

**IN THE PROBATE COURT OF JEFFERSON COUNTY, ALABAMA
(IN EQUITY)**

**IN RE: REGIONS BANK d/b/a
REGIONS MORGAN KEEGAN TRUST**

Case No. 200853

**SPECIAL MASTER'S FINAL FINDINGS AND RECOMMENDATIONS
FOLLOWING THE FAIRNESS HEARING**

After entry by the Probate Court of its Preliminary Approval Order on November 9, 2015, in the above-entitled matter, and after Notice to the Parties with Standing, and Potential Account Successors, the Special Master held a Fairness Hearing at the Jefferson County Courthouse in Birmingham, Alabama on April 26, 2016. The purpose of the hearing was to consider any timely objections to the Settlement Agreement, the Plan of Allocation (POA) or the sufficiency of the Notice and the Notice Dissemination Plan. On April 15, 2016, the deadline specified in the Notice for the receipt of objections, the Special Master received the Guardian Ad Litem's (GAL) Objections to the Settlement. The GAL was appointed in this proceeding to accept Notice on behalf of and to represent the interests of TAL Accounts (account within the scope of the Trustee Ad Litem's appointment by the Probate Court) under the age of majority and who are without representation, who are incompetent, and who are unborn or otherwise unascertained, and who have not been identified or whose locations have not been identified to the TAL by Regions Bank. After a careful review of all information and evidence presented to or acquired by the Special Master after the initial September 29, 2015 Findings and Recommendations concerning Preliminary Approval, and after hearing the presentations of counsel at the April 26, 2016 Fairness Hearing, the Special Master makes the following Findings of Fact;

FINDINGS OF FACT

1. The Special Master Fairness Hearing was held at 9:00 a.m. on April 26, 2016 in the Jefferson County Courthouse as provided in the Notice mailed to the Notice Parties and as ordered by the Probate Court.

2. The GAL received Notices on behalf of 35 interested parties for 29 Settlement Accounts.

3. Because some of the 35 parties are Parties with Standing, but cannot for various reasons express their consent or objection to the Settlement and Petitions for Final Discharge and Release, the GAL presented his Objections to the Plan of Allocation to emphasize his expectation that the Special Master and the Court will carefully consider the interests of the beneficiaries he represents when reviewing the fairness, reasonableness, and adequacy of the proposed Settlement.

4. The GAL acknowledges that he has been given a full opportunity to participate in the preliminary approval process and that any concerns he had have been properly addressed.

5. The GAL acknowledges that he has no objective basis on which to object to the Settlement or the proposed Discharge and Release of the TAL and Regions Bank.

6. The TAL, in response to the GAL's Objections, states that the Special Master and the Court carefully considered the specific elements of the POA in preliminarily approving the Settlement, and that nothing has changed since those determinations were made.

7. The POA, if approved, will result in some of the accounts for which the GAL has received Notice having their claims increased and some of the accounts having their claims decreased.

8. Any settlement that allocates a fixed amount among multiple parties with different claims will result in distributions which give some parties increased amounts at the expense of other parties with different claims.

9. No other objections were received by the Special Master.

10. The Special Master and the Court have previously determined that the POA resulted in an equitable distribution of the Settlement Amount.

11. The Probate Court's November 9, 2015 Order adopting the Special Master's Recommendation required that certain actions be taken by Regions Bank and the TAL prior to the Special Master's Fairness Hearing (see paragraphs 3-16 of the Court's Order).

12. On April 25, 2016, the TAL filed with the Court and provided to the Special Master an Evidentiary Submission consisting of the affidavits of principles of Garden City Group, the settlement administrator, of BKD, the forensic accounting firm engaged by the TAL to provide litigation support services including loss calculations, and of counsel for the TAL attesting to the accuracy of the customized Notices mailed to the Notice Parties.

13. The Special Master has also received the affidavit of the Chief Fiduciary Officer of Regions Bank itemizing the actions taken by the Bank in providing information to the TAL and GAL regarding the Settlement Accounts.

14. Garden City Group (GCG), the settlement administrator, has extensive experience and expertise in every aspect of class action administration and outreach, and has successfully administered large class action settlements, including those involving, as here, securities issues, and has over its 30 year history mailed millions of notices and disseminated millions of dollars to eligible parties.

