



0514

SAMUEL E. UPCHURCH, JR.  
Executive Vice President  
General Counsel & Secretary

August 9, 2002

RECEIVED  
OFFICE OF THE SECRETARY  
AUG 12 2002

Mr. Jonathan G. Katz  
Secretary  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 25549

Dear Mr. Katz:

Enclosed are the original executed copies of the oaths of Carl E. Jones, Jr., Chairman, President and CEO, and Richard D. Horsley, Vice Chairman and Executive Financial Officer, of Regions Financial Corporation. These oaths are being filed with your office pursuant to the June 27, 2002 Order pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934.

Please let me know if you have any questions regarding the enclosed.

Very truly yours,

A handwritten signature in black ink, appearing to read "Samuel E. Upchurch, Jr.", is written over the typed name. The signature is fluid and cursive.

Samuel E. Upchurch, Jr.

SEU:nsm  
Enclosures

0514

STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER REGARDING  
FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Richard D. Horsley, state and attest that:

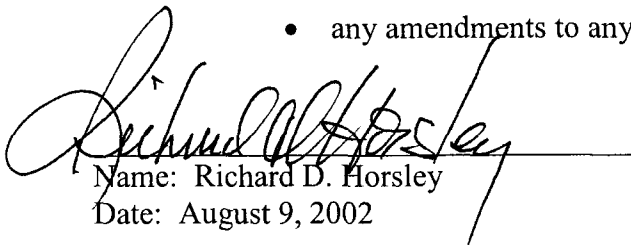
(1) To the best of my knowledge, based upon a review of the covered reports of Regions Financial Corporation, and, except as corrected or supplemented in a subsequent covered report:

- No covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- No covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

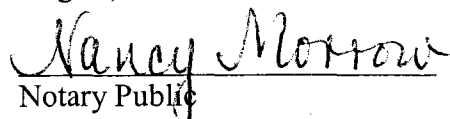
(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Annual Report of Regions Financial Corporation on Form 10-K for the year ended December 31, 2001;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Regions Financial Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

  
Name: Richard D. Horsley  
Date: August 9, 2002

Subscribed and sworn to  
before me this 9<sup>th</sup> day of  
August, 2002.

  
Notary Public

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My Commission Expires:  
July 10, 2004