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

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2023
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 001-15185



(Exact name of registrant as specified in its charter)

TN	**62-0803242**
(State or other jurisdiction incorporation of organization)	**(IRS Employer Identification No.)**
165 Madison Avenue Memphis, Tennessee	**38103**
(Address of principal executive office)	**(Zip Code)**

(Registrant's telephone number, including area code) (901) 523-4444

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Exchange on which Registered
$.625 Par Value Common Capital Stock	FHN	New York Stock Exchange LLC
Depositary Shares, each representing a 1/400th interest in a share of Non-Cumulative Perpetual Preferred Stock, Series B	FHN PR B	New York Stock Exchange LLC
Depositary Shares, each representing a 1/400th interest in a share of Non-Cumulative Perpetual Preferred Stock, Series C	FHN PR C	New York Stock Exchange LLC
Depositary Shares, each representing a 1/400th interest in a share of Non-Cumulative Perpetual Preferred Stock, Series D	FHN PR D	New York Stock Exchange LLC
Depositary Shares, each representing a 1/4,000th interest in a share of Non-Cumulative Perpetual Preferred Stock, Series E	FHN PR E	New York Stock Exchange LLC
Depositary Shares, each representing a 1/4,000th interest in a share of Non-Cumulative Perpetual Preferred Stock, Series F	FHN PR F	New York Stock Exchange LLC

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 every Interactive Data File required to be submitted 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 such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	☒	Accelerated filer	☐	Non-accelerated filer	☐
Smaller reporting company	☐	Emerging Growth Company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	**Outstanding on October 31, 2023**
Common Stock, $.625 par value	558,769,520

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Glossary of Acronyms and Terms

The following is a list of common acronyms and terms used throughout this report:

ACL	Allowance for credit losses
AFS	Available for sale
AIR	Accrued interest receivable
ALCO	Asset/Liability Committee
ALLL	Allowance for loan and lease losses
ALM	Asset/liability management
AOCI	Accumulated other comprehensive income
ASC	FASB Accounting Standards Codification
Associate	Person employed by FHN
ASU	Accounting Standards Update
Bank	First Horizon Bank
BOLI	Bank-owned life insurance
C&I	Commercial, financial, and industrial loan portfolio
CBF	Capital Bank Financial
CECL	Current expected credit loss
CEO	Chief Executive Officer
CMO	Collateralized mortgage obligations
Company	First Horizon Corporation
Corporation	First Horizon Corporation
CRE	Commercial Real Estate
CRMC	Credit Risk Management Committee
DTA	Deferred tax asset
DTL	Deferred tax liability
EAD	Exposure as default
EPS	Earnings per share
Fannie Mae	Federal National Mortgage Association
FASB	Financial Accounting Standards Board
FDIC	Federal Deposit Insurance Corporation
Federal Reserve	Federal Reserve Board
FHA	Federal Housing Administration
FHLB	Federal Home Loan Bank
FHN	First Horizon Corporation
FHNF	FHN Financial; FHN's fixed income division
FICO	Fair Isaac Corporation
First Horizon	First Horizon Corporation
FRB	Federal Reserve Bank or the Federal Reserve Board
Freddie Mac	Federal Home Loan Mortgage Corporation
FTE	Fully taxable equivalent
GAAP	Generally accepted accounting principles (U.S.)
GHG	Greenhouse Gas
GNMA	Government National Mortgage Association or Ginnie Mae
GSE	Government sponsored enterprises, in this report references Fannie Mae and Freddie Mac
HELOC	Home equity line of credit
HFS	Held for Sale
HTM	Held to maturity
IBKC	IBERIABANK Corporation
IBKC merger	FHN's merger of equals with IBKC that closed July 2020
ISDA	International Swap and Derivatives Association
IRS	Internal Revenue Service
LGD	Loss given default
LIBOR	London Inter-Bank Offered Rate
LIHTC	Low Income Housing Tax Credit
LLC	Limited Liability Company
LMC	Loans to mortgage companies
LOCOM	Lower of cost or market
LRRD	Loan Rehab and Recovery Department
LTV	Loan-to-value
MBS	Mortgage-backed securities
MD&A	Management's Discussion and Analysis of Financial Condition and Results of Operations
NAICS	North American Industry Classification System
NII	Net interest income
NM	Not meaningful
NMTC	New Market Tax Credit
NPA	Nonperforming asset
Non-PCD	Non-Purchased Credit Deteriorated Financial Assets
NPL	Nonperforming loan
OREO	Other Real Estate Owned
PCAOB	Public Company Accounting Oversight Board
PCD	Purchased credit deteriorated financial assets
PCI	Purchased credit impaired
PD	Probability of default
PM	Portfolio managers
PPP	Paycheck Protection Program
PSU	Performance Stock Unit
RE	Real estate

RM	Relationship managers
ROA	Return on assets
RPL	Reasonably possible loss
SBA	Small Business Administration
SEC	Securities and Exchange Commission
SOFR	Secure Overnight Funding Rate
SVaR	Stressed Value-at-Risk
TD	The Toronto-Dominion Bank
TD Merger Agreement	Merger agreement between FHN, TD, and certain TD subsidiaries, which the parties mutually terminated on May 4, 2023
TD Transaction	The merger transactions contemplated by the TD Merger Agreement
TDR	Troubled Debt Restructuring
TRUP	Trust preferred loan
UPB	Unpaid principal balance
USDA	United States Department of Agriculture
VaR	Value-at-Risk
VIE	Variable Interest Entities
we / us / our	First Horizon Corporation

Forward-Looking Statements

This report, including material incorporated into it, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements pertain to FHN's beliefs, plans, goals, expectations, and estimates. Forward-looking statements are not a representation of historical information, but instead pertain to future operations, strategies, financial results, or other developments. Forward-looking statements can be identified by the words “believe,” “expect,” “anticipate,” “intend,” “estimate,” “should,” “is likely,” “will,” “going forward,” and other expressions that indicate future events and trends.

Forward-looking statements are necessarily based upon estimates and assumptions that are inherently subject to significant business, operational, economic, and competitive uncertainties and contingencies, many of which are beyond FHN’s control, and many of which, with respect to future business decisions and actions (including acquisitions and divestitures), are subject to change and could cause FHN’s actual future results and outcomes to differ materially from those contemplated or implied by forward-looking statements or historical performance. Examples of uncertainties and contingencies include, among other important factors:

- global, general and local economic and business conditions, including economic recession or depression;
- the stability or volatility of values and activity in the residential housing and commercial real estate markets;
- potential requirements for FHN to repurchase, or compensate for losses from, previously sold or securitized mortgages or securities based on such mortgages;
- potential claims alleging mortgage servicing failures, individually, on a class basis, or as master servicer of securitized loans;
- potential claims relating to participation in government programs, especially lending or other financial services programs;
- expectations of and actual timing and amount of interest rate movements, including the slope and shape of the yield curve, which can have a significant impact on a financial services institution;
- market and monetary fluctuations, including fluctuations in mortgage markets;
- the financial condition of borrowers and other counterparties;
- competition within and outside the financial services industry;
- the occurrence of natural or man-made disasters, global pandemics, conflicts, or terrorist attacks, or other adverse external events;
- effectiveness and cost-efficiency of FHN’s hedging practices;
- fraud, theft, or other incursions through conventional, electronic, or other means directly or indirectly affecting FHN or its clients, business counterparties, or competitors;
- the ability to adapt products and services to changing industry standards and client preferences;
- risks inherent in originating, selling, servicing, and holding loans and loan-based assets, including prepayment risks, pricing concessions, fluctuation in U.S. housing and other real estate prices, fluctuation of collateral values, and changes in client profiles;
- changes in the regulation of the U.S. financial services industry;
- changes in laws, regulations, and administrative actions, including executive orders, whether or not specific to the financial services industry;
- changes in accounting policies, standards, and interpretations;
- evolving capital and liquidity standards under applicable regulatory rules;
- accounting policies and processes that require management to make estimates about matters that are uncertain;
- any adverse effect on FHN resulting from the termination of the TD Transaction;
- the outcome of any legal proceedings that have been or may be instituted against FHN, including litigation against FHN or its directors or officers related to the TD Transaction or the TD Merger Agreement;
- reputational risk and potential adverse reactions or changes to business or employee relationships, including those resulting from the termination of the TD Transaction;
- deposit withdrawals and volatility and declines in the price of FHN's common stock as a result of market stress in the regional banking sector;

- the impact of any assessments made by the FDIC in connection with the resolutions of Silicon Valley Bank, Signature Bank, and First Republic Bank; and
- other factors that may affect the future results of FHN.

FHN assumes no obligation to update or revise any forward-looking statements that are made in this report or in any other statement, release, report, or filing from time to time. Actual results could differ and FHN's estimates and expectations could change, possibly materially, because of one or more factors, including those factors listed above or presented elsewhere in this report or those factors listed in material incorporated by reference into this report. In evaluating forward-looking statements and assessing FHN's prospects, readers of this report should carefully consider the factors mentioned above along with the additional risk and uncertainty factors discussed in Item 1A of Part II of this report and in the forepart, and in Items 1, 1A, and 7, of FHN's most recent Annual Report on Form 10-K, among others.

Non-GAAP Information

Certain measures included in this report are "non-GAAP," meaning they are not presented in accordance with U.S. GAAP and also are not codified in U.S. banking regulations currently applicable to FHN. Although other entities may use calculation methods that differ from those used by FHN for non-GAAP measures, FHN's management believes such measures are relevant to understanding the financial condition, capital position, and financial results of FHN and its business segments. Non-GAAP measures are reported to FHN's management and Board of Directors through various internal reports.

The non-GAAP measures presented in this report are: pre-provision net revenue, return on average tangible common equity, tangible common equity to tangible assets, adjusted tangible common equity to risk-weighted assets, and tangible book value per common share. Table I.2.24 appearing in the MD&A (Item 2 of Part I) of this report provides a reconciliation of non-GAAP items presented in this report to the most comparable GAAP presentation.

Presentation of regulatory measures, even those which are not GAAP, provide a meaningful base for comparability to other financial institutions subject to the same regulations as FHN, as demonstrated by their use by banking regulators in reviewing capital adequacy of financial institutions. Although not GAAP terms, these regulatory measures are not considered "non-GAAP" under U.S. financial reporting rules as long as their presentation conforms to regulatory standards. Regulatory measures used in this report include: common equity tier 1 capital, generally defined as common equity less goodwill, other intangibles, and certain other required regulatory deductions; tier 1 capital, generally defined as the sum of core capital (including common equity and instruments that cannot be redeemed at the option of the holder) adjusted for certain items under risk based capital regulations; and risk-weighted assets, which is a measure of total on- and off-balance sheet assets adjusted for credit and market risk, used to determine regulatory capital ratios.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

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CONSOLIDATED BALANCE SHEETS

(Dollars in millions, except per share amounts)	(Unaudited) September 30, 2023	December 31, 2022
Assets		
Cash and due from banks	**$ 1,022**	$ 1,061
Interest-bearing deposits with banks	**1,917**	1,384
Federal funds sold and securities purchased under agreements to resell	**416**	482
Trading securities	**1,231**	1,375
Securities available for sale at fair value	**8,100**	8,836
Securities held to maturity (fair value of $1,104 and $1,209, respectively)	**1,335**	1,371
Loans held for sale (including $88 and $51 at fair value, respectively)	**613**	590
Loans and leases	**61,778**	58,102
Allowance for loan and lease losses	**(760)**	(685)
Net loans and leases	**61,018**	57,417
Premises and equipment	**590**	612
Goodwill	**1,511**	1,511
Other intangible assets	**198**	234
Other assets	**4,582**	4,080
Total assets	**$ 82,533**	$ 78,953
Liabilities		
Noninterest-bearing deposits	**$ 17,825**	$ 23,466
Interest-bearing deposits	**49,190**	40,023
Total deposits	**67,015**	63,489
Trading liabilities	**366**	335
Short-term borrowings	**2,507**	2,506
Term borrowings	**1,157**	1,597
Other liabilities	**2,695**	2,479
Total liabilities	**73,740**	70,406
Equity		
Preferred stock, Non-cumulative perpetual, no par value; authorized 5,000,000 shares; issued 26,750 and 31,686 shares, respectively	**520**	1,014
Common stock, $0.625 par value; authorized 700,000,000 shares; issued 558,708,832 and 537,100,615 shares, respectively	**349**	336
Capital surplus	**5,337**	4,840
Retained earnings	**3,874**	3,430
Accumulated other comprehensive loss, net	**(1,582)**	(1,368)
FHN shareholders' equity	**8,498**	8,252
Noncontrolling interest	**295**	295
Total equity	**8,793**	8,547
Total liabilities and equity	**$ 82,533**	$ 78,953

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME

(Dollars in millions, except per share data; shares in thousands) (Unaudited)	Three Months Ended September 30, 2023	Three Months Ended September 30, 2022	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022
Interest income				
Interest and fees on loans and leases	**$ 941**	$ 617	**$ 2,624**	$ 1,553
Interest and fees on loans held for sale	**15**	9	**40**	30
Interest on investment securities	**62**	54	**186**	137
Interest on trading securities	**19**	15	**57**	39
Interest on other earning assets	**43**	38	**107**	68
Total interest income	**1,080**	733	**3,014**	1,827
Interest expense				
Interest on deposits	**409**	43	**845**	72
Interest on trading liabilities	**3**	3	**8**	9
Interest on short-term borrowings	**46**	7	**182**	10
Interest on term borrowings	**17**	18	**56**	53
Total interest expense	**475**	71	**1,091**	144
Net interest income	**605**	662	**1,923**	1,683
Provision for credit losses	**110**	60	**210**	50
Net interest income after provision for credit losses	**495**	602	**1,713**	1,633
Noninterest income				
Deposit transactions and cash management	**46**	43	**133**	129
Fixed income	**28**	46	**97**	170
Brokerage, management fees and commissions	**21**	23	**66**	71
Card and digital banking fees	**20**	21	**61**	64
Other service charges and fees	**14**	13	**41**	41
Trust services and investment management	**12**	11	**35**	36
Mortgage banking and title income	**7**	9	**18**	65
Deferred compensation income	**—**	(3)	**11**	(24)
Gain on merger termination	—	—	**225**	—
Securities gains (losses), net	**—**	12	**1**	18
Other income	**25**	38	**57**	72
Total noninterest income	**173**	213	**745**	642
Noninterest expense				
Personnel expense	**266**	275	**821**	820
Net occupancy expense	**30**	32	**92**	96
Computer software	**26**	28	**82**	85
Operations services	**21**	22	**65**	65
Advertising and public relations	**16**	12	**47**	34
Deposit insurance expense	**14**	8	**40**	23
Legal and professional fees	**13**	10	**33**	50
Contract employment and outsourcing	**12**	12	**36**	43
Amortization of intangible assets	**12**	13	**36**	39
Equipment expense	**11**	11	**32**	34
Communications and delivery	**8**	10	**27**	28
Contributions	**3**	3	**60**	5
Other expense	**42**	33	**137**	128
Total noninterest expense	**474**	469	**1,508**	1,450
Income before income taxes	**194**	346	**950**	825
Income tax expense	**52**	78	**223**	183
Net income	**$ 142**	$ 268	**$ 727**	$ 642
Net income attributable to noncontrolling interest	**5**	3	**14**	8
Net income attributable to controlling interest	**$ 137**	$ 265	**$ 713**	$ 634

CONSOLIDATED STATEMENTS OF INCOME (continued)

Preferred stock dividends	**8**	8	**24**	24
Net income available to common shareholders	**$ 129**	$ 257	**$ 689**	$ 610
Basic earnings per common share	**$ 0.23**	$ 0.48	**$ 1.26**	$ 1.14
Diluted earnings per common share	**$ 0.23**	$ 0.45	**$ 1.23**	$ 1.08
Weighted average common shares	**558,559**	535,986	**544,952**	534,613
Diluted average common shares	**561,421**	570,153	**561,930**	563,538

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in millions) (Unaudited)	**2023**	2022	**2023**	2022
Net income	**$ 142**	$ 268	**$ 727**	$ 642
Other comprehensive income (loss), net of tax:				
Net unrealized gains (losses) on securities available for sale	**(206)**	(368)	**(197)**	(1,003)
Net unrealized gains (losses) on cash flow hedges	**(20)**	(99)	**(22)**	(142)
Net unrealized gains (losses) on pension and other postretirement plans	**3**	3	**5**	6
Other comprehensive income (loss)	**(223)**	(464)	**(214)**	(1,139)
Comprehensive income (loss)	**(81)**	(196)	**513**	(497)
Comprehensive income attributable to noncontrolling interest	**5**	3	**14**	8
Comprehensive income (loss) attributable to controlling interest	**$ (86)**	$ (199)	**$ 499**	$ (505)
Income tax expense (benefit) of items included in other comprehensive income:				
Net unrealized gains (losses) on securities available for sale	**$ (67)**	$ (119)	**$ (65)**	$ (324)
Net unrealized gains (losses) on cash flow hedges	**(6)**	(32)	**(7)**	(46)
Net unrealized gains (losses) on pension and other postretirement plans	**1**	1	**2**	2

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Nine Months Ended September 30, 2023

(Dollars in millions, except per share data; shares in thousands) (unaudited)	Preferred Stock Shares	Preferred Stock Amount	Common Stock Shares	Common Stock Amount	Capital Surplus	Retained Earnings	Accumulated Other Comprehensive Income (Loss) (a)	Noncontrolling Interest	Total
Balance, December 31, 2022	31,686	$ 1,014	537,101	$ 336	$ 4,840	$ 3,430	$ (1,368)	$ 295	$ 8,547
Adjustment to reflect adoption of ASU 2022-02	—	—	—	—	—	4	—	—	4
Net income	—	—	—	—	—	251	—	4	255
Other comprehensive income	—	—	—	—	—	—	160	—	160
Cash dividends declared:									
Preferred stock	—	—	—	—	—	(8)	—	—	(8)
Common stock ($0.15 per share)	—	—	—	—	—	(82)	—	—	(82)
Common stock repurchased	—	—	(159)	—	(4)	—	—	—	(4)
Common stock issued for:									
Stock options exercised and restricted stock awards	—	—	677	—	5	—	—	—	5
Stock-based compensation expense	—	—	—	—	22	—	—	—	22
Dividends declared - noncontrolling interest of subsidiary preferred stock	—	—	—	—	—	—	—	(4)	(4)
Balance, March 31, 2023	31,686	1,014	537,619	336	4,863	3,595	(1,208)	295	8,895
Net income	—	—	—	—	—	325	—	4	329
Other comprehensive income	—	—	—	—	—	—	(151)	—	(151)
Cash dividends declared:									
Preferred stock	—	—	—	—	—	(8)	—	—	(8)
Common stock ($0.15 per share)	—	—	—	—	—	(82)	—	—	(82)
Preferred stock conversion	(4,936)	(494)	—	—	—	—	—	—	(494)
Common stock repurchased	—	—	(575)	—	(5)	—	—	—	(5)
Common stock issued for:									
Stock options exercised and restricted stock awards	—	—	1,872	—	—	—	—	—	—
Series G preferred stock conversion	—	—	19,743	12	481	—	—	—	493
Stock-based compensation expense	—	—	—	1	(14)	—	—	—	(13)
Dividends declared - noncontrolling interest of subsidiary preferred stock	—	—	—	—	—	—	—	(4)	(4)
Balance, June 30, 2023	26,750	520	558,659	349	5,325	3,830	(1,359)	295	8,960
Net income	—	—	—	—	—	137	—	5	142
Other comprehensive income	—	—	—	—	—	—	(223)	—	(223)
Cash dividends declared:									
Preferred stock	—	—	—	—	—	(8)	—	—	(8)
Common stock ($0.15 per share)	—	—	—	—	—	(85)	—	—	(85)
Common stock repurchased	—	—	(17)	—	—	—	—	—	—
Common stock issued for:									
Stock options exercised and restricted stock awards	—	—	67	—	—	—	—	—	—
Stock-based compensation expense	—	—	—	—	12	—	—	—	12
Dividends declared - noncontrolling interest of subsidiary preferred stock	—	—	—	—	—	—	—	(5)	(5)
Balance, September 30, 2023	**26,750**	**$ 520**	**558,709**	**$ 349**	**$ 5,337**	**$ 3,874**	**$ (1,582)**	**$ 295**	**$ 8,793**

(a) Due to the nature of the preferred stock issued by FHN and its subsidiaries, all components of other comprehensive income (loss) have been attributed solely to FHN as the controlling interest holder.

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (continued)

Nine Months Ended September 30, 2022

(Dollars in millions, except per share data; shares in thousands) (unaudited)	Preferred Stock Shares	Preferred Stock Amount	Common Stock Shares	Common Stock Amount	Capital Surplus	Retained Earnings	Accumulated Other Comprehensive Income (Loss) (a)	Noncontrolling Interest	Total
Balance, December 31, 2021	26,750	$ 520	533,577	$ 333	$ 4,743	$ 2,891	$ (288)	$ 295	$ 8,494
Net income	—	—	—	—	—	195	—	3	198
Other comprehensive income (loss)	—	—	—	—	—	—	(423)	—	(423)
Cash dividends declared:									
Preferred stock	—	—	—	—	—	(8)	—	—	(8)
Common stock ($0.15 per share)	—	—	—	—	—	(82)	—	—	(82)
Preferred stock issuance (4,936 shares issued at $100,000 per share)	4,936	494							494
Common stock repurchased	—	—	(120)	—	(2)	—	—	—	(2)
Common stock issued for:									
Stock options exercised and restricted stock awards	—	—	1,130	1	14	—	—	—	15
Stock-based compensation expense	—	—	—	—	14	—	—	—	14
Dividends declared - noncontrolling interest of subsidiary preferred stock	—	—	—	—	—	—	—	(3)	(3)
Balance, March 31, 2022	31,686	1,014	534,587	334	4,769	2,996	(711)	295	8,697
Net income	—	—	—	—	—	174	—	3	177
Other comprehensive income (loss)	—	—	—	—	—	—	(252)	—	(252)
Cash dividends declared:									
Preferred stock	—	—	—	—	—	(8)	—	—	(8)
Common stock ($0.15 per share)	—	—	—	—	—	(83)	—	—	(83)
Common stock repurchased	—	—	(334)	(1)	(7)	—	—	—	(8)
Common stock issued for:									
Stock options exercised and restricted stock awards	—	—	2,080	2	11	—	—	—	13
Stock-based compensation expense	—	—	—	—	18	—	—	—	18
Dividends declared - noncontrolling interest of subsidiary preferred stock	—	—	—	—	—	—	—	(3)	(3)
Balance, June 30, 2022	31,686	1,014	536,333	335	4,791	3,079	(963)	295	8,551
Net income	—	—	—	—	—	265	—	3	268
Other comprehensive income (loss)	—	—	—	—	—	—	(464)	—	(464)
Cash dividends declared:									
Preferred stock	—	—	—	—	—	(8)	—	—	(8)
Common stock ($0.15 per share)	—	—	—	—	—	(82)	—	—	(82)
Common stock repurchased	—	—	(103)	—	(3)	—	—	—	(3)
Common stock issued for:									
Stock options exercised and restricted stock awards	—	—	507	—	3	—	—	—	3
Stock-based compensation expense	—	—	—	—	21	—	—	—	21
Dividends declared - noncontrolling interest of subsidiary preferred stock	—	—	—	—	—	—	—	(3)	(3)
Balance, September 30, 2022	31,686	$ 1,014	536,737	$ 335	$ 4,812	$ 3,254	$ (1,427)	$ 295	$ 8,283

(a) Due to the nature of the preferred stock issued by FHN and its subsidiaries, all components of other comprehensive income (loss) have been attributed solely to FHN as the controlling interest holder.

