

EXHIBIT C

NOTICE PLAN

1. The firm of Gilardi & Co. LLC (“Notice Administrator”) is appointed and authorized to supervise and administer the notice procedure.

2. The Notice Administrator shall compile a list of names and addresses of the purchasers and acquirers of Regions Financial Corporation (“Regions”) securities during the Class Period as they appear on the Regions stock transfer records that defendants will have produced. Those stock transfer records shall be provided to the Notice Administrator within ten (10) business days of entry of the [Proposed] Order Granting Lead Plaintiffs and Class Representatives District No. 9, I.A. of M. & A.W. Pension Trust and Employees’ Retirement System of the Government of the Virgin Islands’ Motion to Approve the Form and Manner of Class Notice.

3. The Notice Administrator shall, not later than ten (10) business days from receipt of Regions stock transfer records, send through the United States mail, by first class mail, the form of Notice of Pendency of Class Action (“Notice”), substantially in the form attached as Exhibit A to the Motion, to each purchaser or acquirer identified on the list (the “Notice Date”).

4. Brokerage firms, banks, institutions, investment funds, investment companies, investment advisors, investment portfolios, mutual fund trusts, mutual investment funds, investment managers, and any other persons who are or who claim

to be nominees that purchased or otherwise acquired Regions securities for the benefit of another person during the Class Period shall be requested to: (a) send the Notice to all such beneficial owners of Regions securities within ten (10) calendar days after receipt thereof; or (b) send a list of the names and addresses of such beneficial owners to the Notice Administrator within ten (10) calendar days thereof, in which case the Notice Administrator shall promptly mail the Notice to such beneficial owners. Nominee purchasers who elect to send the Notice to their beneficial owners shall also send a statement to the Notice Administrator confirming that the mailing was made as directed. Additional copies of the Notice shall be made available to any record holder requesting Notice for the purpose of distribution to beneficial owners, and such record holders shall be reimbursed by Class Counsel for their reasonable expenses incurred in sending the Notices to beneficial owners.

5. The Notice Administrator shall cause to be published on one occasion in the national edition of *Investor's Business Daily* and over a national newswire service the Summary Notice, substantially in the form attached as Exhibit B to the Motion, not later than seven (7) days after the mailing of the Notice, which will give those who did not receive such Notice an opportunity to request it and to protect their rights in this action.

6. The Notice and Summary Notice shall provide an address for the purpose of receiving requests for exclusion from the Class. Within ten (10) calendar days after the period allowed for Class Members to request exclusion has expired, Class Counsel

shall promptly file all such requests for exclusion and serve copies of the same on all parties.

7. The deadline for exclusion from the Class shall be 60 days after the Notice Date.

8. The costs of the notice process shall be borne by Class Counsel.