced for any reason, including, without limitation, the making of notes thereon.

4. To the extent that there are documents containing information relevant to these requests that are currently in electronic format, the documents are to be produced in their native format.

5. If production of documents is withheld on the ground of privilege, as to each such withheld document state the following information:

- (a) which privilege is claimed;
- (b) who is asserting the privilege;
- (c) a precise statement of the facts upon which said claim of privilege

is based;

(d) the following information describing each purportedly privileged document:

(i) a brief description sufficient to identify its nature, *i.e.*, agreement, letter, memorandum, type, etc.;

(ii) a brief description sufficient to identify its subject matter and purpose of the document;

(iii) the date it was prepared;

(iv) the date it bears;

(v) the date it was sent;

(vi) the date it was received;

(vii) the identity of the person preparing it;

(viii) the identity of the person sending it;

(ix) the identity of each person to whom it was sent or was to have been sent, including all addresses and all recipients of copies;

(x) a statement as to whom each identified person represented or purported to represent at all relevant times; and

(xi) all persons to whom its contents have been disclosed; and

(e) a precise description of the place where each copy of that document is kept, including the title or description of the file in which said document may be found and the location of such file.

6. If a portion of any document responsive to these requests is withheld under claim of privilege pursuant to Instruction No. 5, any non-privileged portion of such document must be produced with the portion claimed to be privileged redacted.

7. You are to produce each document requested herein in its entirety, without deletion or excision (except as qualified by Instructions Nos. 5 and 6 above), regardless of whether you consider the entire document to be relevant or responsive to the requests.

8. Whenever a document is not produced in full or is produced in redacted form, so indicate on the document and state with particularity the reason or reasons it is not being produced in full, and describe to the best of your knowledge, information and belief, and with as much particularity as possible, those portions of the document which are not being produced.

9. If a document responsive to these requests was at any time in your possession, custody or control but is no longer available for production, as to each such document state the following information:

- (a) whether the document is missing or lost;
- (b) whether it has been destroyed;
- (c) whether the document has been transferred or delivered to another person and, if so, at whose request;
- (d) whether the document has been otherwise disposed of; and
- (e) a precise statement of the circumstances surrounding the disposition of the document and the date of its disposition.

10. With respect to any category of documents, the production of which you contend is in some way “burdensome” or “oppressive,” please state the specific reasons for that objection.

III. FORM OF PRODUCTION

Scanned documents should be provided as single-page tiff images with an .opt image cross reference file and a delimited database load file. The database load file should contain the following fields: “BEGNO,” “ENDNO,” “PAGES,” “VOLUME” and “CUSTODIAN.” The documents should be logically unitized (*i.e.*, contain correct document breaks: for instance, a five-page fax consisting of a cover page and a four-page memo should be unitized as a five-page document). Multi-page OCR text for each document should also be provided.

Electronically stored information (“ESI”) will be produced as single-page tiff images with the exception of Microsoft Excel Spreadsheets, audio and database-type files, including, but not limited to, Microsoft Access – which shall be produced in

native format. Each native file should be named according to the Bates number it has been assigned, and should be linked directly to its corresponding record in the load file using the NATIVELINK field. To the extent that either party believes that native files should be produced for a specific document or class of documents not required to be produced in native format pursuant to this paragraph, the parties agree to meet and confer on the issue in good faith. Additionally, all ESI will be produced with a delimited, Unicode database load file that contains the metadata fields listed in Table 1, attached hereto. An .opt image cross reference file will also be provided for all tiff images.

IV. RELEVANT TIME PERIOD

All requests herein refer to the period between January 1, 2008 through the present (the "Relevant Time Period"), unless otherwise specifically indicated, and shall include all documents and information that relate to such period, even though prepared or published outside of the Relevant Time Period.

V. DOCUMENTS REQUESTED

REQUEST NO. 1:

All documents and communications concerning audits, investigations and examinations into Regions' Loan Portfolio, including, but not limited to, those conducted by:

- (a) Regions' Board of Directors or any committee thereof;
- (b) the SEC;

- (c) the DOJ;
- (d) the FBI;
- (e) the FDIC;
- (f) the Federal Reserve;
- (g) the OTS;
- (h) the Banking Department;
- (i) the DFI;
- (j) the DBF;
- (k) the OAG; and
- (l) any other state or federal governmental agency.