See accompanying notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in millions) (Unaudited)	Nine months ended September 30, 2023	2022
Operating Activities		
Net income	**$ 727**	$ 642
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Provision for credit losses	**210**	50
Deferred income tax expense (benefit)	**23**	167
Depreciation and amortization of premises and equipment	**41**	45
Amortization of intangible assets	**36**	39
Net other amortization and accretion	**14**	(3)
Net (increase) decrease in trading securities	**1,063**	1,728
Net (increase) decrease in derivatives	**(289)**	822
Stock-based compensation expense	**21**	53
Securities (gains) losses, net	**(1)**	(18)
Loans held for sale:		
Purchases and originations	**(1,834)**	(3,184)
Gross proceeds from settlements and sales	**860**	2,050
(Gain) loss due to fair value adjustments and other	**32**	78
Other operating activities, net	**31**	(183)
Total adjustments	**207**	1,644
Net cash provided by operating activities	**934**	2,286
Investing Activities		
Proceeds from maturities of securities available for sale	**678**	1,080
Purchases of securities available for sale	**(228)**	(2,457)
Purchases of securities held to maturity	**—**	(712)
Proceeds from prepayments of securities held to maturity	**40**	40
Proceeds from sales of premises and equipment	**1**	17
Purchases of premises and equipment	**(23)**	(22)
Net (increase) decrease in loans and leases	**(3,784)**	(2,471)
Net (increase) decrease in interest-bearing deposits with banks	**(533)**	11,666
Other investing activities, net	**16**	14
Net cash (used in) provided by investing activities	**(3,833)**	7,155
Financing Activities		
Common stock:		
Stock options exercised	**5**	30
Cash dividends paid	**(251)**	(243)
Repurchase of shares	**(10)**	(12)
Preferred stock:		
Preferred stock issuance	**—**	494
Cash dividends paid - preferred stock - noncontrolling interest	**(12)**	(9)
Cash dividends paid - preferred stock	**(24)**	(24)
Net increase (decrease) in deposits	**3,526**	(8,880)
Net increase (decrease) in short-term borrowings	**1**	(707)
Repayment of term borrowing	**(450)**	—
Increases (decreases) in restricted and secured term borrowings	**9**	5
Net cash provided by (used in) financing activities	**2,794**	(9,346)
Net increase (decrease) in cash and cash equivalents	**(105)**	95
Cash and cash equivalents at beginning of period	**1,543**	1,788
Cash and cash equivalents at end of period	**$ 1,438**	$ 1,883
Supplemental Disclosures		
Total interest paid	**$ 961**	$ 127
Total taxes paid	**122**	11
Total taxes refunded	**15**	4
Transfer from loans to OREO	**3**	3
Transfer from loans HFS to trading securities	**919**	1,548
Preferred stock conversion to common stock	**493**	—

See accompanying notes to consolidated financial statements.

Notes to the Consolidated Financial Statements (Unaudited)

Note 1—Basis of Presentation and Accounting Policies

The accompanying unaudited consolidated financial statements have been prepared in accordance with GAAP for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all information and notes necessary for complete financial statements in accordance with GAAP. In the opinion of management, the accompanying unaudited consolidated financial statements contain all significant adjustments, consisting of normal and recurring items, considered necessary for fair presentation. These interim financial statements should be read in conjunction with FHN's audited consolidated financial statements and notes in FHN's Annual Report on Form 10-K for the year ended December 31, 2022. Operating results for the interim period are not necessarily indicative of the results that may be expected for the full year.

All significant intercompany balances and transactions have been eliminated in consolidation. Certain amounts reported in prior years have been reclassified to conform to the current period presentation. See the Glossary of Acronyms and Terms included in this Report for terms used herein.

TD Transaction

As previously disclosed, on February 27, 2022, FHN entered into an Agreement and Plan of Merger (the TD Merger Agreement) with The Toronto-Dominion Bank, a Canadian chartered bank (TD), and certain TD subsidiaries. On May 4, 2023, FHN and TD mutually terminated the TD Merger Agreement. Under the terms of the termination agreement, TD made a $200 million cash payment to FHN, in addition to the $25 million fee reimbursement due to FHN pursuant to the TD Merger Agreement.

Merger and integration planning expenses related to the transactions associated with the TD Merger Agreement (TD Transaction) are recorded in FHN's Corporate segment. There were none of these expenses recognized during the three months ended September 30, 2023. Expenses recognized during the nine months ended September 30, 2023 were $51 million. Expenses recognized during the three and nine months ended September 30, 2022 were $21 million and $55 million, respectively.

Accounting Changes With Extended Transition Periods

In March 2020, the FASB issued ASU 2020-04, "Facilitation of the Effects of Reference Rate Reform on Financial Reporting" which provides several optional expedients and exceptions to ease the potential burden in accounting for (or recognizing the effects of) reference rate reform on financial reporting. The provisions of ASU 2020-04 primarily affect 1) contract modifications (e.g., loans, leases, debt, and derivatives) made in anticipation that a reference rate (e.g., LIBOR) will be discontinued and 2) the application of hedge accounting for existing relationships affected by those modifications. The provisions of ASU 2020-04 were effective upon release and apply only to contracts, hedging relationships, and other transactions that reference LIBOR or another reference rate expected to be discontinued because of reference rate reform. Including the adoption of ASU 2022-06 (discussed below), the expedients and exceptions provided by ASU 2020-04 do not apply to contract modifications made and hedging relationships entered into or evaluated after December 31, 2024, except for hedging relationships existing as of December 31, 2024, that an entity has elected certain optional expedients for and that are retained through the end of the hedging relationship.

FHN identified contracts affected by reference rate reform, developed modification plans for those contracts and implemented those modifications before the last quotation of LIBOR on June 30, 2023. FHN elected to utilize the optional expedients and exceptions provided by ASU 2020-04 for contract modifications that immediately converted the reference rate within each contract. FHN also elected that revisions to contractual fallback provisions, including modifications in accordance with the provisions of Regulation ZZ, did not require evaluation for modification accounting. Additionally, FHN elected that the revisions to derivative contracts implemented by central clearinghouses to convert centrally cleared derivative contracts from LIBOR to SOFR plus an appropriate spread adjustment were not considered changes requiring assessment for modification accounting.

During the transition period, for cash flow hedges that reference 1-Month USD LIBOR, FHN applied expedients related to 1) the assumption of probability of cash flows when reference rates are changed on hedged items 2) avoiding dedesignation when critical terms (i.e., reference rates) change and 3) the allowed assumption of shared risk exposure for hedged items. Additionally, for its cash flow hedges that reference 1-Month Term SOFR, FHN applied expedients related to 1) the allowed assumption of shared risk exposure for hedged items and 2) multiple allowed assumptions of conformity between hedged items and the hedging instrument when assessing effectiveness. FHN continued to utilize these expedients and exceptions through the final cash flows affected by the quotation of LIBOR.

In accordance with the provisions of ASU 2020-04, effective immediately after the end of the transition period for its cash flow hedges (i.e., no more cash flows were affected by LIBOR), FHN elected that the cessation of effectiveness assessments under the transition guidance and subsequent initiation of hedge effectiveness assessments under ASC 815 did not require dedesignation of the hedge relationships.

In December 2022, the FASB issued ASU 2022-06, "Deferral of the Sunset Date of Topic 848" which extends the transition window for ASU 2020-04 from December 31, 2022 to December 31, 2024, consistent with key USD LIBOR tenors continuing to be published through June 30, 2023.

In January 2021, the FASB issued ASU 2021-01, "Scope" to expand the scope of ASU 2020-04 to apply to certain contract modifications that were implemented in October 2020 by derivative clearinghouses for the use of the Secured Overnight Funding Rate (SOFR) in discounting, margining and price alignment for centrally cleared derivatives, including derivatives utilized in hedging relationships. ASU 2021-01 also applies to derivative contracts affected by the change in discounting convention regardless of whether they are centrally cleared (i.e., bi-lateral contracts can also be modified) and regardless of whether they reference LIBOR. ASU 2021-01 was effective immediately upon issuance with retroactive application permitted. FHN elected to retroactively apply the provisions of ASU 2021-01 because FHN's centrally cleared derivatives were affected by the change in discounting convention and because FHN has other bi-lateral derivative contracts that may be modified to conform to the use of SOFR for discounting. Adoption did not have a significant effect on FHN's reported financial condition or results of operations.

Summary of Accounting Changes

ASU 2022-01

In March 2022, the FASB issued ASU 2022-01, "Fair Value Hedging - Portfolio Layer Method", which will expand FHN's ability to hedge the benchmark interest rate risk of portfolios of financial interests (or beneficial interests) in a fair value hedge. The provisions of ASU 2022-01 also permit FHN to apply the same portfolio hedging method to both prepayable and non-prepayable financial assets, namely by expanding the use of the "portfolio layer" method to non-prepayable financial assets. ASU 2022-01 also permits multiple hedged layers to be designated as a single closed portfolio to achieve hedge accounting. Additionally, the ASU requires that basis adjustments must be maintained on the closed portfolio of assets as a whole, and not allocated to individual assets for active portfolio layer method hedges. ASU 2022-01 is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. FHN may utilize the provisions of ASU 2022-01 in its future hedging strategies.

ASU 2022-02

In March 2022, the FASB issued ASU 2022-02, “Troubled Debt Restructurings and Vintage Disclosures” that eliminates current TDR recognition and measurement guidance and instead requires the Company to evaluate whether the modification represents a new loan or a continuation of an existing loan (which is consistent with the accounting for other loan modifications). The provisions of ASU 2022-02 also enhance existing disclosure requirements and introduces new disclosures related to certain modifications made to borrowers experiencing financial difficulty. The provisions of this ASU also require FHN to disclose current period gross write-offs of loans and leases by year of origination.

ASU 2022-02 is effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. For the transition method related to the recognition and measurement of TDRs, FHN elected to apply the modified retrospective transition effective January 1, 2023, resulting in a cumulative-effect reduction in ALLL of $6 million and an increase to retained earnings of $4 million, net of tax. The disclosure provisions of ASU 2022-02 are applied prospectively and presented in Note 3 – Loans and Leases and Note 4 – Allowance for Credit Losses.

Accounting Changes Issued But Not Currently Effective

ASU 2023-02

In March 2023, the FASB issued ASU 2023-02, “Accounting for Investments in Tax Credit Structures Using the Proportional Amortization Method” which permits investors to elect to account for their tax equity investments, regardless of the tax credit program from which the income tax credits are received, using the proportional amortization method if certain conditions are met. The proportional amortization method results in the cost of the investment being amortized in proportion to the income tax credits and other income tax benefits received, with the amortization of the investment and the income tax credits being presented net in the income statement as a component of income tax provision (benefit). Prior to ASU 2023-02, the proportional amortization method was only available to qualifying low income housing equity investments. An investor is required to make an accounting policy election to apply the proportional amortization method on a tax-credit-program-by-tax-credit-program basis. An investor that applies the proportional amortization method to qualifying tax equity investments must account for the receipt of the investment tax credits using the flow-through method, even if the entity applies the deferral method for other investment tax credits received. ASU 2023-02 also requires specific disclosures that must be

applied to all investments that generate income tax credits and other income tax benefits from a tax credit program for which the entity has elected to apply the proportional amortization method.

ASU 2023-02 is effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Early adoption is permitted for all entities in any interim period. If ASU 2023-02 is adopted in an interim period, it must be adopted as of the beginning of the fiscal year that includes that interim period. Adoption of ASU 2023-02 is applied on either a modified retrospective (cumulative catch up) or a retrospective (representment of prior years) basis. FHN is assessing 1) the applicability of ASU 2023-02 to its tax credit investments and 2) whether to elect the proportional amortization method for qualifying investments.

Note 2—Investment Securities

The following tables summarize FHN's investment securities as of September 30, 2023 and December 31, 2022:

INVESTMENT SECURITIES AT SEPTEMBER 30, 2023

	September 30, 2023			
(Dollars in millions)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities available for sale:				
Government agency issued MBS	$ 5,156	$ —	$ (831)	$ 4,325
Government agency issued CMO	2,528	—	(428)	2,100
Other U.S. government agencies	1,334	—	(206)	1,128
States and municipalities	630	—	(83)	547
Total securities available for sale (a)	**$ 9,648**	**$ —**	**$ (1,548)**	**$ 8,100**
Securities held to maturity:				
Government agency issued MBS	$ 863	$ —	$ (143)	$ 720
Government agency issued CMO	472	—	(88)	384
Total securities held to maturity	**$ 1,335**	**$ —**	**$ (231)**	**$ 1,104**

(a) Includes $8.4 billion of securities pledged to secure public deposits, securities sold under agreements to repurchase, and for other purposes.

INVESTMENT SECURITIES AT DECEMBER 31, 2022

	December 31, 2022			
(Dollars in millions)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities available for sale:				
Government agency issued MBS	$ 5,457	$ 1	$ (695)	$ 4,763
Government agency issued CMO	2,682	—	(369)	2,313
Other U.S. government agencies	1,325	—	(162)	1,163
States and municipalities	658	1	(62)	597
Total securities available for sale (a)	$ 10,122	$ 2	$ (1,288)	$ 8,836
Securities held to maturity:				
Government agency issued MBS	$ 897	$ —	$ (109)	$ 788
Government agency issued CMO	474	—	(53)	421
Total securities held to maturity	$ 1,371	$ —	$ (162)	$ 1,209

(a) Includes $6.5 billion of securities pledged to secure public deposits, securities sold under agreements to repurchase, and for other purposes.

The amortized cost and fair value by contractual maturity for the debt securities portfolio as of September 30, 2023 is provided below:

DEBT SECURITIES PORTFOLIO MATURITIES

	Held to Maturity		Available for Sale	
(Dollars in millions)	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Within 1 year	$ —	$ —	$ 14	$ 14
After 1 year through 5 years	—	—	125	118
After 5 years through 10 years	—	—	394	341
After 10 years	—	—	1,431	1,202
Subtotal	—	—	1,964	1,675
Government agency issued MBS and CMO (a)	1,335	1,104	7,684	6,425
Total	**$ 1,335**	**$ 1,104**	**$ 9,648**	**$ 8,100**

(a) Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

There were no sales of AFS securities for the three and nine months ended September 30, 2023 and 2022.

The following tables provide information on investments within the available-for-sale portfolio that had unrealized losses as of September 30, 2023 and December 31, 2022:

AFS INVESTMENT SECURITIES WITH UNREALIZED LOSSES

	As of September 30, 2023					
	Less than 12 months		12 months or longer		Total	
(Dollars in millions)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Government agency issued MBS	$ 258	$ (14)	$ 4,066	$ (817)	$ 4,324	$ (831)
Government agency issued CMO	53	(4)	2,047	(424)	2,100	(428)
Other U.S. government agencies	256	(12)	871	(194)	1,127	(206)
States and municipalities	97	(6)	439	(77)	536	(83)
Total	**$ 664**	**$ (36)**	**$ 7,423**	**$ (1,512)**	**$ 8,087**	**$ (1,548)**

	As of December 31, 2022					
	Less than 12 months		12 months or longer		Total	
(Dollars in millions)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Government agency issued MBS	$ 2,314	$ (249)	$ 2,350	$ (446)	$ 4,664	$ (695)
Government agency issued CMO	1,104	(123)	1,209	(246)	2,313	(369)
Other U.S. government agencies	643	(67)	424	(95)	1,067	(162)
States and municipalities	493	(48)	54	(14)	547	(62)
Total	$ 4,554	$ (487)	$ 4,037	$ (801)	$ 8,591	$ (1,288)

FHN has evaluated all AFS debt securities that were in unrealized loss positions in accordance with its accounting policy for recognition of credit losses. No AFS debt securities were determined to have credit losses. Total AIR not included in the fair value or amortized cost basis of AFS debt securities was $29 million and $32 million as of September 30, 2023 and December 31, 2022, respectively. Consistent with FHN's review of the related securities, there were no credit-related write downs of AIR for AFS debt securities during the reporting periods. Additionally, for AFS debt securities with unrealized losses, FHN does not intend to sell them, and it is more likely than not that FHN will not be required to sell them prior to recovery. Therefore, no write downs of these investments to fair value occurred during the reporting periods. There were no transfers to or from AFS or HTM during the three and nine month periods ended September 30, 2023.

For HTM securities, an allowance for credit losses is required to absorb estimated lifetime credit losses. Total AIR not included in the fair value or amortized cost basis of HTM debt securities was $3 million as of both September 30, 2023 and December 31, 2022. FHN has assessed the risk of credit loss and has determined that no allowance for credit losses for HTM securities was necessary as of September 30, 2023 and December 31, 2022. The evaluation of credit risk includes consideration of third-party and government guarantees (both explicit and implicit), senior or subordinated status, credit ratings of the issuer, the effects of interest rate changes since purchase and observable market information such as issuer-specific credit spreads.

The carrying amount of equity investments without a readily determinable fair value was $87 million and $79 million at September 30, 2023 and December 31, 2022, respectively. The year-to-date 2023 and 2022 gross amounts of upward and downward valuation adjustments were not significant.

Unrealized gains of less than $1 million and $7 million were recognized in the three and nine months ended September 30, 2023, respectively, for equity investments with readily determinable fair values. Unrealized losses of $2 million and $15 million were recognized in the three and nine months ended September 30, 2022, respectively, for equity investments with readily determinable fair values.

Note 3—Loans and Leases

The loans and leases portfolio is disaggregated into portfolio segments and then further disaggregated into classes for certain disclosures. GAAP defines a portfolio segment as the level at which an entity develops and documents a systematic method for determining its allowance for credit losses. A class is generally a disaggregation of a portfolio segment and is generally determined based on risk characteristics of the loan and FHN's method for monitoring and assessing credit risk and performance. FHN's loan and lease portfolio segments are commercial and consumer. The classes of loans and leases are: (1) commercial, financial, and industrial, which includes commercial and industrial loans and leases and loans to mortgage companies, (2) commercial real estate, (3) consumer real estate, which includes both real estate installment and home equity lines of credit, and (4) credit card and other.

The following table provides the amortized cost basis of loans and leases by portfolio segment and class as of September 30, 2023 and December 31, 2022, excluding accrued interest of $276 million and $226 million, respectively, which is included in other assets in the Consolidated Balance Sheets.

LOANS AND LEASES BY PORTFOLIO SEGMENT

(Dollars in millions)	**September 30, 2023**	December 31, 2022
Commercial:		
Commercial and industrial (a) (b)	**$ 30,926**	$ 29,523
Loans to mortgage companies	**2,237**	2,258
Total commercial, financial, and industrial	**33,163**	31,781
Commercial real estate	**14,121**	13,228
Consumer:		
HELOC	**2,248**	2,028
Real estate installment loans	**11,437**	10,225
Total consumer real estate	**13,685**	12,253
Credit card and other (c)	**809**	840
Loans and leases	**$ 61,778**	$ 58,102
Allowance for loan and lease losses	**(760)**	(685)
Net loans and leases	**$ 61,018**	$ 57,417

(a) Includes equipment financing leases of $1.2 billion and $1.1 billion for September 30, 2023 and December 31, 2022, respectively.
(b) Includes PPP loans fully guaranteed by the SBA of $35 million and $76 million as of September 30, 2023 and December 31, 2022, respectively.
(c) Includes $187 million and $193 million of commercial credit card balances as of September 30, 2023 and December 31, 2022, respectively.

Restrictions

Loans and leases with carrying values of $47.8 billion and $38.3 billion were pledged as collateral for borrowings at September 30, 2023 and December 31, 2022, respectively.

Concentrations of Credit Risk

Most of FHN's business activity is with clients located in the southern United States. FHN's lending activity is concentrated in its market areas within those states. As of September 30, 2023, FHN had loans to mortgage companies of $2.2 billion and loans to finance and insurance companies of $4.2 billion. As a result, 20% of the C&I portfolio is sensitive to impacts on the financial services industry.

Credit Quality Indicators

FHN employs a dual grade commercial risk grading methodology to assign an estimate for the probability of default and the loss given default for each commercial loan using factors specific to various industry, portfolio, or product segments that result in a rank ordering of risk and the assignment of grades PD 1 to PD 16. This credit grading system is intended to identify and measure the credit quality of the loan and lease portfolio by analyzing the migration between grading categories. It is also integral to the estimation methodology utilized in determining the ALLL since an allowance is established for pools of commercial loans based on the credit grade assigned. Each PD grade corresponds to an estimated one-year default probability percentage. PD grades are continually evaluated but require a formal scorecard annually.

PD 1 through PD 12 are "pass" grades. PD grades 13-16 correspond to the regulatory-defined categories of special mention (13), substandard (14), doubtful (15), and loss (16). Special mention loans and leases have potential

weaknesses that, if left uncorrected, may result in deterioration of FHN's credit position at some future date. Substandard commercial loans and leases have well-defined weaknesses and are characterized by the distinct possibility that FHN will sustain some loss if the deficiencies are not corrected. Doubtful commercial loans and leases have the same weaknesses as substandard loans and leases with the added characteristics that the probability of loss is high, and collection of the full amount is improbable.