15. BKD is a national accounting firm with extensive experience in providing forensic accounting and claims evaluation in securities litigation.

16. Regions Bank has provided updated Notice Party information with respect to Settlement Accounts which remain open.

17. Regions Bank has made additional efforts to obtain corrected or updated information with respect to Potential Account Successors.

18. As a result of the records search and efforts of Regions Bank, Garden City Group, and the TAL, less than 4% of the more than 11,000 Notices mailed by the TAL were ultimately returned as undeliverable.

19. The Settlement Agreement also provides for the Special Master to receive, but not act upon, any timely objections to the TAL's Final Discharge Petition and Regions Bank's Final Discharge Petition.

20. The Special Master did not receive any objections to the Petitions for Discharge either before or at the Fairness Hearing.

CONCLUSIONS OF LAW

1. The actions required to be taken in paragraphs 3 through 16 of the Probate Court's Order were in fact taken as directed.

2. Regions Bank provided updated Notice Party information as was reasonably obtainable.

3. Regions Bank's efforts to obtain corrected or updated information as to potential Account Successors were reasonable under the circumstances.

4. BKD appropriately performed the duties requested of it by the TAL, including the calculations for each Settlement Account under the POA.

5. GCG accurately prepared the authorized Notices to each Settlement Account.
6. The procedures for providing Notice to Parties with Standing and potential Account Successors (Notice Partners) were thorough and effective.
7. The best evidence of the success of the efforts to disseminate Notice and relevant information to the interested parties is the fact that less than 4% of the more than 11,000 Notices were returned as undeliverable.
8. The Objections to Settlement filed by the GAL provide no basis for reconsidering the fairness, reasonableness, and adequacy of the Settlement Amount or the Plan of Allocation.
9. No other objections have been filed other than those by the GAL.
10. No objections have been made to the Petitions for Final Release and Discharge filed by the TAL and by Regions Bank.
11. Both the Special Master's Recommendations and the Probate Court's November 9, 2015 Preliminary Approval, which found the Settlement Agreement, the Plan of Allocation, the Notice, and the Notice Dissemination Plan to be fair, reasonable and adequate, were premised on the expectations that the actions enumerated in paragraphs 3 through 16 of the Probate Court's Order were successfully executed.
12. The evidentiary submissions reviewed by the Special Master at the April 26, 2016 Fairness Hearing confirmed that each step directed by the Probate Court in its Order was carried out in a professional manner and resulted in providing notice and other information to the vast majority of Account Holders and Successors.
13. The success of the Notification Procedures and the lack of significant objections confirm the Special Master's initial Findings and Conclusions as reflected in the September 29,

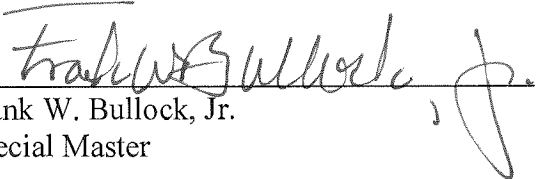
2015 Recommendation, which is incorporated herein by reference, that the Settlement is fair, reasonable, and adequate.

14. The Special Master's initial Recommendation of Garden City Group as the Settlement Administrator is confirmed by the thorough and professional manner in which Garden City Group carried out the duties assigned to it.

15. Counsel for all parties in these proceedings have represented their clients independently, competently, and in a thoroughly professional manner.

16. The Special Master finds no basis to change his earlier determination as reflected in his September 29, 2015 Recommendation that the Settlement, including the Plan of Allocation, is fair, reasonable and adequate.

NOW, THEREFORE, it is recommended that the Settlement, the Plan of Allocation, the Notice, the Notice Summary, and the Notice Dissemination Plan be given final approval by the Probate Court as fair, reasonable, and adequate. The Special Master will submit with this Final Report a copy of the GAL's Objection to Settlement, which was timely filed and considered by the Special Master, and which was the only objection of any kind submitted at the Fairness Hearing. The TAL's Response to the Objections will also be submitted. No objections were received to the Final Discharge Petitions of the TAL and Regions Bank.


Frank W. Bullock, Jr.
Special Master

June 2, 2016