

AFFIDAVIT

STATE OF TENNESSEE
COUNTY OF [REDACTED]

[REDACTED], being first duly sworn, makes oath as follows:

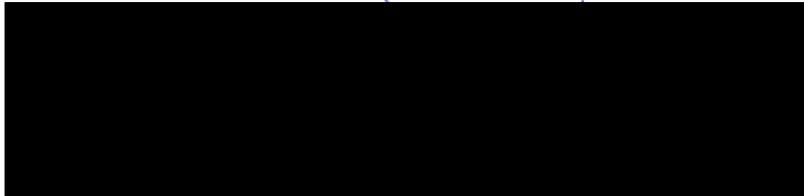
1. I was Director of Regions Bank Memphis at the time of the merger between Morgan Keegan and Regions Bank and until December of 2007. The following events are recounted to the best of my knowledge.

2. The merger between Morgan Keegan and Regions Bank was completed and publicly announced on or about Spring of 2001. Shortly following the merger completion announcement, I attended a meeting conducted by Allen Morgan at the Peabody Hotel as an ongoing process of that merger. At that meeting, either Allen Morgan or Carl Jones explained that one of the major reasons for the merger was to create more fee income as opposed to interest spread income for Regions, that Morgan Keegan had been and was very successful in marketing its fee products, including fixed income items and, therefore, it would increase the fee income generated by the combined institutions making Regions a more valuable entity.

3. Over the course of the next twelve months following the merger completion announcement, I was present during at least two Bank Board meetings whereby representatives from Morgan Keegan, including John Petty, made presentations on the advantages of Morgan Keegan cross-selling its products, including the Kelsoe bond funds, to the Bank's depositors and customers. Specifically, there was an explanation regarding the advantages to the Bank and Morgan Keegan of converting persons with CDs to the higher income producing and higher fee-generating products such as the Kelsoe bond funds.

4. During my period on the Board, I attended a meeting conducted for Bank customers at the then Adamsmark Hotel in Memphis. To the best of my recollection, the meeting was held during 2001 and Mr. Jim Kelsoe himself spoke about the bond funds that he managed and highlighted the history, the safety, the conservativeness, and the consistent income of the bond funds.

Further Affiant sayeth not.



Sworn to and subscribed before me this the 14th day of July, 2009.

Alicia Doty

Notary Public

My commission expires: 9-16-09