The following tables provide the amortized cost basis of the commercial loan portfolio by year of origination and credit quality indicator as of September 30, 2023 and December 31, 2022:

C&I PORTFOLIO

	September 30, 2023									
(Dollars in millions)	**2023**	**2022**	**2021**	**2020**	**2019**	**Prior to 2019**	**LMC (a)**	**Revolving Loans**	**Revolving Loans Converted to Term Loans**	**Total**
Credit Quality Indicator:										
Pass (PD grades 1 through 12) (b)	**$ 3,351**	**$ 5,945**	**$ 3,796**	**$ 1,710**	**$ 1,772**	**$ 3,634**	**$ 2,237**	**$ 9,302**	**$ 358**	**$ 32,105**
Special Mention (PD grade 13)	**1**	**31**	**54**	**53**	**100**	**60**	**—**	**139**	**1**	**439**
Substandard, Doubtful, or Loss (PD grades 14,15, and 16)	**—**	**123**	**62**	**49**	**39**	**96**	**—**	**147**	**103**	**619**
Total C&I loans	**$ 3,352**	**$ 6,099**	**$ 3,912**	**$ 1,812**	**$ 1,911**	**$ 3,790**	**$ 2,237**	**$ 9,588**	**$ 462**	**$ 33,163**

	December 31, 2022									
(Dollars in millions)	2022	2021	2020	2019	2018	Prior to 2018	LMC (a)	Revolving Loans	Revolving Loans Converted to Term Loans	Total
Credit Quality Indicator:										
Pass (PD grades 1 through 12) (b)	$ 7,456	$ 3,634	$ 1,803	$ 1,912	$ 1,112	$ 3,170	$ 2,258	$ 9,166	$ 371	$ 30,882
Special Mention (PD grade 13)	17	56	17	125	8	80	—	126	—	429
Substandard, Doubtful, or Loss (PD grades 14,15, and 16)	36	48	41	34	25	55	—	134	97	470
Total C&I loans	$ 7,509	$ 3,738	$ 1,861	$ 2,071	$ 1,145	$ 3,305	$ 2,258	$ 9,426	$ 468	$ 31,781

(a) LMC includes non-revolving commercial lines of credit to qualified mortgage companies primarily for the temporary warehousing of eligible mortgage loans prior to the borrower's sale of those mortgage loans to third-party investors. The loans are of short duration with maturities less than one year.
(b) Balances include PPP loans.

CRE PORTFOLIO

	September 30, 2023								
(Dollars in millions)	**2023**	**2022**	**2021**	**2020**	**2019**	**Prior to 2019**	**Revolving Loans**	**Revolving Loans Converted to Term Loans**	**Total**
Credit Quality Indicator:									
Pass (PD grades 1 through 12)	**$ 663**	**$ 3,355**	**$ 3,643**	**$ 1,306**	**$ 1,331**	**$ 2,978**	**$ 316**	**$ 19**	**$ 13,611**
Special Mention (PD grade 13)	**1**	**1**	**3**	**30**	**147**	**77**	**—**	**—**	**259**
Substandard, Doubtful, or Loss (PD grades 14,15, and 16)	**—**	**2**	**5**	**11**	**141**	**84**	**8**	**—**	**251**
Total CRE loans	**$ 664**	**$ 3,358**	**$ 3,651**	**$ 1,347**	**$ 1,619**	**$ 3,139**	**$ 324**	**$ 19**	**$ 14,121**

	December 31, 2022								
(Dollars in millions)	2022	2021	2020	2019	2018	Prior to 2018	Revolving Loans	Revolving Loans Converted to Term Loans	Total
Credit Quality Indicator:									
Pass (PD grades 1 through 12)	$ 2,637	$ 3,324	$ 1,488	$ 1,855	$ 808	$ 2,565	$ 274	$ 20	$ 12,971
Special Mention (PD grade 13)	—	3	3	37	68	5	1	—	117
Substandard, Doubtful, or Loss (PD grades 14,15, and 16)	1	4	12	50	31	31	11	—	140
Total CRE loans	$ 2,638	$ 3,331	$ 1,503	$ 1,942	$ 907	$ 2,601	$ 286	$ 20	$ 13,228

The consumer portfolio is comprised primarily of smaller-balance loans which are very similar in nature in that most are standard products and are backed by residential real estate. Because of the similarities of consumer loan types, FHN is able to utilize the FICO score, among other attributes, to assess the credit quality of consumer borrowers. FICO scores are refreshed on a quarterly basis in an attempt to reflect the recent risk profile of the borrowers. Accruing delinquency amounts are indicators of asset quality within the credit card and other consumer portfolio.

The following table reflects the amortized cost basis by year of origination and refreshed FICO scores for consumer real estate loans as of September 30, 2023 and December 31, 2022. Within consumer real estate, classes include HELOC and real estate installment loans. HELOCs are loans which during their draw period are classified as revolving loans. Once the draw period ends and the loan enters its repayment period, the loan converts to a term loan and is classified as a revolving loan converted to a term loan. All loans classified in the following tables as revolving loans or revolving loans converted to term loans are HELOCs. Real estate installment loans are originated as fixed term loans and are classified below in their vintage year. All loans in the following tables classified in a vintage year are real estate installment loans.

CONSUMER REAL ESTATE PORTFOLIO

	September 30, 2023								
(Dollars in millions)	2023	2022	2021	2020	2019	Prior to 2019	Revolving Loans	Revolving Loans Converted to Term Loans	Total
FICO score 740 or greater	$ 1,425	$ 2,110	$ 1,750	$ 748	$ 475	$ 1,398	$ 1,542	$ 53	$ 9,501
FICO score 720-739	180	287	230	110	90	239	189	16	1,341
FICO score 700-719	132	234	195	87	52	230	157	18	1,105
FICO score 660-699	162	200	119	83	53	303	175	19	1,114
FICO score 620-659	9	20	23	24	37	112	37	7	269
FICO score less than 620	12	17	19	20	12	240	23	12	355
Total	$ 1,920	$ 2,868	$ 2,336	$ 1,072	$ 719	$ 2,522	$ 2,123	$ 125	$ 13,685

	December 31, 2022								
(Dollars in millions)	2022	2021	2020	2019	2018	Prior to 2018	Revolving Loans	Revolving Loans Converted to Term Loans	Total
FICO score 740 or greater	$ 2,154	$ 1,847	$ 819	$ 523	$ 278	$ 1,294	$ 1,297	$ 63	$ 8,275
FICO score 720-739	292	246	116	98	34	238	183	18	1,225
FICO score 700-719	242	206	93	55	35	226	142	22	1,021
FICO score 660-699	214	137	90	55	62	278	192	23	1,051
FICO score 620-659	21	24	25	41	20	105	47	9	292
FICO score less than 620	15	19	32	12	23	256	16	16	389
Total	$ 2,938	$ 2,479	$ 1,175	$ 784	$ 452	$ 2,397	$ 1,877	$ 151	$ 12,253

The following tables reflect the amortized cost basis by year of origination and refreshed FICO scores for credit card and other loans as of September 30, 2023 and December 31, 2022.

CREDIT CARD & OTHER PORTFOLIO

	September 30, 2023								
(Dollars in millions)	2023	2022	2021	2020	2019	Prior to 2019	Revolving Loans	Revolving Loans Converted to Term Loans	Total
FICO score 740 or greater	$ 43	$ 29	$ 13	$ 6	$ 4	$ 34	$ 223	$ 5	$ 357
FICO score 720-739	5	3	2	1	1	5	27	1	45
FICO score 700-719	4	3	4	1	1	5	23	3	44
FICO score 660-699	2	3	1	1	1	8	19	1	36
FICO score 620-659	1	1	1	—	—	3	6	—	12
FICO score less than 620	9	9	6	8	13	107	162	1	315
Total	$ 64	$ 48	$ 27	$ 17	$ 20	$ 162	$ 460	$ 11	$ 809

	December 31, 2022								
(Dollars in millions)	2022	2021	2020	2019	2018	Prior to 2018	Revolving Loans	Revolving Loans Converted to Term Loans	Total
FICO score 740 or greater	$ 36	$ 14	$ 10	$ 10	$ 4	$ 25	$ 291	$ 6	$ 396
FICO score 720-739	3	2	2	1	—	4	30	1	43
FICO score 700-719	3	3	1	1	—	4	33	1	46
FICO score 660-699	3	2	1	1	2	7	30	1	47
FICO score 620-659	1	3	1	—	—	3	18	—	26
FICO score less than 620	7	6	6	10	7	71	174	1	282
Total	$ 53	$ 30	$ 21	$ 23	$ 13	$ 114	$ 576	$ 10	$ 840

Nonaccrual and Past Due Loans and Leases

Loans and leases are placed on nonaccrual if it becomes evident that full collection of principal and interest is at risk, impairment has been recognized as a partial charge-off of principal balance due to insufficient collateral value and past due status, or on a case-by-case basis if FHN continues to receive payments but there are other borrower-specific issues. Included in nonaccrual are loans for which FHN continues to receive payments including residential real estate loans where the borrower has been discharged of personal obligation through bankruptcy.

Past due loans are loans contractually past due as to interest or principal payments, but which have not yet been put on nonaccrual status.

The following table reflects accruing and non-accruing loans and leases by class on September 30, 2023 and December 31, 2022:

ACCRUING & NON-ACCRUING LOANS AND LEASES

	September 30, 2023								
	Accruing				**Non-Accruing**				
(Dollars in millions)	**Current**	**30-89 Days Past Due**	**90+ Days Past Due**	**Total Accruing**	**Current**	**30-89 Days Past Due**	**90+ Days Past Due**	**Total Non-Accruing**	**Total Loans and Leases**
Commercial, financial, and industrial:									
C&I (a)	$ 30,772	$ 28	$ 3	**$ 30,803**	$ 78	$ 2	$ 43	**$ 123**	**$ 30,926**
Loans to mortgage companies	2,237	—	—	**2,237**	—	—	—	**—**	**2,237**
Total commercial, financial, and industrial	33,009	28	3	**33,040**	78	2	43	**123**	**33,163**
Commercial real estate:									
CRE (b)	13,992	4	—	**13,996**	43	50	32	**125**	**14,121**
Consumer real estate:									
HELOC (c)	2,185	13	5	**2,203**	32	4	9	**45**	**2,248**
Real estate installment loans (d)	11,307	25	6	**11,338**	47	8	44	**99**	**11,437**
Total consumer real estate	13,492	38	11	**13,541**	79	12	53	**144**	**13,685**
Credit card and other:									
Credit card	274	4	3	**281**	—	—	—	**—**	**281**
Other	525	1	—	**526**	2	—	—	**2**	**528**
Total credit card and other	799	5	3	**807**	2	—	—	**2**	**809**
Total loans and leases	$ 61,292	$ 75	$ 17	**$ 61,384**	$ 202	$ 64	$ 128	**$ 394**	**$ 61,778**

	December 31, 2022								
	Accruing				Non-Accruing				
(Dollars in millions)	Current	30-89 Days Past Due	90+ Days Past Due	Total Accruing	Current	30-89 Days Past Due	90+ Days Past Due	Total Non-Accruing	Total Loans and Leases
Commercial, financial, and industrial:									
C&I (a)	$ 29,309	$ 50	$ 11	$ 29,370	$ 64	$ 10	$ 79	$ 153	$ 29,523
Loans to mortgage companies	2,258	—	—	2,258	—	—	—	—	2,258
Total commercial, financial, and industrial	31,567	50	11	31,628	64	10	79	153	31,781
Commercial real estate:									
CRE (b)	13,208	11	—	13,219	7	—	2	9	13,228
Consumer real estate:									
HELOC (c)	1,967	12	5	1,984	32	4	8	44	2,028
Real estate installment loans (d)	10,079	25	13	10,117	56	5	47	108	10,225
Total consumer real estate	12,046	37	18	12,101	88	9	55	152	12,253
Credit card and other:									
Credit card	287	5	4	296	—	—	—	—	296
Other	540	2	—	542	1	—	1	2	544
Total credit card and other	827	7	4	838	1	—	1	2	840
Total loans and leases	$ 57,648	$ 105	$ 33	$ 57,786	$ 160	$ 19	$ 137	$ 316	$ 58,102

(a) $108 million and $147 million of C&I loans are nonaccrual loans that have been specifically reviewed for impairment with no related allowance in 2023 and 2022, respectively.
(b) $117 million and $5 million of CRE loans are nonaccrual loans that have been specifically reviewed for impairment with no related allowance in 2023 and 2022, respectively.
(c) $5 million of HELOC loans are nonaccrual loans that have been specifically reviewed for impairment with no related allowance in both 2023 and 2022.
(d) $10 million and $7 million of real estate installment loans are nonaccrual loans that have been specifically reviewed for impairment with no related allowance in 2023 and 2022, respectively.

Collateral-Dependent Loans

Collateral-dependent loans are defined as loans for which repayment is expected to be derived substantially through the operation or sale of the collateral and where the borrower is experiencing financial difficulty. At a minimum, the estimated value of the collateral for each loan equals the current book value.

As of September 30, 2023 and December 31, 2022, FHN had commercial loans with amortized cost of approximately $245 million and $124 million, respectively, that were based on the value of underlying collateral. Collateral-dependent C&I and CRE loans totaled $120 million and $125 million, respectively, at September 30, 2023. The collateral for these loans generally consists of business assets including land, buildings, equipment, and financial assets. During the three and nine months ended September 30, 2023, FHN recognized charge-offs of $82 million and of $106 million, respectively, on these loans related to reductions in estimated collateral values.

Consumer HELOC and real estate installment loans with amortized cost based on the value of underlying real estate collateral were approximately $6 million and $28 million, respectively, as of September 30, 2023 and $7 million and $26 million, respectively, as of December 31, 2022. Charge-offs relating to collateral-dependent consumer loans for the nine months ending September 30, 2023 and September 30, 2022 were $1 million and $2 million, respectively.

Loan Modifications to Troubled Borrowers

As part of FHN's ongoing risk management practices, FHN attempts to work with borrowers when necessary to extend or modify loan terms to better align with their current ability to repay. Modifications could include extension of the maturity date, reductions of the interest rate, reduction or forgiveness of accrued interest, or principal forgiveness. Combinations of these modifications may also be made for individual loans. Extensions and modifications to loans are made in accordance with internal policies and guidelines which conform to regulatory guidance. Principal reductions may be made in limited circumstances, typically for specific commercial loan workouts, and in the event of borrower bankruptcy. Each occurrence is unique to the borrower and is evaluated separately.

Troubled loans are considered those in which the borrower is experiencing financial difficulty. The assessment of whether a borrower is experiencing financial difficulty can be subjective in nature and management's judgment may be required in making this determination. FHN may determine that a borrower is experiencing financial difficulty if the borrower is currently in default on any of its debt, or if it is probable that a borrower may default in the foreseeable future absent a modification. Many aspects of a borrower's financial situation are assessed when determining whether they are experiencing financial difficulty.

Troubled commercial loans are typically modified through forbearance agreements which could include reduced interest rates, reduced payments, term extension, or entering into short sale agreements. Principal reductions may occur in specific circumstances.

Modifications for troubled consumer loans are generally structured using parameters of U.S. government-sponsored programs. For HELOC and real estate installment loans, troubled loans are typically modified by an interest rate reduction and a possible maturity date extension to reach an affordable housing debt-to-income ratio. Despite the absence of a loan modification by FHN, the discharge of personal liability through bankruptcy proceedings is considered a court-imposed modification.

For the credit card portfolio, troubled loan modifications are typically enacted through either a short-term credit card hardship program or a longer-term credit card workout program. In the credit card hardship program, borrowers may be granted rate and payment reductions for six months to one year. In the credit card workout program, borrowers are granted a rate reduction to 0% and a term extension for up to five years.

Modifications to Borrowers Experiencing Financial Difficulty

For periods subsequent to December 31, 2022, information regarding loans modified when a borrower is experiencing financial difficulty are included in the tables below.

The following tables present the amortized cost basis at the end of the reporting period of loans modified to borrowers experiencing financial difficulty, disaggregated by class of financing receivable and type of modification made, as well as the financial effect of the modifications made as of September 30, 2023:

LOAN MODIFICATIONS TO BORROWERS EXPERIENCING FINANCIAL DIFFICULTY

	September 30, 2023		
	Interest Rate Reduction		
(Dollars in millions)	Balance	% of Total Class	Financial Effect
C&I	$ —	— %	N/A
CRE	—	—	N/A
Consumer Real Estate	1	—	Reduced weighted-average contractual interest rate from 8.60% to 5.00%
Credit Card and Other (a)	—	—	Reduced weighted-average contractual interest rate from 13.30% to 0.00%
Total	$ 1	— %	

(a) Balance less than $1 million.

	September 30, 2023		
	Term Extension		
(Dollars in millions)	Balance	% of Total Class	Financial Effect
C&I	$ 81	0.2 %	Added an estimated weighted-average 1 year to the life of loans, which reduced monthly payment amounts for the borrowers
CRE	42	0.3	Added an estimated weighted-average 1 year to the life of loans, which reduced monthly payment amounts for the borrowers
Consumer Real Estate	2	—	Added a weighted-average 10 years to the life of loans, which reduced monthly payment amounts for the borrowers
Credit Card and Other	—	—	N/A
Total	$ 125	0.2 %	

	September 30, 2023		
	Principal Forgiveness		
(Dollars in millions)	Balance	% of Total Class	Financial Effect
C&I	$ —	— %	N/A
CRE	—	—	N/A
Consumer Real Estate	1	—	$1.3 million of the principal of consumer loans was legally discharged in bankruptcy during the period and the borrowers have not re-affirmed the debt as of period end.
Credit Card and Other	—	—	N/A
Total	$ 1	— %	

	September 30, 2023		
	Payment Deferrals		
(Dollars in millions)	Balance	% of Total Class	Financial Effect
C&I	$ —	— %	N/A
CRE	—	—	N/A
Consumer Real Estate	3	—	Payment deferral for 11 months, with a balloon payment at the end of the term
Credit Card and Other	—	—	N/A
Total	$ 3	— %	

	September 30, 2023		
	Combination - Term Extension and Interest Rate Reduction		
(Dollars in millions)	Balance	% of Total Class	Financial Effect
C&I	$ —	— %	N/A
CRE	—	—	N/A
Consumer Real Estate	5	—	Added a weighted-average 13.5 years to the life of loans and reduced weighted-average contractual interest rate from 5.60% to 4.80%
Credit Card and Other	—	—	N/A
Total	$ 5	— %	

	September 30, 2023		
	Combination - Term Extension, Interest Rate Reduction, and Interest Forgiveness		
(Dollars in millions)	Balance	% of Total Class	Financial Effect
C&I	$ 2	— %	Added a weighted-average 3.7 years to the life of loans, reduced weighted-average contractual interest rate from 11.25% to 7.50% and provided less than $1 million in interest forgiveness
CRE	—	—	N/A
Consumer Real Estate	—	—	N/A
Credit Card and Other	—	—	N/A
Total	$ 2	— %	

	September 30, 2023		
	Combination - Term Extension, Interest Rate Reduction, and Interest Deferrals		
(Dollars in millions)	Balance	% of Total Class	Financial Effect
C&I	$ —	— %	N/A
CRE	16	0.1	Added a weighted-average 1 year to the life of loans, reduced weighted-average contractual interest rate from 8.65% to 8.00% and provided less than $1 million in deferred interest
Consumer Real Estate	—	—	N/A
Credit Card and Other	—	—	N/A
Total	$ 16	— %	

Loan modifications to borrowers experiencing financial difficulty that had a payment default during the period totaled $21 million as of September 30, 2023. FHN closely monitors the performance of the loans that are modified to borrowers experiencing financial difficulty to understand the effectiveness of its modification efforts.

The following table depicts the performance of loans that have been modified in the last 12 months:

PERFORMANCE OF LOANS THAT HAVE BEEN MODIFIED IN THE LAST 12 MONTHS

	September 30, 2023			
(Dollars in millions)	**Current**	**30-89 Days Past Due**	**90+ Days Past Due**	**Non-Accruing**
C&I	$ 77	$ —	$ —	$ 6
CRE	8	—	—	50
Consumer Real Estate	2	—	—	10
Credit Card and Other	—	—	—	—
Total	$ 87	$ —	$ —	$ 66

Troubled Debt Restructurings

Prior to January 1, 2023, a modification was classified as a TDR if the borrower was experiencing financial difficulty and it was determined that FHN granted a concession to the borrower. Concessions represented modifications that FHN would not otherwise consider if a borrower had not been experiencing financial difficulty. Evaluation of whether a concession was granted, was subjective in nature and management's judgment was required in making the determination of whether a modification was classified as a TDR. All non-reaffirmed residential real estate loans discharged in Chapter 7 bankruptcy were considered concessions and classified as non-accruing TDRs.

On December 31, 2022, FHN had $180 million of portfolio loans classified as TDRs. Additionally, $30 million of loans held for sale as of December 31, 2022 were classified as TDRs.

The following table presents the end of period balance for loans modified in a TDR during the year ended December 31, 2022:

LOANS MODIFIED IN A TDR

	Year Ended December 31, 2022		
(Dollars in millions)	Number	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
C&I	6	$ 30	$ 24
CRE	1	1	1
HELOC	98	7	7
Real estate installment loans	181	41	41
Credit card and other	81	12	12
Total TDRs	367	$ 91	$ 85

The following table presents TDRs which re-defaulted during 2022 and as to which the modification occurred 12 months or less prior to the re-default. For purposes of this disclosure, FHN generally defines payment default as 30 or more days past due.

LOANS MODIFIED IN A TDR THAT RE-DEFAULTED

	Year Ended December 31, 2022	
(Dollars in millions)	Number	Recorded Investment
C&I	5	$ —
CRE	—	—
HELOC	22	1
Real estate installment loans	54	15
Credit card and other	17	—
Total TDRs	98	$ 16

Note 4—Allowance for Credit Losses

Management's estimate of expected credit losses in the loan and lease portfolios is recorded in the ALLL and the reserve for unfunded lending commitments, collectively referred to as the Allowance for Credit Losses, or the ACL. The ALLL and the reserve for unfunded lending commitments are reported on the Consolidated Balance Sheets in the allowance for loan and lease losses and in other liabilities, respectively. Provisions for credit losses related to loans and leases and unfunded lending commitments are reported in the Consolidated Statements of Income as provision for credit losses.