REQUEST NO. 2:

All documents and communications concerning audits, investigations and examinations into Regions' financial statements, including, but not limited to, those conducted by:

- (a) Regions' Board of Directors or any committee thereof;
- (b) the SEC;
- (c) the FDIC;
- (d) the Federal Reserve;
- (e) the OTS;
- (f) the Banking Department;
- (g) the DFI;

- (h) the DBF;
- (i) the OAG; and
- (j) any other state or federal governmental agency.

REQUEST NO. 3:

All documents and communications concerning the investigations referred to by Regions on page 52 of their SEC Form 10-Q, filed on August 4, 2011 (relevant portions of which are attached hereto as Exhibit 1).

TABLE 1: METADATA FIELDS

Field Name	Example / Format	Description
BEGNO	ABC0000001 (Unique ID)	The Document ID number associated with the first page of a document.
ENDNO	ABC0000003 (Unique ID)	The Document ID number associated with the last page of a document.
BEGATTACH	ABC0000001 (Unique ID Parent-Child Relationships)	The Document ID number associated with the first page of the parent document.
ENDATTACH	ABC0000008 (Unique ID Parent-Child Relationships)	The Document associated with the last page of the last attachment.
PAGES	3 (Numeric)	The number of pages for a document.
VOLUME	VOL001	The name of CD, DVD or Hard Drive (vendor assigns).
RECORDTYPE	Options: e-mail, attachment, hard copy, loose e-file	The record type of a document
DESIGNATION	Confidential, Highly Confidential, etc.	If document is only provided in native, this field would be populated with the designation the native file should have if printed.
SENTDATE	MM/DD/YYYY HH:MM	The date & time the email was sent.
CREATEDATE	MM/DD/YYYY HH:MM	The date & time the document was created.
LASTMODDATE	MM/DD/YYYY HH:MM	The date & time the document was last modified.
RECEIVEDDATE	MM/DD/YYYY HH:MM	The date & time the document was received.
TIMEZONE PROCESSED	PST, CST, EST, etc	The time zone the document was processed in. NOTE: This should be the time zone where the documents were located at time of collection.
FILEPATH	i.e. Joe Smith/E-mail/Inbox Joe Smith/E-mail/Deleted Items Joe Smith/Loose Files/Accounting/... Joe Smith/Loose Files/Documents and Settings/...	Location of the original document. The source should be the start of the full path.
HIDDEN TYPE	Options: Track Changes, Hidden Spreadsheet, Very Hidden Spreadsheet, etc.	The type of hidden modification of the document (e.g. Track Changes, Hidden Spreadsheet, Very Hidden Spreadsheet, etc)
AUTHOR	jsmith	The author of a document from entered metadata.
FROM	Joe Smith <jsmith@email.com>	The display name and e-mail of the author of an e-mail. If only e-mail is given, then just list the e-mail address. An e-mail address should always be provided for every document.
TO	Joe Smith <jsmith@email.com>; ljones@email.com	The display name and e-mail of the recipient(s) of an e-mail. If only e-mail is given, then just list the e-mail address. An e-mail address should always be provided for every document.
CC	Joe Smith <jsmith@email.com>; ljones@email.com	The display name and e-mail of the copyee(s) of an e-mail. If only e-mail is given, then just list the e-mail address. An e-mail address should always be provided for every document.
BCC	Joe Smith <jsmith@email.com>; ljones@email.com	The display name and e-mail of the blind copyee(s) of an e-mail. If only e-mail is given, then just list the e-mail address. An e-mail address should always be provided for every document.
SUBJECT		The subject line of the e-mail.
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IMPORTANCE	0 or 1 or 2	E-mail Importance Flag (0 = Normal, 1 = Low Importance, 2 = High Importance)
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FULLTEXT	D:\TEXT\ABC000001.txt	The path to the full extracted text of the document. There should be a folder on the deliverable, containing a separate Unicode text file per document. These text files should be named with their corresponding Bates numbers. Note: E-mails should include header information: author, recipient, cc, bcc, date, subject, etc. If the attachment or e-file does not extract any text, then OCR for the document should be provided.