The ACL is maintained at a level management believes to be appropriate to absorb expected lifetime credit losses over the contractual life of the loan and lease portfolio and unfunded lending commitments. The determination of the ACL is based on periodic evaluation of the loan and lease portfolios and unfunded lending commitments considering a number of relevant underlying factors, including key assumptions and evaluation of quantitative and qualitative information.

The expected loan losses are the product of multiplying FHN's estimates of probability of default (PD), loss given default (LGD), and individual loan level exposure at default (EAD), including amortization and prepayment assumptions, on an undiscounted basis. FHN uses models or assumptions to develop the expected loss forecasts, which incorporate multiple macroeconomic forecasts over a four-year reasonable and supportable forecast period. After the reasonable and supportable forecast period, the Company immediately reverts to its historical loss averages, evaluated over the historical observation period, for the remaining estimated life of the loans. In order to capture the unique risks of the loan portfolio within the PD, LGD, and prepayment models, FHN segments the portfolio into pools, generally incorporating loan grades for commercial loans. As there can be no certainty that actual economic performance will precisely follow any specific macroeconomic forecast, FHN uses qualitative adjustments where current loan characteristics or current or forecasted economic conditions differ from historical periods.

The evaluation of quantitative and qualitative information is performed through assessments of groups of assets that share similar risk characteristics and certain individual loans and leases that do not share similar risk characteristics with the collective group. As described in Note 3 - Loans and Leases, loans are grouped generally by product type and significant loan portfolios are assessed for credit losses using analytical or statistical models. The quantitative component utilizes economic forecast information as its foundation and is primarily based on analytical models that use known or estimated data as of the balance sheet date and forecasted data over the reasonable and supportable period. The ACL is also affected by qualitative factors that FHN considers to reflect current judgment of various events and risks that are not measured in the quantitative calculations, including alternative economic forecasts.

In accordance with its accounting policy elections, FHN does not recognize a separate allowance for expected credit losses for AIR and records reversals of AIR as reductions of interest income. FHN reverses previously accrued but uncollected interest when an asset is placed on nonaccrual status. AIR and the related allowance for expected credit losses is included as a component of other assets. The total amount of interest reversals from loans placed on nonaccrual status and the amount of income recognized on nonaccrual loans during the three and nine months ended September 30, 2023 and 2022 were not material.

Expected credit losses for unfunded commitments are estimated for periods where the commitment is not unconditionally cancellable. The measurement of expected credit losses for unfunded commitments mirrors that of loans and leases with the additional estimate of future draw rates (timing and amount).

Prior to January 1, 2023, TDRs were reflected in FHN's estimate of expected credit losses as described in Note 1 - Significant Accounting Policies, in its 2022 Form 10-K. Subsequent to December 31, 2022, in accordance with the provisions of ASU 2022-02, FHN has ceased recognition of TDRs and no longer performs discounted cash flow calculations for these loans to estimate expected credit losses. As described in Note 3 – Loans and Leases, FHN now monitors and discloses information associated with modifications to borrowers experiencing financial difficulty. For both commercial and consumer portfolio segments, an adjustment to the ACL is generally not recorded at the time of modification because FHN includes these modified loans in its quantitative loss estimation processes. In the event of principal forgiveness, which primarily occurs for commercial loan workouts and consumer loans experiencing bankruptcy, FHN records the reduction in expected collectible principal balance as a charge-off against the ALLL.

The increase in the ACL balance as of September 30, 2023 as compared to December 31, 2022 largely reflects loan growth during the period and an evolving macroeconomic outlook resulting from inflation, the interest rate environment, and other factors. In developing credit loss estimates for its loan and lease portfolios, FHN utilized two Moody's forecast scenarios for its macroeconomic inputs. As of September 30, 2023, FHN's scenario selection process focused on key economic drivers such as inflation, interest rates, supply chain disruptions, labor/wage constraints, and international conflict. FHN selected one scenario as its base case, which was the Moody's baseline

scenario. The heaviest weight was placed on this scenario. A smaller weight was placed on the FHN-selected downside scenario.

Management also made qualitative adjustments to reflect estimated recoveries based on a review of prior charge-off and recovery levels, for default risk associated with large balances with individual borrowers, for estimated loss amounts not reflected in historical factors due to specific portfolio risk, and for instances where limited data for acquired loans is considered to affect modeled results.

The following table provides a rollforward of the ALLL and the reserve for unfunded lending commitments by portfolio type for the three and nine months ended September 30, 2023 and 2022:

ROLLFORWARD OF ALLL & RESERVE FOR UNFUNDED LENDING COMMITMENTS

(Dollars in millions)	Commercial, Financial, and Industrial (a)	Commercial Real Estate	Consumer Real Estate	Credit Card and Other	Total
	Three Months Ended September 30, 2023				
Allowance for loan and lease losses:					
Balance as of July 1, 2023	$ 326	$ 159	$ 221	$ 31	$ 737
Charge-offs (b)	(91)	(5)	(1)	(7)	(104)
Recoveries	5	1	2	1	9
Provision for loan and lease losses	95	14	6	3	118
Balance as of September 30, 2023	**$ 335**	**$ 169**	**$ 228**	**$ 28**	**$ 760**
Reserve for remaining unfunded commitments:					
Balance as of July 1, 2023	$ 55	$ 24	$ 11	$ —	$ 90
Provision for remaining unfunded commitments	(6)	(3)	1	—	(8)
Balance as of September 30, 2023	**49**	**21**	**12**	**—**	**82**
Allowance for credit losses as of September 30, 2023	**$ 384**	**$ 190**	**$ 240**	**$ 28**	**$ 842**
	Three Months Ended September 30, 2022				
Allowance for loan and lease losses:					
Balance as of July 1, 2022	$ 274	$ 141	$ 183	$ 26	$ 624
Charge-offs	(13)	(1)	(1)	(6)	(21)
Recoveries	2	—	6	1	9
Provision for loan and lease losses	32	8	5	7	52
Balance as of September 30, 2022	$ 295	$ 148	$ 193	$ 28	$ 664
Reserve for remaining unfunded commitments:					
Balance as of July 1, 2022	$ 53	$ 17	$ 10	$ —	$ 80
Provision for remaining unfunded commitments	5	2	1	—	8
Balance as of September 30, 2022	58	19	11	—	88
Allowance for credit losses as of September 30, 2022	$ 353	$ 167	$ 204	$ 28	$ 752

(Dollars in millions)	Commercial, Financial, and Industrial (a)	Commercial Real Estate	Consumer Real Estate	Credit Card and Other	Total
	Nine Months Ended September 30, 2023				
Allowance for loan and lease losses:					
Balance as of January 1, 2023	$ 308	$ 146	$ 200	$ 31	$ 685
Adoption of ASU 2022-02	1	—	(7)	—	(6)
Charge-offs (b)	(124)	(15)	(3)	(17)	(159)
Recoveries	12	2	7	4	25
Provision for loan and lease losses	138	36	31	10	215
Balance as of September 30, 2023	**$ 335**	**$ 169**	**$ 228**	**$ 28**	**$ 760**
Reserve for remaining unfunded commitments:					
Balance as of January 1, 2023	$ 55	$ 22	$ 10	$ —	$ 87
Provision for remaining unfunded commitments	(6)	(1)	2	—	(5)
Balance as of September 30, 2023	**49**	**21**	**12**	**—**	**82**
Allowance for credit losses as of September 30, 2023	**$ 384**	**$ 190**	**$ 240**	**$ 28**	**$ 842**
	Nine Months Ended September 30, 2022				
Allowance for loan and lease losses:					
Balance as of January 1, 2022	$ 334	$ 154	$ 163	$ 19	$ 670
Charge-offs	(38)	(1)	(4)	(18)	(61)
Recoveries	6	1	17	3	27
Provision for loan and lease losses	(7)	(6)	17	24	28
Balance as of September 30, 2022	$ 295	$ 148	$ 193	$ 28	$ 664
Reserve for remaining unfunded commitments:					
Balance as of January 1, 2022	$ 46	$ 12	$ 8	$ —	$ 66
Provision for remaining unfunded commitments	12	7	3	—	22
Balance as of September 30, 2022	58	19	11	—	88
Allowance for credit losses as of September 30, 2022	$ 353	$ 167	$ 204	$ 28	$ 752

(a) C&I loans as of September 30, 2023 and 2022 include $35 million and $129 million in PPP loans, respectively, which due to the government guarantee and forgiveness provisions are considered to have no credit risk and therefore have no allowance for loan and lease losses.
(b) Charge-offs in the C&I portfolio in 2023 include $72 million from a single credit from a company in bankruptcy.

The following table represents gross charge-offs by year of origination for the nine months ended September 30, 2023:

GROSS CHARGE-OFFS

(Dollars in millions)	2023	2022	2021	2020	2019	Prior to 2019	Revolving Loans	Total
C&I (a)	$ 74	$ 13	$ 6	$ 4	$ 9	$ 13	$ 5	$ 124
CRE	—	—	—	—	2	13	—	15
Consumer Real Estate	—	—	—	1	—	2	—	3
Credit Card and Other	9	—	1	—	—	2	5	17
Total	**$ 83**	**$ 13**	**$ 7**	**$ 5**	**$ 11**	**$ 30**	**$ 10**	**$ 159**

(a) Includes $72 million from a single credit from a company in bankruptcy.

Note 5—Mortgage Banking Activity

FHN originates mortgage loans for sale into the secondary market. These loans primarily consist of residential first lien mortgages that conform to standards established by GSEs that are major investors in U.S. home mortgages, but can also consist of junior lien and jumbo loans secured by residential property. These loans are primarily sold to private companies that are unaffiliated with the GSEs on a servicing-released basis. Gains and losses on these mortgage loans are included in mortgage banking and title income on the Consolidated Statements of Income.

At September 30, 2023, FHN had approximately $35 million of loans that remained from pre-2009 mortgage business operations of legacy First Horizon. Activity related to the pre-2009 mortgage loans was primarily limited to payments and write-offs in 2023 and 2022, with no new originations or loan sales, and only an insignificant amount of repurchases. These loans are excluded from the disclosure below.

The following table summarizes activity relating to residential mortgage loans held for sale as of and for the nine months ended September 30, 2023 and the year ended December 31, 2022.

MORTGAGE LOAN ACTIVITY

(Dollars in millions)	**September 30, 2023**	December 31, 2022
Balance at beginning of period	**$ 44**	$ 250
Originations and purchases	**512**	1,275
Sales, net of gains	**(475)**	(1,481)
Balance at end of period	**$ 81**	$ 44

Mortgage Servicing Rights

FHN records mortgage servicing rights at the lower of cost or market value and amortizes them over the remaining servicing life of the loans, with consideration given to prepayment assumptions.

Mortgage servicing rights are included in other assets on the Consolidated Balance Sheets. Mortgage servicing rights had the following carrying values as of the periods indicated.

MORTGAGE SERVICING RIGHTS

	September 30, 2023			December 31, 2022		
(Dollars in millions)	**Gross Carrying Amount**	**Accumulated Amortization**	**Net Carrying Amount**	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Mortgage servicing rights	**$ 24**	**$ (6)**	**$ 18**	$ 21	$ (5)	$ 16

In addition, there was an insignificant amount of non-mortgage and commercial servicing rights as of September 30, 2023 and December 31, 2022. Total mortgage servicing fees included in mortgage banking and title income were $3 million and $4 million for the nine months ended September 30, 2023 and 2022, respectively.

Note 6—Goodwill and Other Intangible Assets

Goodwill

The following is a summary of goodwill by reportable segment included in the Consolidated Balance Sheets as of September 30, 2023 and December 31, 2022.

GOODWILL

(Dollars in millions)	Regional Banking	Specialty Banking	Total
December 31, 2021	$ 880	$ 631	$ 1,511
Additions	—	—	—
December 31, 2022	$ 880	$ 631	$ 1,511
Additions	—	—	—
September 30, 2023	**$ 880**	**$ 631**	**$ 1,511**

FHN performed the required annual goodwill impairment test as of October 1, 2022. The annual impairment test did not indicate impairment in any of FHN's reporting units as of the testing date. Following the testing date, management evaluated the events and circumstances that could indicate that goodwill might be impaired and concluded that it is not more likely than not that goodwill was impaired. If there are any triggering events between annual periods, management will evaluate whether an impairment analysis is warranted. FHN will conduct its annual impairment analysis as of October 1, 2023.

Accounting estimates and assumptions were made about FHN's future performance and cash flows, as well as other prevailing market factors (e.g., interest rates, economic trends, etc.) when determining fair value as part of the goodwill impairment test. While management used the best information available to estimate future performance for each reporting unit, future adjustments to management's projections may be necessary if conditions differ substantially from the assumptions used in making the estimates.

Other intangible assets

The following table, which excludes fully amortized intangibles, presents other intangible assets included in the Consolidated Balance Sheets:

OTHER INTANGIBLE ASSETS

	September 30, 2023			December 31, 2022		
(Dollars in millions)	**Gross Carrying Amount**	**Accumulated Amortization**	**Net Carrying Value**	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value
Core deposit intangibles	**$ 368**	**$ (199)**	**$ 169**	$ 371	$ (171)	$ 200
Client relationships	**32**	**(15)**	**17**	32	(13)	19
Other (a)	**27**	**(15)**	**12**	27	(12)	15
Total	**$ 427**	**$ (229)**	**$ 198**	$ 430	$ (196)	$ 234

(a) Includes non-compete covenants and purchased credit card intangible assets. Also includes state banking licenses which are not subject to amortization.

Note 7—Preferred Stock

The following table presents a summary of FHN's non-cumulative perpetual preferred stock:

PREFERRED STOCK

(Dollars in millions)								**September 30, 2023**	December 31, 2022
	Issuance Date	**Earliest Redemption Date (a)**	**Annual Dividend Rate**		**Dividend Payments**	**Shares Outstanding**	**Liquidation Amount**	**Carrying Amount**	**Carrying Amount**
Series B	7/2/2020	8/1/2025	6.625%	(b)	Semi-annually	8,000	$ 80	**$ 77**	$ 77
Series C	7/2/2020	5/1/2026	6.600%	(c)	Quarterly	5,750	58	**59**	59
Series D	7/2/2020	5/1/2024	6.100%	(d)	Semi-annually	10,000	100	**94**	94
Series E	5/28/2020	10/10/2025	6.500%		Quarterly	1,500	150	**145**	145
Series F	5/3/2021	7/10/2026	4.700%		Quarterly	1,500	150	**145**	145
Series G	2/28/2022	2/28/2027	N/A		N/A	—	—	**—**	494
						26,750	$ 538	**$ 520**	$ 1,014

N/A - not applicable
(a) Denotes earliest optional redemption date. Earlier redemption is possible, at FHN's election, if certain regulatory capital events occur.
(b) Fixed dividend rate will reset on August 1, 2025 to three-month CME Term SOFR plus 4.52361% (0.26161% plus 4.262%).
(c) Fixed dividend rate will reset on May 1, 2026 to three-month CME Term SOFR plus 5.18161% (0.26161% plus 4.920%).
(d) Fixed dividend rate will reset on May 1, 2024 to three-month CME Term SOFR plus 4.12061% (0.26161% plus 3.859%).

On February 28, 2022, in connection with the execution of the TD Merger Agreement, FHN issued $494 million of Series G Perpetual Convertible Preferred Stock (the Series G Convertible Preferred Stock). The Series G Convertible Preferred Stock was convertible into up to 4.9% of the outstanding shares of FHN common stock in certain circumstances, including termination of the TD Merger Agreement. Because regulatory approval of the TD Transaction was not obtained, conversion occurred, effective June 26, 2023, at a fixed rate of 4,000 shares of common stock for each share of Series G Convertible Preferred Stock, resulting in 19,742,776 additional common shares outstanding.

The $494 million carrying value of the Series G Convertible Preferred Stock qualified as Tier 1 Capital as of December 31, 2022 and qualified for Common Equity Tier 1 Capital upon conversion to common stock on June 26, 2023.

Subsidiary Preferred Stock

First Horizon Bank has issued 300,000 shares of Class A Non-Cumulative Perpetual Preferred Stock (Class A Preferred Stock) with a liquidation preference of $1,000 per share. Dividends on the Class A Preferred Stock, if declared, accrue and are payable each quarter, in arrears, at a floating rate equal to the greater of three-month CME Term SOFR plus 1.11161% (0.26161% plus 0.85%) or 3.75% per annum. These securities qualify fully as Tier 1 capital for both First Horizon Bank and FHN. On September 30, 2023 and December 31, 2022, $295 million of Class A Preferred Stock was recognized as noncontrolling interest on the Consolidated Balance Sheets.

LIBOR Change to SOFR

On March 5, 2021, the U.K.'s Financial Conduct Authority announced that all tenors of LIBOR would cease publication or no longer be representative after June 30, 2023. On March 15, 2022, the Adjustable Interest Rate (LIBOR) Act was enacted in the U.S. The LIBOR Act provides that LIBOR will transition to a replacement benchmark based on the Secured Overnight Financing Rate (SOFR), plus a spread adjustment, in such covered contracts. Subsequently, the FRB adopted Regulation ZZ that identified CME Term SOFR, a forward term rate based on SOFR administered by CME Group Benchmark Administration, Ltd., plus a spread adjustment, as the replacement rate for securities for any interest rate calculations after June 30, 2023.

On April 25, 2023, FHN announced that each reference to LIBOR in each applicable securities contract (which term includes preferred stock and related depositary shares) will transition to CME Term SOFR, plus a tenor-based spread adjustment, on the first business day after June 30, 2023 pursuant to the LIBOR Act and the implementing regulations. The information presented in this Note reflects that transition.

Note 8—Components of Other Comprehensive Income (Loss)

The following table provides the changes in accumulated other comprehensive income (loss) by component, net of tax, for the three and nine months ended September 30, 2023 and 2022:

ACCUMULATED OTHER COMPREHENSIVE INCOME

(Dollars in millions)	Securities AFS	Cash Flow Hedges	Pension and Post-retirement Plans	Total
Balance as of July 1, 2023	$ (964)	$ (129)	$ (266)	$ (1,359)
Net unrealized gains (losses)	(206)	(34)	1	(239)
Amounts reclassified from AOCI	—	14	2	16
Other comprehensive income (loss)	(206)	(20)	3	(223)
Balance as of September 30, 2023	**$ (1,170)**	**$ (149)**	**$ (263)**	**$ (1,582)**

(Dollars in millions)	Securities AFS	Cash Flow Hedges	Pension and Post-retirement Plans	Total
Balance as of January 1, 2023	$ (973)	$ (127)	$ (268)	$ (1,368)
Net unrealized gains (losses)	(197)	(60)	(1)	(258)
Amounts reclassified from AOCI	—	38	6	44
Other comprehensive income (loss)	(197)	(22)	5	(214)
Balance as of September 30, 2023	**$ (1,170)**	**$ (149)**	**$ (263)**	**$ (1,582)**

(Dollars in millions)	Securities AFS	Cash Flow Hedges	Pension and Post-retirement Plans	Total
Balance as of July 1, 2022	$ (671)	$ (40)	$ (252)	$ (963)
Net unrealized gains (losses)	(368)	(103)	—	(471)
Amounts reclassified from AOCI	—	4	3	7
Other comprehensive income (loss)	(368)	(99)	3	(464)
Balance as of September 30, 2022	$ (1,039)	$ (139)	$ (249)	$ (1,427)

(Dollars in millions)	Securities AFS	Cash Flow Hedges	Pension and Post-retirement Plans	Total
Balance as of January 1, 2022	$ (36)	$ 3	$ (255)	$ (288)
Net unrealized gains (losses)	(1,003)	(149)	—	(1,152)
Amounts reclassified from AOCI	—	7	6	13
Other comprehensive income (loss)	(1,003)	(142)	6	(1,139)
Balance as of September 30, 2022	$ (1,039)	$ (139)	$ (249)	$ (1,427)

Reclassifications from AOCI, and related tax effects, were as follows:

RECLASSIFICATIONS FROM AOCI

(Dollars in millions)	Three Months Ended September 30,		Nine Months Ended September 30,		
Details about AOCI	**2023**	2022	**2023**	2022	**Affected line item in the statement where net income is presented**
Cash Flow Hedges:					
Realized (gains) losses on cash flow hedges	**$ 18**	$ 5	**$ 50**	$ 9	Interest and fees on loans and leases
Tax expense (benefit)	**(4)**	(1)	**(12)**	(2)	Income tax expense
	14	4	**38**	7	
Pension and Postretirement Plans:					
Amortization of prior service cost and net actuarial (gain) loss	**3**	4	**8**	8	Other expense
Tax expense (benefit)	**(1)**	(1)	**(2)**	(2)	Income tax expense
	2	3	**6**	6	
Total reclassification from AOCI	**$ 16**	$ 7	**$ 44**	$ 13	

Note 9—Earnings Per Share

The computations of basic and diluted earnings per common share were as follows:

EARNINGS PER SHARE COMPUTATIONS

(Dollars in millions, except per share data; shares in thousands)	Three Months Ended September 30, 2023	Three Months Ended September 30, 2022	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022
Net income	**$ 142**	$ 268	**$ 727**	$ 642
Net income attributable to noncontrolling interest	**5**	3	**14**	8
Net income attributable to controlling interest	**137**	265	**713**	634
Preferred stock dividends	**8**	8	**24**	24
Net income available to common shareholders	**$ 129**	$ 257	**$ 689**	$ 610
Weighted average common shares outstanding—basic	**558,559**	535,986	**544,952**	534,613
Effect of dilutive restricted stock, performance equity awards and options	**2,862**	6,655	**4,250**	7,258
Effect of dilutive convertible preferred stock (a)	**—**	27,512	**12,728**	21,667
Weighted average common shares outstanding—diluted	**561,421**	570,153	**561,930**	563,538
Basic earnings per common share	**$ 0.23**	$ 0.48	**$ 1.26**	$ 1.14
Diluted earnings per common share	**$ 0.23**	$ 0.45	**$ 1.23**	$ 1.08

(a) On February 28, 2022, FHN issued $494 million of Series G Convertible Preferred Stock, which was converted into common stock on June 26, 2023, following the termination of the TD Merger Agreement. Conversion occurred at the rate of 4,000 common shares per Series G preferred share resulting in 19,742,776 additional common shares outstanding. 2023 includes the impact of the Series G based on the final conversion rate and 2022 includes the impact based on the original maximum conversion rate. For more information on the convertible features, including the conversion rate, see Note 7 - Preferred Stock.

The following table presents average outstanding options and other equity awards that were excluded from the calculation of diluted earnings per share because they were either anti-dilutive (the exercise price was higher than the weighted-average market price for the period) or the performance conditions have not been met:

ANTI-DILUTIVE EQUITY AWARDS

(Shares in thousands)	Three Months Ended September 30, 2023	Three Months Ended September 30, 2022	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022
Stock options excluded from the calculation of diluted EPS	**1,928**	11	**—**	35
Weighted average exercise price of stock options excluded from the calculation of diluted EPS	**$ 16.44**	$ 26.03	**$ 24.36**	$ 25.65
Other equity awards excluded from the calculation of diluted EPS	**7,589**	493	**2,496**	199

Note 10—Contingencies and Other Disclosures

Contingencies

Contingent Liabilities Overview

Contingent liabilities arise in the ordinary course of business. Often, they are related to lawsuits, arbitration, mediation, and other forms of litigation. Various litigation matters currently are threatened or pending against FHN and its subsidiaries. Also, FHN at times receives requests for information, subpoenas, or other inquiries from federal, state, and local regulators, from other government authorities, and from other parties concerning various matters relating to FHN's current or former businesses. Certain matters of that sort are pending at most times, and FHN generally cooperates when those matters arise. Pending and threatened litigation matters sometimes are settled by the parties, and sometimes pending matters are resolved in court or before an arbitrator, or are withdrawn. Regardless of the manner of resolution, frequently the most significant changes in status of a matter occur over a short time period, often following a lengthy period of little substantive activity. In view of the inherent difficulty of predicting the outcome of these matters, particularly where the claimants seek very large or indeterminate damages, or where the cases present novel legal theories or involve a large number of parties, or where claims or other actions may be possible but have not been brought, FHN cannot reasonably determine what the eventual outcome of the matters will be, what the timing of the ultimate resolution of these matters may be, or what the eventual loss or impact related to each matter may be. FHN establishes a loss contingency liability for a litigation matter when loss is both probable and reasonably estimable as prescribed by applicable financial accounting guidance. If loss for a matter is probable and a range of possible loss outcomes is the best estimate available, accounting guidance requires a liability to be established at the low end of the range.

Based on current knowledge, and after consultation with counsel, management is of the opinion that loss contingencies related to threatened or pending litigation matters should not have a material adverse effect on the consolidated financial condition of FHN but may be material to FHN's operating results for any particular reporting period depending, in part, on the results from that period.

Material Loss Contingency Matters

As used in this Note, except for matters that are reported as having been substantially settled or otherwise substantially resolved, FHN's "material loss contingency matters" generally fall into at least one of the following categories: (i) FHN has determined material loss to be probable and has established a material loss liability in accordance with applicable financial accounting guidance; (ii) FHN has determined material loss to be probable but is not reasonably able to estimate an amount or range of material loss liability; or (iii) FHN has determined that material loss is not probable but is reasonably possible, and the amount or range of that reasonably possible material loss is estimable. As defined in applicable accounting guidance, loss is reasonably possible if there is more than a remote chance of a material loss outcome for FHN. FHN provides contingencies note disclosures for certain pending or threatened litigation matters each quarter, including all matters mentioned in categories (i) or (ii) and, occasionally, certain matters mentioned in category (iii). In addition, in this Note, certain other matters, or groups of matters, are discussed relating to FHN's pre-2009 mortgage origination and servicing businesses. In all litigation matters discussed in this Note, unless settled or otherwise resolved, FHN believes it has meritorious defenses and intends to pursue those defenses vigorously.

FHN reassesses the liability for litigation matters each quarter as the matters progress. At September 30, 2023, the aggregate amount of liabilities established for all such loss contingency matters was $2 million. These liabilities are separate from those discussed under the heading *Mortgage Loan Repurchase and Foreclosure Liability* below.

In each material loss contingency matter, except as otherwise noted, there is more than a remote chance that any of the following outcomes will occur: the plaintiff will substantially prevail; the defense will substantially prevail; the plaintiff will prevail in part; or the matter will be settled by the parties. At September 30, 2023, FHN estimates that for all material loss contingency matters, estimable reasonably possible losses in future periods in excess of currently established liabilities could aggregate in a range from zero to less than $1 million.

As a result of the general uncertainties discussed above and the specific uncertainties discussed for each matter mentioned below, it is possible that the ultimate future loss experienced by FHN for any particular matter may materially exceed the amount, if any, of currently established liability for that matter.

Mortgage Loan Repurchase and Foreclosure Liability

FHN's repurchase and foreclosure liability, primarily related to its pre-2009 mortgage origination, sale, securitization, and servicing businesses, is comprised of accruals to cover estimated loss content in the active pipeline, estimated future inflows, and estimated loss content related to certain known claims not currently included in the active pipeline. The active pipeline consists of mortgage loan repurchase and make-whole demands from loan purchasers or securitization participants, foreclosure/servicing demands from borrowers, and

certain related exposures. FHN compares the estimated probable incurred losses determined under the applicable loss estimation approaches for the respective periods with current reserve levels. Changes in the estimated required liability levels are recorded as necessary through the repurchase and foreclosure provision.

Based on currently available information and experience to date, FHN has evaluated its loan repurchase, make-whole, foreclosure, and certain related exposures and has accrued for losses of $16 million as of both September 30, 2023 and December 31, 2022. Accrued liabilities for FHN's estimate of these obligations are reflected in other liabilities on the Consolidated Balance Sheets. Charges/expense reversals to increase/decrease the liability are included within other income on the Consolidated Statements of Income. The estimates are based upon currently available information and fact patterns that exist as of each balance sheet date and could be subject to future changes. Changes to any one of these factors could significantly impact the estimate of FHN's liability.

The most significant outstanding claim associated with FHN's pre-2009 businesses is a servicing indemnification claim asserted by Nationstar Mortgage LLC, currently doing business as "Mr. Cooper." Nationstar was the purchaser of FHN's mortgage servicing obligations and assets in 2013 and 2014 and was FHN's subservicer. Nationstar asserts several categories of indemnity obligations in connection with mortgage loans under the subservicing arrangement and under the purchase transaction. This matter currently is not in litigation, but litigation in the future is possible. FHN is unable to estimate an RPL range for this matter due to significant uncertainties regarding: the exact nature of each of Nationstar's claims and its position in respect of each; the number of, and the facts underlying, the claimed instances of indemnifiable events; the applicability of FHN's contractual indemnity covenants to those facts and events; and, in those cases where the facts and events might support an indemnity claim, whether any legal defenses, counterclaims, other counter-positions, or third-party claims might eliminate or reduce claims against FHN or their impact on FHN.

Other Disclosures

Indemnification Agreements and Guarantees

In the ordinary course of business, FHN enters into indemnification agreements for legal proceedings against its directors and officers and standard representations and warranties for underwriting agreements, merger and acquisition agreements, loan sales, contractual commitments, and various other business transactions or arrangements.

The extent of FHN's obligations under these agreements depends upon the occurrence of future events; therefore, it is not possible to estimate a maximum potential amount of payouts that could be required by such agreements.

Note 11—Retirement Plans

FHN sponsors a noncontributory, qualified defined benefit pension plan to employees hired or re-hired on or before September 1, 2007. Pension benefits are based on years of service, average compensation near retirement or other termination, and estimated social security benefits at age 65. Benefits under the plan are "frozen" so that years of service and compensation changes after 2012 do not affect the benefit owed. Minimum contributions are based upon actuarially determined amounts necessary to fund the total benefit obligation. Decisions to contribute to the plan are based upon pension funding requirements under the Pension Protection Act, the maximum amount deductible under the Internal Revenue Code, the actual performance of plan assets, and trends in the regulatory environment. FHN made no contributions to the qualified pension plan in 2022. Management does not currently anticipate that FHN will make a contribution to the qualified pension plan in 2023.

FHN also maintains non-qualified plans including a supplemental retirement plan that covers certain employees whose benefits under the qualified pension plan have been limited by tax rules. These other non-qualified plans are unfunded, and contributions to these plans cover all benefits paid under the non-qualified plans. Payments made under the non-qualified plans were $5 million for 2022. FHN anticipates making benefit payments under the non-qualified plans of $5 million in 2023.

Service cost is included in personnel expense in the Consolidated Statements of Income. All other components of net periodic benefit cost are included in other expense.

For more information on FHN's pension plan and other postretirement benefit plans, see Note 17 - Retirement Plans and Other Employee Benefits in FHN's 2022 Annual Report on Form 10-K.

The components of net periodic benefit cost for the three and nine months ended September 30 were as follows:

COMPONENTS OF NET PERIODIC BENEFIT COST

	Three months ended September 30,		Nine months ended September 30,	
(Dollars in millions)	**2023**	2022	**2023**	2022
Components of net periodic benefit cost				
Interest cost	**$ 10**	$ 5	**$ 26**	$ 15
Expected return on plan assets	**(9)**	(6)	**(25)**	(18)
Amortization of unrecognized:				
Actuarial (gain) loss	**3**	4	**9**	8
Net periodic benefit cost	**$ 4**	$ 3	**$ 10**	$ 5

Note 12—Business Segment Information

FHN's operating segments are composed of the following:

- ***Regional Banking*** segment offers financial products and services, including traditional lending and deposit taking, to commercial and consumer clients primarily in the southern U.S. and other selected markets. Regional Banking also provides investment, wealth management, financial planning, trust and asset management services for consumer clients.

- ***Specialty Banking*** segment consists of lines of business that deliver product offerings and services with specialized industry knowledge. Specialty Banking's lines of business include asset-based lending, mortgage warehouse lending, commercial real estate, franchise finance, correspondent banking, equipment finance, mortgage, and title insurance (prior to July 2022). In addition to traditional lending and deposit taking, Specialty Banking also delivers treasury management solutions, loan syndications, and international banking. Additionally, Specialty Banking has a line of business focused on fixed income securities sales, trading, underwriting, and strategies for institutional clients in the U.S. and abroad, as well as loan sales, portfolio advisory services, and derivative sales.

- ***Corporate*** segment consists primarily of corporate support functions including risk management, audit, accounting, finance, executive office, and corporate communications. Shared support services such as human resources, properties, technology, credit risk and bank operations are allocated to the activities of Regional Banking, Specialty Banking and Corporate. Additionally, the Corporate segment includes centralized management of capital and funding to support the business activities of the company including management of wholesale funding, liquidity, and capital management and allocation. The Corporate segment also includes the revenue and expense associated with run-off businesses such as pre-2009 mortgage banking elements, run-off consumer and trust preferred loan portfolios, and other exited businesses.

Periodically, FHN adapts its segments to reflect managerial or strategic changes. FHN may also modify its methodology of allocating expenses and equity among segments which could change historical segment results. Business segment revenue, expense, asset, and equity levels reflect those which are specifically identifiable, or which are allocated based on an internal allocation method. Because the allocations are based on internally developed assignments and allocations, to an extent they are subjective. Generally, all assignments and allocations have been consistently applied for all periods presented.

The following tables present financial information for each reportable business segment for the three and nine months ended September 30, 2023 and 2022:

SEGMENT FINANCIAL INFORMATION

	Three Months Ended September 30, 2023			
(Dollars in millions)	**Regional Banking**	**Specialty Banking**	**Corporate**	**Consolidated**
Net interest income (expense)	**$ 583**	**$ 135**	**$ (113)**	**$ 605**
Provision for credit losses	**104**	**6**	**—**	**110**
Noninterest income	**109**	**46**	**18**	**173**
Noninterest expense (b)	**318**	**89**	**67**	**474**
Income (loss) before income taxes	**270**	**86**	**(162)**	**194**
Income tax expense (benefit) (c)	**63**	**21**	**(32)**	**52**
Net income (loss)	**$ 207**	**$ 65**	**$ (130)**	**$ 142**
Average assets	**$ 46,657**	**$ 20,687**	**$ 15,876**	**$ 83,220**

	Three Months Ended September 30, 2022			
(Dollars in millions)	Regional Banking	Specialty Banking	Corporate	Consolidated
Net interest income (expense)	$ 518	$ 138	$ 6	$ 662
Provision for credit losses	43	17	—	60
Noninterest income (a)	110	64	39	213
Noninterest expense (b)	303	105	61	469
Income (loss) before income taxes	282	80	(16)	346
Income tax expense (benefit)	66	19	(7)	78
Net income (loss)	$ 216	$ 61	$ (9)	$ 268
Average assets	$ 42,820	$ 19,745	$ 19,986	$ 82,551

(a) 2022 includes a $21 million gain related to the sale of the title insurance business and a $10 million gain on equity securities in the Corporate segment.
(b) 2023 includes $10 million of restructuring costs in the Corporate segment. 2022 includes $24 million in merger and integration expenses related to the IBKC merger and TD Transaction in the Corporate segment.
(c) 2023 includes $24 million in expense related to the surrender of bank owned life insurance policies and an $11 million benefit from merger-related tax items in the Corporate segment.

(Dollars in millions)	Nine Months Ended September 30, 2023			
	Regional Banking	**Specialty Banking**	**Corporate**	**Consolidated**
Net interest income (expense)	**$ 1,781**	**$ 390**	**$ (248)**	**$ 1,923**
Provision for credit losses	**189**	**26**	**(5)**	**210**
Noninterest income (a)	**325**	**147**	**273**	**745**
Noninterest expense (b)	**960**	**270**	**278**	**1,508**
Income (loss) before income taxes	**957**	**241**	**(248)**	**950**
Income tax expense (benefit) (c)	**224**	**58**	**(59)**	**223**
Net income (loss)	**$ 733**	**$ 183**	**$ (189)**	**$ 727**
Average assets	**$ 45,594**	**$ 20,054**	**$ 15,823**	**$ 81,471**

(Dollars in millions)	Nine Months Ended September 30, 2022			
	Regional Banking	Specialty Banking	Corporate	Consolidated
Net interest income (expense)	$ 1,410	$ 423	$ (150)	$ 1,683
Provision for credit losses	64	(4)	(10)	50
Noninterest income (a)	337	265	40	642
Noninterest expense (b)	906	352	192	1,450
Income (loss) before income taxes	777	340	(292)	825
Income tax expense (benefit)	182	83	(82)	183
Net income (loss)	$ 595	$ 257	$ (210)	$ 642
Average assets	$ 41,779	$ 20,073	$ 23,947	$ 85,799

(a) 2023 includes a $225 million gain on merger termination in the Corporate segment. 2022 includes a $12 million gain on sale of mortgage servicing rights in the Specialty Banking segment and a $21 million gain related to the sale of the title insurance business, a $10 million gain on equity securities and a $6 million gain related to a fintech investment in the Corporate segment.

(b) 2023 includes $10 million of restructuring costs, a $50 million contribution to the First Horizon Foundation, $15 million in derivative valuation adjustments related to prior Visa Class-B share sales and $51 million in merger and integration planning expenses related to the TD Transaction in the Corporate segment. 2022 includes $99 million in merger and integration expenses related to the IBKC merger and TD Transaction and $12 million in derivative valuation adjustments related to prior Visa Class-B share sales in the Corporate segment.

(c) 2023 includes $24 million in expense related to the surrender of bank owned life insurance policies and an $11 million benefit from merger-related tax items in the Corporate segment.

The following tables reflect a disaggregation of FHN's noninterest income by major product line and reportable segment for the three and nine months ended September 30, 2023 and 2022:

NONINTEREST INCOME DETAIL BY SEGMENT

	Three months ended September 30, 2023			
(Dollars in millions)	**Regional Banking**	**Specialty Banking**	**Corporate**	**Consolidated**
Noninterest income:				
Deposit transactions and cash management	**$ 41**	**$ 3**	**$ 2**	**$ 46**
Fixed income (a)	**—**	**28**	**—**	**28**
Brokerage, management fees and commissions	**21**	**—**	**—**	**21**
Card and digital banking fees	**19**	**—**	**1**	**20**
Other service charges and fees	**7**	**7**	**—**	**14**
Trust services and investment management	**12**	**—**	**—**	**12**
Mortgage banking and title income	**—**	**7**	**—**	**7**
Other income (c)	**9**	**1**	**15**	**25**
Total noninterest income	**$ 109**	**$ 46**	**$ 18**	**$ 173**

	Three months ended September 30, 2022			
(Dollars in millions)	Regional Banking	Specialty Banking	Corporate	Consolidated
Noninterest income:				
Deposit transactions and cash management	$ 39	$ 2	$ 2	$ 43
Fixed income (a)	—	46	—	46
Brokerage, management fees and commissions	23	—	—	23
Card and digital banking fees	19	—	2	21
Other service charges and fees	8	5	—	13
Trust services and investment management	11	—	—	11
Mortgage banking and title income	—	9	—	9
Deferred compensation income	—	—	(3)	(3)
Securities gains (losses), net (b)	—	—	12	12
Other income (c)	10	2	26	38
Total noninterest income	$ 110	$ 64	$ 39	$ 213

(a) 2023 and 2022 includes $13 million of underwriting, portfolio advisory, and other noninterest income in scope of ASC 606, "Revenue From Contracts With Customers."
(b) Represents noninterest income excluded from the scope of ASC 606. Amount is presented for informational purposes to reconcile total noninterest income.
(c) Includes letter of credit fees and insurance commissions in scope of ASC 606.

(Dollars in millions)	Nine months ended September 30, 2023 Regional Banking	Specialty Banking	Corporate	Consolidated
Noninterest income:				
Deposit transactions and cash management	$ 120	$ 7	$ 6	$ 133
Fixed income (a)	—	98	(1)	97
Brokerage, management fees and commissions	66	—	—	66
Card and digital banking fees	55	1	5	61
Other service charges and fees	23	18	—	41
Trust services and investment management	35	—	—	35
Mortgage banking and title income	—	18	—	18
Deferred compensation income	—	—	11	11
Gain on merger termination	—	—	225	225
Securities gains (losses), net (b)	—	—	1	1
Other income (c)	26	5	26	57
Total noninterest income	$ 325	$ 147	$ 273	$ 745

(Dollars in millions)	Nine months ended September 30, 2022 Regional Banking	Specialty Banking	Corporate	Consolidated
Noninterest income:				
Deposit transactions and cash management	$ 115	$ 7	$ 7	$ 129
Fixed income (a)	—	170	—	170
Brokerage, management fees and commissions	71	—	—	71
Card and digital banking fees	57	2	5	64
Other service charges and fees	24	17	—	41
Trust services and investment management	36	—	—	36
Mortgage banking and title income	—	65	—	65
Deferred compensation income	—	—	(24)	(24)
Securities gains (losses), net (b)	—	—	18	18
Other income (c)	34	4	34	72
Total noninterest income	$ 337	$ 265	$ 40	$ 642

(a) 2023 and 2022 includes $32 million and $33 million, respectively, of underwriting, portfolio advisory, and other noninterest income in scope of ASC 606, "Revenue From Contracts With Customers."
(b) Represents noninterest income excluded from the scope of ASC 606. Amount is presented for informational purposes to reconcile total noninterest income.
(c) Includes letter of credit fees and insurance commissions in scope of ASC 606.

Note 13—Variable Interest Entities

FHN makes equity investments in various entities that are considered VIEs, as defined by GAAP. A VIE typically does not have sufficient equity at risk to finance its activities without additional subordinated financial support from other parties. The Company's variable interest arises from contractual, ownership, or other monetary interests in the entity, which change with fluctuations in the fair value of the entity's net assets. FHN consolidates a VIE if FHN is the primary beneficiary of the entity. FHN is the primary beneficiary of a VIE if FHN's variable interest provides it with the power to direct the activities that most significantly impact the VIE and the right to receive benefits (or the obligation to absorb losses) that could potentially be significant to the VIE. To determine whether or not a variable interest held could potentially be significant to the VIE, FHN considers both qualitative and quantitative factors regarding the nature, size and form of its involvement with the VIE. FHN assesses whether or not it is the primary beneficiary of a VIE on an ongoing basis.

Consolidated Variable Interest Entities

FHN has established certain rabbi trusts related to deferred compensation plans offered to its employees.

FHN contributes employee cash compensation deferrals to the trusts and directs the underlying investments made by the trusts. The assets of these trusts are available to FHN's creditors only in the event that FHN becomes insolvent. These trusts are considered VIEs as there is no equity at risk in the trusts since FHN provided the equity interest to its employees in exchange for services rendered. FHN is considered the primary beneficiary of the rabbi trusts as it has the power to direct the activities that most significantly impact the economic performance of the rabbi trusts through its ability to direct the underlying investments made by the trusts. Additionally, FHN could potentially receive benefits or absorb losses that are significant to the trusts due to its right to receive any asset values in excess of liability payoffs and its obligation to fund any liabilities to employees that are in excess of a rabbi trust's assets.

The following table summarizes the carrying value of assets and liabilities associated with rabbi trusts used for deferred compensation plans which are consolidated by FHN as of September 30, 2023 and December 31, 2022:

CONSOLIDATED VIEs

(Dollars in millions)	**September 30, 2023**	December 31, 2022
Assets:		
Other assets	**$ 172**	$ 181
Liabilities:		
Other liabilities	**$ 144**	$ 150

Nonconsolidated Variable Interest Entities

Low Income Housing Tax Credit Partnerships

Through designated wholly-owned subsidiaries, First Horizon Bank makes equity investments as a limited partner in various partnerships that sponsor affordable housing projects utilizing the LIHTC. The purpose of these investments is to achieve a satisfactory return on capital and to support FHN's community reinvestment initiatives. LIHTC partnerships are managed by unrelated general partners that have the power to direct the activities which most significantly affect the performance of the partnerships. FHN is therefore not the primary beneficiary of any LIHTC partnerships. Accordingly, FHN does not consolidate these VIEs and accounts for these investments in other assets on the Consolidated Balance Sheets.

FHN accounts for all qualifying LIHTC investments under the proportional amortization method. Under this method an entity amortizes the initial cost of the investment in proportion to the tax credits and other tax benefits received and recognizes the net investment performance as a component of income tax expense. LIHTC investments that do not qualify for the proportional amortization method are accounted for using the equity method. Expenses associated with non-qualifying LIHTC investments were not material for the three and nine months ended September 30, 2023 and 2022.

The following table summarizes the impact to income tax expense on the Consolidated Statements of Income for the three and nine months ended September 30, 2023 and 2022 for LIHTC investments accounted for under the proportional amortization method.