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

Form 10-Q

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended June 30, 2011

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: 000-50831

Regions Financial Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

63-0589368
(IRS Employer
Identification No.)

1900 Fifth Avenue North
Birmingham, Alabama
(Address of principal executive offices)

35203
(Zip Code)

(205) 944-1300
(Registrant's telephone number, including area code)

NOT APPLICABLE
(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. (Check one): Large accelerated filer Accelerated filer Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

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

The number of shares outstanding of each of the issuer's classes of common stock was 1,258,798,000 shares of common stock, par value \$.01, outstanding as of July 29, 2011.

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alleges violations of the federal securities laws, including allegations that statements that were materially false and misleading were included in filings made with the SEC. The plaintiffs have requested equitable relief and unspecified monetary damages. On June 7, 2011, the trial court denied Regions' motion to dismiss this lawsuit. This case is still early in its development and no class has been certified.

Regions has received inquiries and subpoenas from government authorities primarily concerning accounting matters from 2009 and earlier periods that also have been the subject of the civil litigation mentioned above. Regions is cooperating in providing responses to these inquiries and subpoenas. In addition, the Board of Directors is conducting investigations regarding certain of the matters raised in these inquiries and subpoenas.

In December 2009 and in November 2010, Regions and certain current and former directors and officers were named in a consolidated shareholder derivative action and in a separate derivative action, both of which were filed in Jefferson County, Alabama. The complaints allege mismanagement, waste of corporate assets, breach of fiduciary duty and unjust enrichment relating to bonuses and other benefits received by executive management. On June 6, 2011, the November 2010 action was dismissed. Plaintiffs in the remaining case have requested equitable relief and unspecified monetary damages.

In September 2009, Regions was named as a defendant in a purported class-action lawsuit filed by customers of Regions Bank in the U.S. District Court for the Northern District of Georgia challenging the manner in which non-sufficient funds ("NSF") and overdraft fees were charged and the policies related to posting order. The case was transferred to multidistrict litigation in the U.S. District Court for the Southern District of Florida, and in May 2010 an order to compel arbitration was denied. Regions appealed the denial and on April 29, 2011, the Eleventh Circuit Court of Appeals vacated the denial and remanded the case to the district court for reconsideration of Regions' motion to compel arbitration. On April 29, 2011 and July 19, 2011, separate class-actions involving this subject were filed in the U.S. District Courts for the Eastern District of Arkansas and the Middle District of Florida making claims under Arkansas' and Florida's Deceptive Trade Practices Acts, breach of contract, unjust enrichment and conversion. Plaintiffs in these cases have requested equitable relief and unspecified monetary damages. No class has been certified.

NOTE 14—Recent Accounting Pronouncements

In January 2011, the FASB issued accounting guidance temporarily deferring the effective date for when public-entity creditors are required to provide new disclosures, which were addressed in previously issued guidance regarding receivables, for troubled debt restructurings ("TDRs"). The deferred effective date will coincide with the effective date for the clarified guidance about what constitutes a TDR for creditors, which was issued in April 2011 by the FASB. Regions will apply the clarified definition to all loans modified after January 1, 2011, and will begin reporting any newly identified TDRs with September 30, 2011 financial reporting. Any change to the allowance for loan losses arising from a modified loan being newly considered a TDR, and therefore impaired under applicable accounting literature, will be reported in the third quarter of 2011. The guidance also requires new disclosures for TDRs, which will be included with September 30, 2011 financial reporting. Regions is currently in the process of evaluating the impact of the clarified TDR definition on the allowance for loan losses and related disclosures.