LIHTC IMPACTS ON TAX EXPENSE

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in millions)	**2023**	2022	**2023**	2022
Income tax expense (benefit):				
Amortization of qualifying LIHTC investments	**$ 13**	$ 11	**$ 39**	$ 33
Low income housing tax credits	**(14)**	(11)	**(41)**	(35)
Other tax benefits related to qualifying LIHTC investments	**(3)**	(3)	**(8)**	(9)

Other Tax Credit Investments

Through designated subsidiaries, First Horizon Bank periodically makes equity investments as a non-managing member in various LLCs that sponsor community development projects utilizing the NMTC. First Horizon Bank also makes equity investments as a limited partner or non-managing member in entities that receive solar and historic tax credits. The purposes of these investments are to achieve a satisfactory return on capital and to support FHN's community reinvestment initiatives. These entities are considered VIEs as First Horizon Bank's subsidiaries represent the holders of the equity investment at risk, but do not have the ability to direct the activities that most significantly affect the performance of the entities.

Small Issuer Trust Preferred Holdings

First Horizon Bank holds variable interests in trusts which have issued mandatorily redeemable preferred capital securities ("trust preferreds") for smaller banking and insurance enterprises. First Horizon Bank has no voting rights for the trusts' activities. The trusts' only assets are junior subordinated debentures of the issuing enterprises. The creditors of the trusts hold no recourse to the assets of First Horizon Bank. Since First Horizon Bank is solely a holder of the trusts' securities, it has no rights which would give it the power to direct the activities that most significantly impact the trusts' economic performance and thus it is not considered the primary beneficiary of the trusts. First Horizon Bank has no contractual requirements to provide financial support to the trusts.

On-Balance Sheet Trust Preferred Securitization

In 2007, First Horizon Bank executed a securitization of certain small issuer trust preferreds for which the underlying trust meets the definition of a VIE as the holders of the equity investment at risk do not have the power through voting rights, or similar rights, to direct the activities that most significantly impact the entity's economic performance. Since First Horizon Bank did not retain servicing or other decision-making rights, First Horizon Bank is not the primary beneficiary as it does not have the power to direct the activities that most significantly impact the trust's economic performance. Accordingly, First Horizon Bank has accounted for the funds received through the securitization as a term borrowing in its Consolidated Balance Sheets. First Horizon Bank has no contractual requirements to provide financial support to the trust.

Holdings in Agency Mortgage-Backed Securities

FHN holds securities issued by various Agency securitization trusts. Based on their restrictive nature, the trusts meet the definition of a VIE since the holders of the equity investments at risk do not have the power through voting rights, or similar rights, to direct the activities that most significantly impact the entities' economic performance. FHN could potentially receive benefits or absorb losses that are significant to the trusts based on the nature of the trusts' activities and the size of FHN's holdings. However, FHN is solely a holder of the trusts' securities and does not have the power to direct the activities that most significantly impact the trusts' economic performance and is not considered the primary beneficiary of the trusts. FHN has no contractual requirements to provide financial support to the trusts.

Commercial Loan Modifications to Borrowers Experiencing Financial Difficulty

For certain troubled commercial loans, First Horizon Bank modifies the terms of the borrower's debt in an effort to increase the probability of receipt of amounts contractually due. Following a modification to borrowers experiencing financial difficulty, the borrower entity typically meets the definition of a VIE as the initial determination of whether an entity is a VIE must be reconsidered as events have proven that the entity's equity is not sufficient to permit it to finance its activities without additional subordinated financial support or a restructuring of the terms of its financing. As First Horizon Bank does not have the power to direct the activities that most significantly impact such troubled commercial borrowers' operations, it is not considered the primary beneficiary even in situations where, based on the size of

the financing provided, First Horizon Bank is exposed to potentially significant benefits and losses of the borrowing entity. First Horizon Bank has no contractual requirements to provide financial support to the borrowing entities beyond certain funding commitments established upon restructuring of the terms of the debt that allows for preparation of the underlying collateral for sale.

Proprietary Trust Preferred Issuances

In conjunction with its acquisitions, FHN acquired junior subordinated debt underlying multiple issuances of trust preferred debt. All of the trusts are considered VIEs because the ownership interests from the capital contributions to these trusts are not considered "at risk" in evaluating whether the holders of the equity investments at risk in the trusts have the ability to direct the activities that most significantly impact the entities' economic performance. Thus, FHN cannot be the trusts' primary beneficiary because its ownership interests in the trusts are not considered variable interests as they are not considered "at risk". Consequently, none of the trusts are consolidated by FHN. The following tables summarize FHN's nonconsolidated VIEs as of September 30, 2023 and December 31, 2022:

NONCONSOLIDATED VIEs AT SEPTEMBER 30, 2023

(Dollars in millions)	Maximum Loss Exposure	Liability Recognized	Classification
Type			
Low income housing partnerships	$ 498	$ 155	(a)
Other tax credit investments (b)	81	65	Other assets
Small issuer trust preferred holdings (c)	173	—	Loans and leases
On-balance sheet trust preferred securitization	27	87	(d)
Holdings of agency mortgage-backed securities (c)	7,907	—	(e)
Commercial loan modifications to borrowers experiencing financial difficulty (f)	39	—	Loans and leases
Proprietary trust preferred issuances (g)	—	167	Term borrowings

(a) Maximum loss exposure represents $343 million of current investments and $155 million of accrued contractual funding commitments. Accrued funding commitments represent unconditional contractual obligations for future funding events and are also recognized in other liabilities. FHN currently expects to be required to fund these accrued commitments by the end of 2024.
(b) Maximum loss exposure represents the value of current investments.
(c) Maximum loss exposure represents the value of current investments. A liability is not recognized as FHN is solely a holder of the trusts' securities.
(d) Includes $112 million classified as loans and leases and $2 million classified as trading securities, which are offset by $87 million classified as term borrowings.
(e) Includes $147 million classified as trading securities, $1.3 billion classified as held to maturity and $6.4 billion classified as securities available for sale.
(f) Maximum loss exposure represents $39 million of current receivables with no additional contractual funding commitments on loans related to commercial loan modifications to borrowers experiencing financial difficulty.
(g) No exposure to loss due to nature of FHN's involvement.

NONCONSOLIDATED VIEs AT DECEMBER 31, 2022

(Dollars in millions)	Maximum Loss Exposure	Liability Recognized	Classification
Type			
Low income housing partnerships	$ 463	$ 154	(a)
Other tax credit investments (b)	85	67	Other assets
Small issuer trust preferred holdings (c)	171	—	Loans and leases
On-balance sheet trust preferred securitization	27	87	(d)
Holdings of agency mortgage-backed securities (c)	8,652	—	(e)
Commercial loan troubled debt restructurings (f)	53	—	Loans and leases
Proprietary trust preferred issuances (g)	—	167	Term borrowings

(a) Maximum loss exposure represents $309 million of current investments and $154 million of accrued contractual funding commitments. Accrued funding commitments represent unconditional contractual obligations for future funding events and are also recognized in other liabilities. FHN currently expects to be required to fund these accrued commitments by the end of 2024.
(b) Maximum loss exposure represents current investments.
(c) Maximum loss exposure represents the value of current investments. A liability is not recognized as FHN is solely a holder of the trusts' securities.
(d) Includes $112 million classified as loans and leases and $2 million classified as trading securities, which are offset by $87 million classified as term borrowings.
(e) Includes $205 million classified as trading securities, $1.4 billion classified as held to maturity and $7.1 billion classified as securities available for sale.
(f) Maximum loss exposure represents $53 million of current receivables with no additional contractual funding commitments on loans related to commercial borrowers involved in a troubled debt restructuring.
(g) No exposure to loss due to nature of FHN's involvement.

Note 14—Derivatives

In the normal course of business, FHN utilizes various financial instruments (including derivative contracts and credit-related agreements) through its fixed income and risk management operations, as part of its risk management strategy and as a means to meet clients' needs. Derivative instruments are subject to credit and market risks in excess of the amount recorded on the balance sheet as required by GAAP. The contractual or notional amounts of these financial instruments do not necessarily represent the amount of credit or market risk. However, they can be used to measure the extent of involvement in various types of financial instruments. Controls and monitoring procedures for these instruments have been established and are routinely reevaluated. The ALCO controls, coordinates, and monitors the usage and effectiveness of these financial instruments.

Credit risk represents the potential loss that may occur if a party to a transaction fails to perform according to the terms of the contract. The measure of credit exposure is the replacement cost of contracts with a positive fair value. FHN manages credit risk by entering into financial instrument transactions through national exchanges, primary dealers or approved counterparties, and by using mutual margining and master netting agreements whenever possible to limit potential exposure. FHN also maintains collateral posting requirements with certain counterparties to limit credit risk. Daily margin posted or received with central clearinghouses is considered a legal settlement of the related derivative contracts which results in a net presentation for each contract in the Consolidated Balance Sheets. Treatment of daily margin as a settlement has no effect on hedge accounting or gains/losses for the applicable derivative contracts. On September 30, 2023 and December 31, 2022, respectively, FHN had $629 million and $159 million of cash receivables and $27 million and $42 million of cash payables related to collateral posting under master netting arrangements, inclusive of collateral posted related to contracts with adjustable collateral posting thresholds and over-collateralized positions, with derivative counterparties. With exchange-traded contracts, the credit risk is limited to the clearinghouse used. For non-exchange traded instruments, credit risk may occur when there is a gain in the fair value of the financial instrument and the counterparty fails to perform according to the terms of the contract and/or when the collateral proves to be of insufficient value. See additional discussion regarding master netting agreements and collateral posting requirements later in this note under the heading "Master Netting and Similar Agreements." Market risk represents the potential loss due to the decrease in the value of a financial instrument caused primarily by changes in interest rates or the prices of debt instruments. FHN manages market risk by establishing and monitoring limits on the types and degree of risk that may be undertaken.

FHN continually measures this risk through the use of models that measure value-at-risk and earnings-at-risk.

Derivative Instruments

FHN enters into various derivative contracts both to facilitate client transactions and as a risk management tool. Where contracts have been created for clients, FHN enters into upstream transactions with dealers to offset its risk exposure. Contracts with dealers that require central clearing are novated to a clearing agent who becomes FHN's counterparty. Derivatives are also used as a risk management tool to hedge FHN's exposure to changes in interest rates or other defined market risks.

Forward contracts are over-the-counter contracts where two parties agree to purchase and sell a specific quantity of a financial instrument at a specified price, with delivery or settlement at a specified date. Futures contracts are exchange-traded contracts where two parties agree to purchase and sell a specific quantity of a financial instrument at a specified price, with delivery or settlement at a specified date. Interest rate option contracts give the purchaser the right, but not the obligation, to buy or sell a specified quantity of a financial instrument, at a specified price, during a specified period of time. Caps and floors are options that are linked to a notional principal amount and an underlying indexed interest rate. Interest rate swaps involve the exchange of interest payments at specified intervals between two parties without the exchange of any underlying principal. Swaptions are options on interest rate swaps that give the purchaser the right, but not the obligation, to enter into an interest rate swap agreement during a specified period of time.

Trading Activities

FHNF trades U.S. Treasury, U.S. Agency, government-guaranteed loan, mortgage-backed, corporate and municipal fixed income securities, and other securities for distribution to clients. When these securities settle on a delayed basis, they are considered forward contracts. FHNF also enters into interest rate contracts, including caps, swaps, and floors, for its clients. In addition, FHNF enters into futures and option contracts to economically hedge interest rate risk associated with a portion of its securities inventory. These transactions are measured at fair value, with changes in fair value recognized in noninterest income. Related assets and liabilities are recorded on the Consolidated Balance Sheets as derivative assets and derivative liabilities within other assets and other liabilities. The FHNF Risk Committee and the Credit Risk Management Committee collaborate to mitigate credit risk related to these transactions. Credit risk is controlled through credit approvals, risk control limits, and ongoing monitoring procedures. Total trading revenues were $19 million and $34 million for the three months ended September 30, 2023 and 2022, $68 million

and $133 million for the nine months ended September 30, 2023 and 2022, respectively. Trading revenues are inclusive of both derivative and non-derivative financial instruments and are included in fixed income on the Consolidated Statements of Income.

The following table summarizes derivatives associated with FHNF's trading activities as of September 30, 2023 and December 31, 2022:

DERIVATIVES ASSOCIATED WITH TRADING

	September 30, 2023		
(Dollars in millions)	**Notional**	**Assets**	**Liabilities**
Customer interest rate contracts	**$ 3,724**	**$ 4**	**$ 311**
Offsetting upstream interest rate contracts	**3,958**	**222**	**6**
Forwards and futures purchased	**1,202**	**1**	**7**
Forwards and futures sold	**1,275**	**8**	**1**

	December 31, 2022		
(Dollars in millions)	Notional	Assets	Liabilities
Customer interest rate contracts	$ 3,076	$ 3	$ 270
Offsetting upstream interest rate contracts	3,076	91	6
Option contracts purchased	40	—	—
Forwards and futures purchased	1,127	5	2
Forwards and futures sold	1,256	4	5

Interest Rate Risk Management

FHN's ALCO focuses on managing market risk by controlling and limiting earnings volatility attributable to changes in interest rates. Interest rate risk exists to the extent that interest-earning assets and interest-bearing liabilities have different maturity or repricing characteristics. FHN uses derivatives, primarily swaps, that are designed to moderate the impact on earnings as interest rates change. Interest paid or received for swaps utilized by FHN to hedge the fair value of long-term debt is recognized as an adjustment of the interest expense of the liabilities whose risk is being managed. FHN's interest rate risk management policy is to use derivatives to hedge interest rate risk or market value of assets or liabilities, not to speculate. In addition, FHN has entered into certain interest rate swaps and caps as a part of a product offering to commercial clients that includes customer derivatives paired with upstream offsetting market instruments that, when completed, are designed to mitigate interest rate risk. These contracts do not qualify for hedge accounting and are measured at fair value with gains or losses included in current earnings in noninterest expense on the Consolidated Statements of Income.

The following tables summarize FHN's derivatives associated with interest rate risk management activities as of September 30, 2023 and December 31, 2022:

DERIVATIVES ASSOCIATED WITH INTEREST RATE RISK MANAGEMENT

	September 30, 2023		
(Dollars in millions)	**Notional**	**Assets**	**Liabilities**
Customer Interest Rate Contracts Hedging			
Hedging Instruments and Hedged Items:			
Customer interest rate contracts	**$ 8,563**	**$ 1**	**$ 631**
Offsetting upstream interest rate contracts	**8,563**	**626**	**2**

(Dollars in millions)	December 31, 2022 Notional	Assets	Liabilities
Customer Interest Rate Contracts Hedging			
Hedging Instruments and Hedged Items:			
Customer interest rate contracts	$ 8,377	$ 3	$ 570
Offsetting upstream interest rate contracts	8,377	351	5

The following table summarizes gains (losses) on FHN's derivatives associated with interest rate risk management activities for the three and nine months ended September 30, 2023 and 2022:

DERIVATIVE GAINS (LOSSES) ASSOCIATED WITH INTEREST RATE RISK MANAGEMENT

(Dollars in millions)	Three Months Ended September 30, 2023 Gains (Losses)	Three Months Ended September 30, 2022 Gains (Losses)	Nine Months Ended September 30, 2023 Gains (Losses)	Nine Months Ended September 30, 2022 Gains (Losses)
Customer Interest Rate Contracts Hedging				
Hedging Instruments and Hedged Items:				
Customer interest rate contracts (a)	**$ (95)**	$ 271	**$ (63)**	$ 788
Offsetting upstream interest rate contracts (a)	**95**	(271)	**63**	(788)

(a) Gains (losses) included in other expense within the Consolidated Statements of Income.

Cash Flow Hedges

Prior to 2021, FHN entered into pay floating, receive fixed interest rate swaps designed to manage its exposure to the variability in cash flows related to interest payments on debt instruments. The debt instruments primarily consist of held-to-maturity commercial loans that have variable interest payments that historically were based on 1-month LIBOR. In second quarter 2023, the remaining hedge was revised to reference 1-month Term SOFR after the cessation of LIBOR-based cash flows. In conjunction with the IBKC merger, FHN acquired interest rate contracts (floors and collars) which were re-designated as cash flow hedges. The debt instruments associated with these hedges also primarily consisted of held-to-maturity commercial loans that had variable interest payments that were based on 1-month LIBOR. The last hedge acquired in conjunction with the IBKC merger matured in second quarter 2023.

In 2022, FHN entered into interest rate contracts (floors and swaps) which have been designated as cash flow hedges. These hedges reference 1-month Term SOFR and FHN has made certain elections under ASU 2020-04 to facilitate qualification for hedge accounting during the time that hedged items transition away from 1-Month LIBOR.

In a cash flow hedge, the entire change in the fair value of the interest rate derivatives included in the assessment of hedge effectiveness is initially recorded in OCI and is subsequently reclassified from OCI to current period earnings (interest income or interest expense) in the same period that the hedged item affects earnings.

The following tables summarize FHN's derivative activities associated with cash flow hedges as of September 30, 2023 and December 31, 2022:

DERIVATIVES ASSOCIATED WITH CASH FLOW HEDGES

(Dollars in millions)	September 30, 2023 Notional	Assets	Liabilities
Cash Flow Hedges			
Hedging Instruments:			
Interest rate contracts	**$ 5,200**	**$ —**	**$ 118**
Hedged Items:			
Variability in cash flows related to debt instruments (primarily loans)	**N/A**	**$ 5,200**	**N/A**

(Dollars in millions)	December 31, 2022 Notional	Assets	Liabilities
Cash Flow Hedges			
Hedging Instruments:			
Interest rate contracts	$ 5,350	$ —	$ 71
Hedged Items:			
Variability in cash flows related to debt instruments (primarily loans)	N/A	$ 5,350	N/A

The following table summarizes gains (losses) on FHN's derivatives associated with cash flow hedges for the three and nine months ended September 30, 2023 and 2022:

DERIVATIVE GAINS (LOSSES) ASSOCIATED WITH CASH FLOW HEDGES

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	**2023**	2022
(Dollars in millions)	**Gains (Losses)**	Gains (Losses)	**Gains (Losses)**	Gains (Losses)
Cash Flow Hedges				
Hedging Instruments:				
Interest rate contracts (a)	**$ (30)**	$ (138)	**$ (44)**	$ (105)
Gain (loss) recognized in other comprehensive income (loss)	**(34)**	(103)	**(60)**	(149)
Gain (loss) reclassified from AOCI into interest income	**14**	4	**38**	7

(a) Approximately $29 million of pre-tax losses are expected to be reclassified into earnings in the next twelve months.

Other Derivatives

FHN has mortgage banking operations that include the origination and sale of loans into the secondary market. As part of the origination of loans, FHN enters into interest rate lock commitments with borrowers. Additionally, FHN enters into forward sales contracts with buyers for delivery of loans at a future date. Both of these contracts qualify as freestanding derivatives and are recognized at fair value through earnings. The notional and fair values of these contracts are presented in the table below.

DERIVATIVES ASSOCIATED WITH MORTGAGE BANKING HEDGES

	September 30, 2023		
(Dollars in millions)	**Notional**	**Assets**	**Liabilities**
Mortgage Banking Hedges			
Option contracts written	**$ 84**	**$ 1**	**$ —**
Forward contracts written	**129**	**1**	**—**

	December 31, 2022		
(Dollars in millions)	Notional	Assets	Liabilities
Mortgage Banking Hedges			
Option contracts written	$ 35	$ —	$ —
Forward contracts written	61	—	—

The following table summarizes gains (losses) on FHN's derivatives associated with mortgage banking activities for the three and nine months ended September 30, 2023 and 2022:

DERIVATIVE GAINS (LOSSES) ASSOCIATED WITH MORTGAGE BANKING HEDGES

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	**2023**	2022
(Dollars in millions)	**Gains (Losses)**	Gains (Losses)	**Gains (Losses)**	Gains (Losses)
Mortgage Banking Hedges				
Option contracts written	**$ —**	$ 4	**$ (2)**	$ 5
Forward contracts written	**(2)**	6	**2**	33

In conjunction with pre-2020 sales of Visa Class B shares, FHN entered into derivative transactions whereby FHN will make or receive cash payments whenever the conversion ratio of the Visa Class B shares into Visa Class A shares is adjusted. As of September 30, 2023 and December 31, 2022, the derivative liabilities associated with the sales of Visa Class B shares were $26 million and $27 million, respectively. FHN recognized $15 million in derivative valuation adjustments related to prior sales of Visa Class B shares for the nine months ended September 30, 2023 and $22 million in derivative valuation adjustments related to prior sales of Visa Class B shares for the year ended December 31, 2022. See Note 16 - Fair Value of Assets and Liabilities for discussion of the valuation inputs and processes for these Visa-related derivatives.

FHN utilizes cross currency swaps and cross currency interest rate swaps to economically hedge its exposure to foreign currency risk and interest rate risk associated with non-U.S. dollar denominated loans. As of September 30, 2023 and December 31, 2022, these loans were valued at $16 million and $9 million, respectively. The balance sheet amount and the gains/losses associated with these derivatives were not significant.

Related to its loan participation/syndication activities, FHN enters into risk participation agreements, under which it assumes exposure for, or receives indemnification for, borrowers' performance on underlying interest rate derivative contracts. FHN's counterparties in these contracts are other lending institutions involved in the loan participation/syndication arrangements for which the underlying interest rate derivative contract is intended to hedge interest rate risk for the borrower. FHN will make (other institution is the lead bank) or receive (FHN is the lead bank) payments for risk participations if the borrower defaults on its obligation to perform under the terms of its interest rate derivative agreement with the lead bank in the participation.

As of September 30, 2023 and December 31, 2022, the notional values of FHN's risk participations were $353 million and $242 million of derivative assets and $896 million and $742 million of derivative liabilities, respectively. The notional value for risk participation/syndication agreements is consistent with the percentage of participation in the lending arrangement. FHN's maximum exposure or benefit in the risk participation agreements is contingent on the fair value of the underlying interest rate derivative contracts for which the borrower is in a liability position at the time of default. FHN monitors the credit risk associated with the borrowers to which the risk participations relate through the same credit risk assessment process utilized for establishing credit loss estimates for its loan portfolio. These credit risk estimates are included in the determination of fair value for the risk participations. Assuming all underlying third-party customers referenced in the swap contracts defaulted at September 30, 2023 and December 31, 2022, the exposure from these agreements would not be material based on the fair value of the underlying swaps.