For Regions, the focus of the evaluation of the clarified TDR definition is on renewals, forbearances, and short-term loan workout accommodations for criticized commercial and investor real estate loans. Through the first six months of 2011, Regions renewed a substantial number of these types of loans, including approximately \$1.0 billion of substandard loans still on accrual status, and is currently evaluating these modifications under the clarified TDR definition. The renewals are a result of Regions' business strategy to keep loan maturities short, particularly in the investor real estate segment, in order to maintain leverage in negotiating with customers. Regions often increases or at least maintains the same interest rate, and often receives consideration in exchange for such modifications. Under pre-existing accounting guidance, such modifications were not considered by

DECLARATION OF SERVICE BY MAIL

I, the undersigned, declare:

1. That declarant is and was, at all times herein mentioned, a citizen of the United States and a resident of the County of San Diego, over the age of 18 years, and not a party to or interested party in the within action; that declarant's business address is 655 West Broadway, Suite 1900, San Diego, California 92101.

2. That on September 28, 2011, declarant served the NOTICE OF SUBPOENAS TO NON-PARTIES by depositing a true copy thereof in a United States mailbox at San Diego, California in a sealed envelope with postage thereon fully prepaid and addressed to the parties listed on the attached Service List.

3. That there is a regular communication by mail between the place of mailing and the places so addressed.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on September 28, 2011, at San Diego, California.



KATHLEEN R. JONES

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Service List - 9/26/2011 (10-0208)

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October 11, 2011

Matthew I. Alpert, Esq.
Robbins Geller Rudman & Dowd LLP
655 West Broadway, Suite 1900
San Diego, CA 92101

Local 703, et al. v. Regions Financial Corp., et al.

Dear Mr. Alpert:

Pursuant to Federal Rule of Civil Procedure 45, enclosed are the objections of Ernst & Young LLP ("E&Y") to the subpoena that you have served in the above-referenced matter. I am serving you with these objections in order to preserve E&Y's rights.

I am certainly willing to discuss our objections with you and expect that after consulting with each other we would be able to reach an agreement regarding logistics, a confidentiality agreement and a narrowing of the subpoena's scope.

In that regard, it would be helpful if you could forward to me a copy of the complaint and the name of your opposing counsel.

Thank you for your attention.

Very truly yours,

A handwritten signature in black ink that reads "Michael J. Crane".

Michael J. Crane

Enclosure

EXHIBIT B

E&Y further objects to the production of any other information which E&Y is precluded from disclosing under any other applicable statutes or regulations.

5. The document requests seek information that is proprietary and confidential and trade secret information of E&Y.

6. The document requests seek confidential commercial information.

7. The document requests seek information of E&Y that is not reasonably calculated to lead to the discovery of admissible evidence.

8. EY objects to any request that would require EY to search backup tapes or drives, deleted data, or legacy data from obsolete systems for responsive documents. These types of media are not reasonably accessible and would entail undue burden and expense to restore and search. EY also objects to any request that would require EY to suspend the routine operation of its electronic information systems.


9. E&Y objects to the subpoena to the extent that it purports to require E&Y to produce documents related to individuals, entities and/or clients that are not at issue in this case and/or not parties to the case, and/or documents related to work unrelated to the subject matter of the action.

10. E&Y objects to the subpoena's Definition of "Ernst & Young" to the extent that it includes any person or entity other than Ernst & Young LLP or its predecessor firms.

11. E&Y objects to the subpoena's Instructions to the extent that they purport to impose obligations beyond those contained in the Federal Rules of Civil Procedure.

12. The document requests are objectionable to the extent that they seek information which is protected from disclosure by the attorney-client privilege, work product doctrine, banking regulations and/or other duties of confidentiality or privilege.

Respectfully submitted,



Michael J. Crane (MC 3150)
Associate General Counsel
Ernst & Young LLP
5 Times Square
New York, NY 10036
(212) 773-3800

Dated: October 11, 2011
New York, NY

CERTIFICATE OF SERVICE

This is to certify that I have this day, October 11, 2011, served in the foregoing matter with a copy of Ernst & Young's Objections Pursuant to Rule 45 of the Federal Rules of Civil Procedure, by causing a copy of the same to be deposited in the United States Mail in a properly addressed envelope with adequate postage thereon on the following:

Matthew I. Alpert, Esq.
Robbins Geller Rudman & Dowd LLP
655 West Broadway, Suite 1900
San Diego, CA 92101

Attorney for Plaintiffs



Michael J. Crane