FHN holds certain certificates of deposit with the rate of return based on an equity index which is considered an embedded derivative as a written option that must be separately recognized. The risks of the written option are offset by purchasing an option with terms that mirror the written option, which is also carried at fair value on the Company's Consolidated Balance Sheets. As of September 30, 2023 and December 31, 2022, FHN recognized an insignificant amount of assets and liabilities associated with these contracts.

Master Netting and Similar Agreements

FHN uses master netting agreements, mutual margining agreements and collateral posting requirements to minimize credit risk on derivative contracts. Master netting and similar agreements are used when counterparties have multiple derivatives contracts that allow for a "right of setoff," meaning that a counterparty may net offsetting positions and collateral with the same counterparty under the contract to determine a net receivable or payable. The following discussion provides an overview of these arrangements which may vary due to the derivative type and market in which a derivative transaction is executed.

Interest rate derivatives are subject to agreements consistent with standard agreement forms of the ISDA. Currently, all interest rate derivative contracts are entered into as over-the-counter transactions and collateral posting requirements are based on the net asset or liability position with each respective counterparty. For contracts that require central clearing, novation to a counterparty with access to a clearinghouse occurs and initial margin is posted.

Cash margin received (posted) that is considered settlements for the derivative contracts is included in the respective derivative asset (liability) value. Cash margin that is considered collateral received (posted) for interest rate derivatives is recognized as a liability (asset) on FHN's Consolidated Balance Sheets.

Interest rate derivatives with clients that are smaller financial institutions typically require posting of collateral by the counterparty to FHN. This collateral is subject to a threshold with daily adjustments based upon changes in the level or fair value of the derivative position. Positions and related collateral can be netted in the event of default. Collateral pledged by a counterparty is typically cash or securities. The securities pledged as collateral are not recognized within FHN's Consolidated Balance Sheets. Interest rate derivatives associated with lending arrangements share the collateral with the related loan(s). The derivative and loan positions may be netted in the event of default. For disclosure purposes, the entire collateral amount is allocated to the loan.

Interest rate derivatives with larger financial institutions typically contain provisions whereby the collateral posting thresholds under the agreements adjust based on the credit ratings of both counterparties. If the credit rating of FHN and/or First Horizon Bank is lowered, FHN could be required to post additional collateral with the counterparties. Conversely, if the credit rating of FHN and/or First Horizon Bank is increased, FHN could have collateral released and be required to post less collateral in the future. Also, if a counterparty's credit ratings were to decrease, FHN and/or First Horizon Bank could require the posting of additional collateral; whereas if a counterparty's credit ratings were to increase, the counterparty could require the release of excess collateral. Collateral for these arrangements is adjusted daily based on changes in the net fair value position with each counterparty.

The net fair value, determined by individual counterparty, of all derivative instruments with adjustable collateral posting thresholds was $6 million of assets and $310 million of liabilities on September 30, 2023, and $5 million of assets and $268 million of liabilities on December 31, 2022. As of September 30, 2023 and December 31, 2022, FHN had received collateral of $86 million and $106 million and posted collateral of $138 million and $61 million, respectively, in the normal course of business related to these agreements.

Certain agreements also contain accelerated termination provisions, inclusive of the right of offset, if a counterparty's credit rating falls below a specified level. If a counterparty's debt rating (including FHN's and First Horizon Bank's) were to fall below these minimums, these provisions would be triggered, and the counterparties could terminate the agreements and require immediate settlement of all derivative contracts under the agreements. The net fair value, determined by individual counterparty, of all interest rate derivative instruments with credit-risk-related contingent accelerated termination provisions was $624 million of assets and $310 million of liabilities on September 30, 2023, and $378 million of assets and $268 million of liabilities on December 31, 2022. As of September 30, 2023 and December 31, 2022, FHN had received collateral of $709 million and $479 million and posted collateral of $138 million and $61 million, respectively, in the normal course of business related to these contracts.

FHNF buys and sells various types of securities for its clients. When these securities settle on a delayed basis, they are considered forward contracts, and are generally not subject to master netting agreements. For futures and options, FHN transacts through a third party, and the transactions are subject to margin and collateral maintenance requirements. In the event of default, open positions can be offset along with the associated collateral.

For this disclosure, FHN considers the impact of master netting and other similar agreements which allow FHN to settle all contracts with a single counterparty on a net basis and to offset the net derivative asset or liability position with the related securities and cash collateral. The application of the collateral cannot reduce the net derivative asset or liability position below zero, and therefore any excess collateral is not reflected in the following tables.

The following table provides details of derivative assets and collateral received as presented on the Consolidated Balance Sheets as of September 30, 2023 and December 31, 2022:

DERIVATIVE ASSETS & COLLATERAL RECEIVED

(Dollars in millions)	Gross amounts of recognized assets	Gross amounts offset in the Balance Sheets	Net amounts of assets presented in the Balance Sheets (a)	Gross amounts not offset in the Balance Sheets: Derivative liabilities available for offset	Gross amounts not offset in the Balance Sheets: Collateral received	Net amount
Derivative assets:						
September 30, 2023						
Interest rate derivative contracts	**$ 853**	**$ —**	**$ 853**	**$ (96)**	**$ (662)**	**$ 95**
Forward contracts	**8**	**—**	**8**	**(4)**	**—**	**4**
	$ 861	**$ —**	**$ 861**	**$ (100)**	**$ (662)**	**$ 99**
December 31, 2022						
Interest rate derivative contracts	$ 449	$ —	$ 449	$ (58)	$ (378)	$ 13
Forward contracts	9	—	9	(6)	(2)	1
	$ 458	$ —	$ 458	$ (64)	$ (380)	$ 14

(a) Included in other assets on the Consolidated Balance Sheets. As of September 30, 2023 and December 31, 2022, $2 million and $2 million, respectively, of derivative assets have been excluded from these tables because they are generally not subject to master netting or similar agreements.

The following table provides details of derivative liabilities and collateral pledged as presented on the Consolidated Balance Sheets as of September 30, 2023 and December 31, 2022:

DERIVATIVE LIABILITIES & COLLATERAL PLEDGED

(Dollars in millions)	Gross amounts of recognized liabilities	Gross amounts offset in the Balance Sheets	Net amounts of liabilities presented in the Balance Sheets (a)	Gross amounts not offset in the Balance Sheets: Derivative assets available for offset	Gross amounts not offset in the Balance Sheets: Collateral pledged	Net amount
Derivative liabilities:						
September 30, 2023						
Interest rate derivative contracts	**$ 1,068**	**$ —**	**$ 1,068**	**$ (96)**	**$ (238)**	**$ 734**
Forward contracts	**8**	**—**	**8**	**(4)**	**(1)**	**3**
	$ 1,076	**$ —**	**$ 1,076**	**$ (100)**	**$ (239)**	**$ 737**
December 31, 2022						
Interest rate derivative contracts	$ 921	$ —	$ 921	$ (58)	$ (175)	$ 688
Forward contracts	8	—	8	(6)	(1)	1
	$ 929	$ —	$ 929	$ (64)	$ (176)	$ 689

(a) Included in other liabilities on the Consolidated Balance Sheets. As of September 30, 2023 and December 31, 2022, $27 million and $29 million, respectively, of derivative liabilities (primarily Visa-related derivatives) have been excluded from these tables because they are generally not subject to master netting or similar agreements.

Note 15—Master Netting and Similar Agreements—Repurchase, Reverse Repurchase, and Securities Borrowing Transactions

For repurchase, reverse repurchase and securities borrowing transactions, FHN and each counterparty have the ability to offset all open positions and related collateral in the event of default. Due to the nature of these transactions, the value of the collateral for each transaction approximates the value of the corresponding receivable or payable. For repurchase agreements through FHN's fixed income business (securities purchased under agreements to resell and securities sold under agreements to repurchase), transactions are collateralized by securities and/or government guaranteed loans which are delivered on the settlement date and are maintained throughout the term of the transaction. For FHN's repurchase agreements through banking activities (securities sold under agreements to repurchase), securities are typically pledged at settlement and not released until maturity. For asset positions, the collateral is not included on FHN's Consolidated Balance Sheets. For liability positions, securities collateral pledged by FHN is generally represented within FHN's trading or available-for-sale securities portfolios.

For this disclosure, FHN considers the impact of master netting and other similar agreements that allow FHN to settle all contracts with a single counterparty on a net basis and to offset the net asset or liability position with the related securities collateral. The application of the collateral cannot reduce the net asset or liability position below zero, and therefore any excess collateral is not reflected in the tables below.

Securities purchased under agreements to resell is included in federal funds sold and securities purchased under agreements to resell in the Consolidated Balance Sheets. Securities sold under agreements to repurchase is included in short-term borrowings.

The following table provides details of securities purchased under agreements to resell and collateral pledged by counterparties as of September 30, 2023 and December 31, 2022:

SECURITIES PURCHASED UNDER AGREEMENTS TO RESELL

				Gross amounts not offset in the Balance Sheets		
(Dollars in millions)	Gross amounts of recognized assets	Gross amounts offset in the Balance Sheets	Net amounts of assets presented in the Balance Sheets	Offsetting securities sold under agreements to repurchase	Securities collateral (not recognized on FHN's Balance Sheets)	Net amount
Securities purchased under agreements to resell:						
September 30, 2023	**$ 363**	**$ —**	**$ 363**	**$ —**	**$ (361)**	**$ 2**
December 31, 2022	353	—	353	(10)	(340)	3

The following table provides details of securities sold under agreements to repurchase and collateral pledged by FHN as of September 30, 2023 and December 31, 2022:

SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE

				Gross amounts not offset in the Balance Sheets		
(Dollars in millions)	Gross amounts of recognized liabilities	Gross amounts offset in the Balance Sheets	Net amounts of liabilities presented in the Balance Sheets	Offsetting securities purchased under agreements to resell	Securities/ government guaranteed loans collateral	Net amount
Securities sold under agreements to repurchase:						
September 30, 2023	**$ 1,707**	**$ —**	**$ 1,707**	**$ —**	**$ (1,707)**	**$ —**
December 31, 2022	1,013	—	1,013	(10)	(1,003)	—

Due to the short duration of securities sold under agreements to repurchase and the nature of collateral involved, the risks associated with these transactions are considered minimal.

The following table provides details, by collateral type, of the remaining contractual maturity of securities sold under agreements to repurchase as of September 30, 2023 and December 31, 2022:

MATURITIES OF SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE

	September 30, 2023		
(Dollars in millions)	**Overnight and Continuous**	**Up to 30 Days**	**Total**
Securities sold under agreements to repurchase:			
Government agency issued MBS	**$ 1,508**	**$ —**	**$ 1,508**
Government agency issued CMO	**159**	**—**	**159**
Other U.S. government agencies	**40**	**—**	**40**
Total securities sold under agreements to repurchase	**$ 1,707**	**$ —**	**$ 1,707**

	December 31, 2022		
(Dollars in millions)	Overnight and Continuous	Up to 30 Days	Total
Securities sold under agreements to repurchase:			
U.S. treasuries	$ 10	$ —	$ 10
Government agency issued MBS	851	—	851
Government agency issued CMO	122	—	122
Other U.S. government agencies	30	—	30
Total securities sold under agreements to repurchase	$ 1,013	$ —	$ 1,013

Note 16—Fair Value of Assets and Liabilities

FHN groups its assets and liabilities measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. This hierarchy requires FHN to maximize the use of observable market data, when available, and to minimize the use of unobservable inputs when determining fair value. Each fair value measurement is placed into the proper level based on the lowest level of significant input. These levels are:

- ***Level 1***—Valuation is based upon quoted prices for identical instruments traded in active markets.
- ***Level 2***—Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.
- ***Level 3***—Valuation is generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models, and similar techniques.

Recurring Fair Value Measurements

The following table presents the balances of assets and liabilities measured at fair value on a recurring basis as of September 30, 2023 and December 31, 2022:

BALANCES OF ASSETS & LIABILITIES MEASURED AT FAIR VALUE ON A RECURRING BASIS

	September 30, 2023			
(Dollars in millions)	Level 1	Level 2	Level 3	Total
Trading securities:				
U.S. treasuries	$ —	$ 24	$ —	$ 24
Government agency issued MBS	—	53	—	53
Government agency issued CMO	—	94	—	94
Other U.S. government agencies	—	252	—	252
States and municipalities	—	26	—	26
Corporate and other debt	—	759	—	759
Interest-only strips (elected fair value)	—	—	23	23
Total trading securities	—	1,208	23	1,231
Loans held for sale (elected fair value)	—	67	21	88
Securities available for sale:				
Government agency issued MBS	—	4,325	—	4,325
Government agency issued CMO	—	2,100	—	2,100
Other U.S. government agencies	—	1,128	—	1,128
States and municipalities	—	547	—	547
Total securities available for sale	—	8,100	—	8,100
Other assets:				
Deferred compensation mutual funds	99	—	—	99
Equity, mutual funds, and other	23	—	—	23
Derivatives, forwards and futures	10	—	—	10
Derivatives, interest rate contracts	—	853	—	853
Total other assets	132	853	—	985
Total assets	$ 132	$ 10,228	$ 44	$ 10,404
Trading liabilities:				
U.S. treasuries	$ —	$ 301	$ —	$ 301
Other U.S. government agencies	—	9	—	9
Government agency issued MBS	—	1	—	1
Corporate and other debt	—	55	—	55
Total trading liabilities	—	366	—	366
Other liabilities:				
Derivatives, forwards and futures	8	—	—	8
Derivatives, interest rate contracts	—	1,068	—	1,068
Derivatives, other	—	—	26	26
Total other liabilities	8	1,068	26	1,102
Total liabilities	$ 8	$ 1,434	$ 26	$ 1,468

(Dollars in millions)	December 31, 2022			
	Level 1	Level 2	Level 3	Total
Trading securities:				
U.S. treasuries	$ —	$ 101	$ —	$ 101
Government agency issued MBS	—	144	—	144
Government agency issued CMO	—	61	—	61
Other U.S. government agencies	—	115	—	115
States and municipalities	—	54	—	54
Corporate and other debt	—	875	—	875
Interest-only strips (elected fair value)	—	—	25	25
Total trading securities	—	1,350	25	1,375
Loans held for sale (elected fair value)	—	29	22	51
Securities available for sale:				
Government agency issued MBS	—	4,763	—	4,763
Government agency issued CMO	—	2,313	—	2,313
Other U.S. government agencies	—	1,163	—	1,163
States and municipalities	—	597	—	597
Total securities available for sale	—	8,836	—	8,836
Other assets:				
Deferred compensation mutual funds	112	—	—	112
Equity, mutual funds, and other	22	—	—	22
Derivatives, forwards and futures	9	—	—	9
Derivatives, interest rate contracts	—	449	—	449
Derivatives, other	—	2	—	2
Total other assets	143	451	—	594
Total assets	$ 143	$ 10,666	$ 47	$ 10,856
Trading liabilities:				
U.S. treasuries	$ —	$ 275	$ —	$ 275
Government agency issued MBS	—	2	—	2
Corporate and other debt	—	58	—	58
Total trading liabilities	—	335	—	335
Other liabilities:				
Derivatives, forwards and futures	8	—	—	8
Derivatives, interest rate contracts	—	922	—	922
Derivatives, other	—	1	27	28
Total other liabilities	8	923	27	958
Total liabilities	$ 8	$ 1,258	$ 27	$ 1,293

Changes in Recurring Level 3 Fair Value Measurements

The changes in Level 3 assets and liabilities measured at fair value for the three months ended September 30, 2023 and 2022 on a recurring basis are summarized as follows:

CHANGES IN LEVEL 3 ASSETS & LIABILITIES MEASURED AT FAIR VALUE

	Three Months Ended September 30, 2023					
(Dollars in millions)	Interest-only strips		Loans held for sale		Net derivative liabilities	
Balance on July 1, 2023	$ 36		$ 22		$ (34)	
Total net gains (losses) included in net income	(4)		—		—	
Sales	(30)		—		—	
Settlements	—		(1)		8	
Net transfers into (out of) Level 3	21	(b)	—		—	
Balance on September 30, 2023	$ 23		$ 21		$ (26)	
Net unrealized gains (losses) included in net income	$ (2)	(c)	$ —	(a)	$ —	(d)

	Three Months Ended September 30, 2022					
(Dollars in millions)	Interest-only strips		Loans held for sale		Net derivative liabilities	
Balance on July 1, 2022	$ 26		$ 34		$ (28)	
Total net gains (losses) included in net income	(2)		—		(1)	
Sales	(23)		(14)		—	
Settlements	—		—		9	
Repayments	—		(1)		—	
Net transfers into (out of) Level 3	22	(b)	1		—	
Balance on September 30, 2022	$ 23		$ 20		$ (20)	
Net unrealized gains (losses) included in net income	$ (1)	(c)	$ —	(a)	$ (1)	(d)

(a) Primarily included in mortgage banking and title income on the Consolidated Statements of Income.
(b) Transfers into interest-only strips level 3 measured on a recurring basis reflect movements from loans held for sale (Level 2 nonrecurring).
(c) Primarily included in fixed income on the Consolidated Statements of Income.
(d) Included in other expense.

The changes in Level 3 assets and liabilities measured at fair value for the nine months ended September 30, 2023 and 2022 on a recurring basis are summarized as follows:

CHANGES IN LEVEL 3 ASSETS & LIABILITIES MEASURED AT FAIR VALUE

	Nine Months Ended September 30, 2023					
(Dollars in millions)	Interest-only strips		Loans held for sale		Net derivative liabilities	
Balance on January 1, 2023	$ 25		$ 22		$ (27)	
Total net gains (losses) included in net income	(10)		—		(15)	
Purchases	—		2		—	
Sales	(38)		(2)		—	
Settlements	—		(1)		16	
Net transfers into (out of) Level 3	46	(b)	—		—	
Balance on September 30, 2023	$ 23		$ 21		$ (26)	
Net unrealized gains (losses) included in net income	$ (4)	(c)	$ —	(a)	$ (15)	(d)

	Nine Months Ended September 30, 2022					
(Dollars in millions)	Interest-only strips		Loans held for sale		Net derivative liabilities	
Balance on January 1, 2022	$ 38		$ 28		$ (23)	
Total net gains (losses) included in net income	(5)		—		(13)	
Purchases	—		1		—	
Sales	(61)		(14)		—	
Settlements	—		(1)		16	
Repayments	—		(1)		—	
Net transfers into (out of) Level 3	51	(b)	7		—	
Balance on September 30, 2022	$ 23		$ 20		$ (20)	
Net unrealized gains (losses) included in net income	$ (2)	(c)	$ —	(a)	$ (13)	(d)

(a) Primarily included in mortgage banking and title income on the Consolidated Statements of Income.
(b) Transfers into interest-only strips level 3 measured on a recurring basis reflect movements from loans held for sale (Level 2 nonrecurring).
(c) Primarily included in fixed income on the Consolidated Statements of Income.
(d) Included in other expense.

There were no net unrealized gains (losses) for Level 3 assets and liabilities included in other comprehensive income as of September 30, 2023 and 2022.

Nonrecurring Fair Value Measurements

From time to time, FHN may be required to measure certain other financial assets at fair value on a nonrecurring basis in accordance with GAAP. These adjustments to fair value usually result from the application of lower of cost or market (LOCOM) accounting or write-downs of individual assets. For assets measured at fair value on a nonrecurring basis which were still held on the Consolidated Balance Sheets at September 30, 2023, and December 31, 2022, respectively, the following tables provide the level of valuation assumptions used to determine each adjustment and the related carrying value.

LEVEL OF VALUATION ASSUMPTIONS FOR ASSETS MEASURED AT FAIR VALUE ON A NON-RECURRING BASIS

	Carrying value at September 30, 2023			
(Dollars in millions)	Level 1	Level 2	Level 3	Total
Loans held for sale—SBAs and USDA	$ —	$ 496	$ —	$ 496
Loans and leases (a)	—	—	223	223
OREO (b)	—	—	4	4
Other assets (c)	—	—	92	92

	Carrying value at December 31, 2022			
(Dollars in millions)	Level 1	Level 2	Level 3	Total
Loans held for sale—SBAs and USDA	$ —	$ 506	$ —	$ 506
Loans and leases (a)	—	—	135	135
OREO (b)	—	—	3	3
Other assets (c)	—	—	91	91

(a) Represents carrying value of loans for which adjustments are required to be based on the appraised value of the collateral less estimated costs to sell. Write-downs on these loans are recognized as part of provision for credit losses.
(b) Represents the fair value and related losses of foreclosed properties that were measured subsequent to their initial classification as OREO. Balance excludes OREO related to government insured mortgages.
(c) Represents tax credit investments accounted for under the equity method.

For assets measured on a nonrecurring basis which were still held on the Consolidated Balance Sheets at period end, the following table provides information about the fair value adjustments recorded during the three and nine months ended September 30, 2023 and 2022:

FAIR VALUE ADJUSTMENTS ON ASSETS MEASURED ON A NONRECURRING BASIS

	Net gains (losses) Three Months Ended September 30,		Net gains (losses) Nine Months Ended September 30,	
(Dollars in millions)	**2023**	2022	**2023**	2022
Loans held for sale—SBAs and USDA	**$ (1)**	$ (2)	**$ (2)**	$ (4)
Loans and leases (a)	**(15)**	(6)	**(29)**	(7)
Other assets (b)	**(1)**	(4)	**(5)**	(8)
	$ (17)	$ (12)	**$ (36)**	$ (19)

(a) Write-downs on these loans are recognized as part of provision for credit losses.
(b) Represents tax credit investments accounted for under the equity method.

Lease asset impairments recognized represent the reduction in value of the right-of-use assets associated with leases that are being exited in advance of the contractual lease expiration.

Impairments are measured using a discounted cash flow methodology, which is considered a Level 3 valuation.

Impairments of long-lived tangible assets reflect locations where the associated land and building are either owned or leased. The fair values of owned sites were determined using estimated sales prices from appraisals and broker opinions less estimated costs to sell with adjustments upon final disposition. The fair values of owned assets in leased sites (e.g., leasehold improvements) were determined using a discounted cash flow approach, based on the revised estimated useful lives of the related assets. Both measurement methodologies are considered Level 3 valuations. Impairment adjustments recognized upon disposition of a location are considered Level 2 valuations.

Fixed asset and leased asset impairments were immaterial for the three and nine months ended September 30, 2023 and 2022.

Level 3 Measurements

The following table provides information regarding the unobservable inputs utilized in determining the fair value of Level 3 recurring and non-recurring measurements as of September 30, 2023 and December 31, 2022:

UNOBSERVABLE INPUTS USED IN LEVEL 3 FAIR VALUE MEASUREMENTS

(Dollars in millions)

Level 3 Class	Fair Value at September 30, 2023	Valuation Techniques	Unobservable Input	Values Utilized	
				Range	Weighted Average (d)
Trading securities - SBA interest-only strips	$ 23	Discounted cash flow	Constant prepayment rate	12% - 13%	13%
			Bond equivalent yield	18% - 19%	18%
Loans held for sale - residential real estate	$ 21	Discounted cash flow	Prepayment speeds - First mortgage	2% - 7%	3%
			Foreclosure losses	64% - 73%	65%
			Loss severity trends - First mortgage	0% - 8% of UPB	4%
Derivative liabilities, other	$ 26	Discounted cash flow	Visa covered litigation resolution amount	$5.7 billion - $6.7 billion	$6.3 billion
			Probability of resolution scenarios	10% - 25%	18%
			Time until resolution	12 - 36 months	26 months
Loans and leases (a)	$ 223	Appraisals from comparable properties	Marketability adjustments for specific properties	0% - 10% of appraisal	NM
		Other collateral valuations	Borrowing base certificates adjustment	20% - 50% of gross value	NM
			Financial Statements/Auction values adjustment	0% - 25% of reported value	NM
OREO (b)	$ 4	Appraisals from comparable properties	Adjustment for value changes since appraisal	0% - 10% of appraisal	NM
Other assets (c)	$ 92	Discounted cash flow	Adjustments to current sales yields for specific properties	0% - 15% adjustment to yield	NM
		Appraisals from comparable properties	Marketability adjustments for specific properties	0% - 25% of appraisal	NM

NM - Not meaningful

(a) Represents carrying value of loans for which adjustments are required to be based on the appraised value of the collateral less estimated costs to sell. Write-downs on these loans are recognized as part of provision for credit losses.

(b) Represents the fair value of foreclosed properties that were measured subsequent to their initial classification as OREO. Balance excludes OREO related to government insured mortgages.

(c) Represents tax credit investments accounted for under the equity method.

(d) Weighted averages are determined by the relative fair value of the instruments or the relative contribution to an instrument's fair value.

(Dollars in millions)				Values Utilized	
Level 3 Class	Fair Value at December 31, 2022	Valuation Techniques	Unobservable Input	Range	Weighted Average (d)
Trading securities - SBA interest-only strips	$ 25	Discounted cash flow	Constant prepayment rate	12% - 13%	12%
			Bond equivalent yield	17%	17%
Loans held for sale - residential real estate	$ 22	Discounted cash flow	Prepayment speeds - First mortgage	2% - 8%	3%
			Foreclosure losses	63% - 75%	65%
			Loss severity trends - First mortgage	0% - 11% of UPB	5%
Derivative liabilities, other	$ 27	Discounted cash flow	Visa covered litigation resolution amount	$5.6 billion - $6.0 billion	$5.9 billion
			Probability of resolution scenarios	5% - 25%	20%
			Time until resolution	12 - 42 months	28 months
Loans and leases (a)	$ 135	Appraisals from comparable properties	Marketability adjustments for specific properties	0% - 10% of appraisal	NM
		Other collateral valuations	Borrowing base certificates adjustment	20% - 50% of gross value	NM
			Financial Statements/Auction values adjustment	0% - 25% of reported value	NM
OREO (b)	$ 3	Appraisals from comparable properties	Adjustment for value changes since appraisal	0% - 10% of appraisal	NM
Other assets (c)	$ 91	Discounted cash flow	Adjustments to current sales yields for specific properties	0% - 15% adjustment to yield	NM
		Appraisals from comparable properties	Marketability adjustments for specific properties	0% - 25% of appraisal	NM

NM - Not meaningful
(a) Represents carrying value of loans for which adjustments are required to be based on the appraised value of the collateral less estimated costs to sell. Write-downs on these loans are recognized as part of provision for credit losses.
(b) Represents the fair value of foreclosed properties that were measured subsequent to their initial classification as OREO. Balance excludes OREO related to government insured mortgages.
(c) Represents tax credit investments accounted for under the equity method.
(d) Weighted averages are determined by the relative fair value of the instruments or the relative contribution to an instrument's fair value.

Trading Securities - SBA interest-only strips

Increases (decreases) in estimated prepayment rates and bond equivalent yields negatively (positively) affect the value of SBA interest-only strips. Management additionally considers whether the loans underlying related SBA interest-only strips are delinquent, in default or prepaying, and adjusts the fair value down 20 - 100% depending on the length of time in default.

Loans held for sale

Foreclosure losses and prepayment rates are significant unobservable inputs used in the fair value measurement of FHN's residential real estate loans held for sale. Loss severity trends are also assessed to evaluate the reasonableness of fair value estimates resulting from discounted cash flows methodologies as well as to estimate fair value for newly repurchased loans and loans that are near foreclosure. Significant increases (decreases) in any of these inputs in isolation would result in significantly lower (higher) fair value measurements. All observable and unobservable inputs are re-assessed quarterly.

Increases (decreases) in estimated prepayment rates and bond equivalent yields negatively (positively) affect the value of unguaranteed interests in SBA loans. Unguaranteed interest in SBA loans held for sale are carried at less than the outstanding balance due to credit risk estimates. Credit risk adjustments may be reduced if prepayment is likely or as consistent payment history is realized. Management also considers other factors such as

delinquency or default and adjusts the fair value accordingly.

Derivative liabilities

In conjunction with pre-2020 sales of Visa Class B shares, FHN and the purchasers entered into derivative transactions whereby FHN will make, or receive, cash payments whenever the conversion ratio of the Visa Class B shares into Visa Class A shares is adjusted. FHN uses a discounted cash flow methodology in order to estimate the fair value of FHN's derivative liabilities associated with its prior sales of Visa Class B shares. The methodology includes estimation of both the resolution amount for Visa's Covered Litigation matters as well as the length of time until the resolution occurs. Significant increases (decreases) in either of these inputs in isolation would result in significantly higher (lower) fair value measurements for the derivative liabilities. Additionally, FHN performs a probability weighted multiple resolution scenario to calculate the estimated fair value of these derivative liabilities. Assignment of higher (lower) probabilities to the larger potential resolution scenarios would result in an increase (decrease) in the estimated fair value of the derivative liabilities. Since this estimation process requires application of judgment in developing significant unobservable inputs used to determine the possible outcomes and the probability weighting assigned to each scenario, these derivatives have been classified within Level 3 in fair value measurements disclosures.

Loans and leases and Other Real Estate Owned

Collateral-dependent loans and OREO are primarily valued using appraisals based on sales of comparable properties in the same or similar markets. Other collateral (receivables, inventory, equipment, etc.) is valued through borrowing base certificates, financial statements and/or auction valuations. These valuations are discounted based on the quality of reporting, knowledge of the marketability/collectability of the collateral and historical disposition rates.

Other assets – tax credit investments

The estimated fair value of tax credit investments accounted for under the equity method is generally determined in relation to the yield (i.e., future tax credits to be received) an acquirer of these investments would expect in relation to the yields experienced on current new issue and/or secondary market transactions. Thus, as tax credits are recognized, the future yield to a market participant is reduced, resulting in consistent impairment of the individual investments. Individual investments are reviewed for impairment quarterly, which may include the consideration of additional marketability discounts related to specific investments which typically includes consideration of the underlying property's appraised value.

Fair Value Option

FHN previously elected the fair value option on a prospective basis for substantially all types of mortgage loans originated for sale purposes except for mortgage origination operations which utilize the platform acquired from CBF. FHN determined that the election reduces certain timing differences and better matches changes in the value of such loans with changes in the value of derivatives and forward delivery commitments used as economic hedges for these assets at the time of election.

Repurchased loans relating to mortgage banking operations conducted prior to the IBKC merger are recognized within loans held for sale at fair value at the time of repurchase, which includes consideration of the credit status of the loans and the estimated liquidation value. FHN has elected to continue recognition of these loans at fair value in periods subsequent to reacquisition. Due to the credit-distressed nature of the vast majority of repurchased loans and the related loss severities experienced upon repurchase, FHN believes that the fair value election provides a more timely recognition of changes in value for these loans that occur subsequent to repurchase. Absent the fair value election, these loans would be subject to valuation at the LOCOM value, which would prevent subsequent values from exceeding the initial fair value, determined at the time of repurchase, but would require recognition of subsequent declines in value. Thus, the fair value election provides for a more timely recognition of any potential future recoveries in asset values while not affecting the requirement to recognize subsequent declines in value.

The following table reflects the differences between the fair value carrying amount of residential real estate loans held for sale and held for investment measured at fair value in accordance with management's election and the aggregate unpaid principal amount FHN is contractually entitled to receive at maturity.

DIFFERENCES BETWEEN FAIR VALUE CARRYING AMOUNTS AND CONTRACTUAL AMOUNTS OF RESIDENTIAL REAL ESTATE LOANS REPORTED AT FAIR VALUE

	September 30, 2023		
(Dollars in millions)	Fair value carrying amount	Aggregate unpaid principal	Fair value carrying amount less aggregate unpaid principal
Residential real estate loans held for sale reported at fair value:			
Total loans	**$ 88**	**$ 96**	**$ (8)**
Nonaccrual loans	**2**	**5**	**(3)**

	December 31, 2022		
(Dollars in millions)	Fair value carrying amount	Aggregate unpaid principal	Fair value carrying amount less aggregate unpaid principal
Residential real estate loans held for sale reported at fair value:			
Total loans	$ 51	$ 58	$ (7)
Nonaccrual loans	5	8	(3)
Loans 90 days or more past due and still accruing	1	1	—

Assets and liabilities accounted for under the fair value election are initially measured at fair value with subsequent changes in fair value recognized in earnings. Such changes in the fair value of assets and liabilities for which FHN elected the fair value option are included in current period earnings with classification in the income statement line item reflected in the following table:

CHANGES IN FAIR VALUE RECOGNIZED IN NET INCOME

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in millions)	**2023**	2022	**2023**	2022
Changes in fair value included in net income:				
Mortgage banking and title noninterest income				
Loans held for sale	**$ (1)**	$ (4)	**$ —**	$ (10)

For the three and nine months ended September 30, 2023 and 2022, the amount for residential real estate loans held for sale included an insignificant amount of gains in pretax earnings that are attributable to changes in instrument-specific credit risk. The portion of the fair value adjustments related to credit risk was determined based on estimated default rates and estimated loss severities. Interest income on residential real estate loans held for sale measured at fair value is calculated based on the note rate of the loan and is recorded in the interest income section of the Consolidated Statements of Income as interest on loans held for sale.

Determination of Fair Value

Fair values are based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following describes the assumptions and methodologies used to estimate the fair value of financial instruments recorded at fair value in the Consolidated Balance Sheets and for estimating the fair value of financial instruments for which fair value is disclosed.

Short-term financial assets

Federal funds sold, securities purchased under agreements to resell, and interest-bearing deposits with other financial institutions and the Federal Reserve are carried at historical cost. The carrying amount is a reasonable estimate of fair value because of the relatively short time between the origination of the instrument and its expected realization.

Trading securities and trading liabilities

Trading securities and trading liabilities are recognized at fair value through current earnings. Trading inventory held for broker-dealer operations is included in trading

securities and trading liabilities. Broker-dealer long positions are valued at bid price in the bid-ask spread. Short positions are valued at the ask price. Inventory positions are valued using observable inputs including current market transactions, benchmark yields, credit spreads, and consensus prepayment speeds. Trading loans are valued using observable inputs including current market transactions, swap rates, mortgage rates, and consensus prepayment speeds.

Trading Securities - SBA interest-only strips

Interest-only strips are valued at elected fair value based on an income approach using an internal valuation model. The internal valuation model includes assumptions regarding projections of future cash flows, prepayment rates, default rates and interest-only strip terms. These securities bear the risk of loan prepayment or default that may result in FHN not recovering all or a portion of its recorded investment. When appropriate, valuations are adjusted for various factors including default or prepayment status of the underlying SBA loans. Because of the inherent uncertainty of valuation, those estimated values may be higher or lower than the values that would have been used had a ready market for the securities existed and may change in the near term.

Securities available for sale and held to maturity

Valuations of debt securities are performed using observable inputs obtained from market transactions in similar securities. Typical inputs include benchmark yields, consensus prepayment speeds, and credit spreads. Trades from similar securities and broker quotes are used to support these valuations.

Loans held for sale

FHN determines the fair value of loans held for sale using either current transaction prices or discounted cash flow models. Fair values are determined using current transaction prices and/or values on similar assets when available, including committed bids for specific loans or loan portfolios. Uncommitted bids may be adjusted based on other available market information.

Fair value of residential real estate loans held for sale determined using a discounted cash flow model incorporates both observable and unobservable inputs. Inputs in the discounted cash flow model include current mortgage rates for similar products, estimated prepayment rates, foreclosure losses, and various loan performance measures (delinquency, LTV, credit score). Adjustments for delinquency and other differences in loan characteristics are typically reflected in the model's discount rates. Loss severity trends and the value of underlying collateral are also considered in assessing the appropriate fair value for severely delinquent loans and loans in foreclosure. The valuation of HELOCs also incorporates estimated cancellation rates for loans expected to become delinquent.

Non-mortgage consumer loans held for sale are valued using committed bids for specific loans or loan portfolios or current market pricing for similar assets with adjustments for differences in credit standing (delinquency, historical default rates for similar loans), yield, collateral values and prepayment rates. If pricing for similar assets is not available, a discounted cash flow methodology is utilized, which incorporates all of these factors into an estimate of investor required yield for the discount rate.

FHN utilizes quoted market prices of similar instruments or broker and dealer quotations to value the SBA and USDA guaranteed loans. FHN values SBA-unguaranteed interests in loans held for sale based on individual loan characteristics, such as industry type and pay history which generally follows an income approach. Furthermore, these valuations are adjusted for changes in prepayment estimates and are reduced due to restrictions on trading. The fair value of other non-residential real estate loans held for sale is approximated by their carrying values based on current transaction values.

Mortgage loans held for investment at fair value option

The fair value of mortgage loans held for investment at fair value option is determined by a third party using a discounted cash flow model using various assumptions about future loan performance (constant prepayment rate, constant default rate and loss severity trends) and market discount rates.

Loans held for investment

The fair values of mortgage loans are estimated using an exit price methodology that is based on present values using the interest rate that would be charged for a similar loan to a borrower with similar risk, weighted for varying maturity dates and adjusted for a liquidity discount based on the estimated time period to complete a sale transaction with a market participant.

Other loans and leases are valued based on present values using the interest rate that would be charged for a similar instrument to a borrower with similar risk, applicable to each category of instruments, and adjusted for a liquidity discount based on the estimated time period to complete a sale transaction with a market participant.

For loans measured using the estimated fair value of collateral less costs to sell, fair value is estimated using appraisals of the collateral. Collateral values are monitored and additional write-downs are recognized if it is determined that the estimated collateral values have declined further. Estimated costs to sell are based on current amounts of disposal costs for similar assets. Carrying value is considered to reflect fair value for these loans.

Derivative assets and liabilities

The fair value for forwards and futures contracts is based on current transactions involving identical securities. Futures contracts are exchange-traded and thus have no credit risk factor assigned as the risk of non-performance is limited to the clearinghouse used.

Valuations of other derivatives (primarily interest rate contracts) are based on inputs observed in active markets for similar instruments. Typical inputs include benchmark yields, option volatility and option skew. Centrally cleared derivatives are discounted using SOFR as required by clearinghouses. In measuring the fair value of these derivative assets and liabilities, FHN has elected to consider credit risk based on the net exposure to individual counterparties. Credit risk is mitigated for these instruments through the use of mutual margining and master netting agreements as well as collateral posting requirements. For derivative contracts with daily cash margin requirements that are considered settlements, the daily margin amount is netted within derivative assets or liabilities. Any remaining credit risk related to interest rate derivatives is considered in determining fair value through evaluation of additional factors such as client loan grades and debt ratings. Foreign currency related derivatives also utilize observable exchange rates in the determination of fair value. The determination of fair value for FHN's derivative liabilities associated with its prior sales of Visa Class B shares are classified within Level 3 in the fair value measurements disclosure as previously discussed in the unobservable inputs discussion.

The fair value of risk participations is determined in reference to the fair value of the related derivative contract between the borrower and the lead bank in the participation structure, which is determined consistent with the valuation process discussed above. This value is adjusted for the pro rata portion of the reference derivative's notional value and an assessment of credit risk for the referenced borrower.

OREO

OREO primarily consists of properties that have been acquired in satisfaction of debt. These properties are carried at the lower of the outstanding loan amount or estimated fair value less estimated costs to sell the real estate. Estimated fair value is determined using appraised values with subsequent adjustments for deterioration in values that are not reflected in the most recent appraisal.

Other assets

For disclosure purposes, other assets consist of tax credit investments, FRB and FHLB Stock, deferred compensation mutual funds and equity investments (including other mutual funds) with readily determinable fair values. Tax credit investments accounted for under the equity method are written down to estimated fair value quarterly based on the estimated value of the associated tax credits which incorporates estimates of required yield for hypothetical investors. The fair value of all other tax credit investments is estimated using recent transaction information with adjustments for differences in individual investments. Deferred compensation mutual funds are recognized at fair value, which is based on quoted prices in active markets.

Investments in the stock of the Federal Reserve Bank and Federal Home Loan Banks are recognized at historical cost in the Consolidated Balance Sheets which is considered to approximate fair value. Investments in mutual funds are measured at the funds' reported closing net asset values. Investments in equity securities are valued using quoted market prices when available.

Defined maturity deposits

The fair value of these deposits is estimated by discounting future cash flows to their present value. Future cash flows are discounted by using the current market rates of similar instruments applicable to the remaining maturity. For disclosure purposes, defined maturity deposits include all time deposits.

Short-term financial liabilities

The fair value of federal funds purchased, securities sold under agreements to repurchase, and other short-term borrowings are approximated by the book value. The carrying amount is a reasonable estimate of fair value because of the relatively short time between the origination of the instrument and its expected realization.

Loan commitments

Fair values of these commitments are based on fees charged to enter into similar agreements taking into account the remaining terms of the agreements and the counterparties' credit standing.

Other commitments

Fair values of these commitments are based on fees charged to enter into similar agreements.

The following fair value estimates are determined as of a specific point in time utilizing various assumptions and estimates. The use of assumptions and various valuation techniques, as well as the absence of secondary markets for certain financial instruments, reduces the comparability of fair value disclosures between financial institutions. Due to market illiquidity, the fair values for loans and leases, loans held for sale, and term borrowings as of September 30, 2023 and December 31, 2022, involve the use of significant internally-developed pricing assumptions for certain components of these line items. The assumptions and valuations utilized for this disclosure are considered to reflect inputs that market participants would use in transactions involving these instruments as of the measurement date. The valuations of legacy assets, particularly consumer loans and TRUPS loans within the

Corporate segment, are influenced by changes in economic conditions since origination and risk perceptions of the financial sector. These considerations affect the estimate of a potential acquirer's cost of capital and cash flow volatility assumptions from these assets and the resulting fair value measurements may depart significantly from FHN's internal estimates of the intrinsic value of these assets.

Assets and liabilities that are not financial instruments have not been included in the following table such as the value of long-term relationships with deposit and trust clients, premises and equipment, goodwill and other intangibles, deferred taxes, and certain other assets and other liabilities. Additionally, these measurements are solely for financial instruments as of the measurement date and do not consider the earnings potential of our various business lines. Accordingly, the total of the fair value amounts does not represent, and should not be construed to represent, the underlying value of FHN.

The following table summarizes the book value and estimated fair value of financial instruments recorded in the Consolidated Balance Sheets as of September 30, 2023 and December 31, 2022:

BOOK VALUE AND ESTIMATED FAIR VALUE OF FINANCIAL INSTRUMENTS

	September 30, 2023				
		Fair Value			
(Dollars in millions)	Book Value	Level 1	Level 2	Level 3	Total
Assets:					
Loans and leases, net of allowance for loan and lease losses					
Commercial:					
Commercial, financial and industrial	$ 32,828	$ —	$ —	$ 32,205	$ 32,205
Commercial real estate	13,952	—	—	13,661	13,661
Consumer:					
Consumer real estate	13,457	—	—	12,480	12,480
Credit card and other	781	—	—	755	755
Total loans and leases, net of allowance for loan and lease losses	61,018	—	—	59,101	59,101
Short-term financial assets:					
Interest-bearing deposits with banks	1,917	1,917	—	—	1,917
Federal funds sold	53	—	53	—	53
Securities purchased under agreements to resell	363	—	363	—	363
Total short-term financial assets	2,333	1,917	416	—	2,333
Trading securities (a)	1,231	—	1,208	23	1,231
Loans held for sale:					
Mortgage loans (elected fair value) (a)	88	—	67	21	88
USDA & SBA loans - LOCOM	496	—	500	—	500
Mortgage loans - LOCOM	29	—	—	29	29
Total loans held for sale	613	—	567	50	617
Securities available for sale (a)	8,100	—	8,100	—	8,100
Securities held to maturity	1,335	—	1,104	—	1,104
Derivative assets (a)	863	10	853	—	863
Other assets:					
Tax credit investments	578	—	—	570	570
Deferred compensation mutual funds	99	99	—	—	99
Equity, mutual funds, and other (b)	277	23	—	254	277
Total other assets	954	122	—	824	946
Total assets	$ 76,447	$ 2,049	$ 12,248	$ 59,998	$ 74,295
Liabilities:					
Defined maturity deposits	$ 7,783	$ —	$ 7,830	$ —	$ 7,830
Trading liabilities (a)	366	—	366	—	366
Short-term financial liabilities:					
Federal funds purchased	309	—	309	—	309
Securities sold under agreements to repurchase	1,706	—	1,706	—	1,706
Other short-term borrowings	492	—	492	—	492
Total short-term financial liabilities	2,507	—	2,507	—	2,507
Term borrowings:					
Real estate investment trust-preferred	46	—	—	47	47
Term borrowings—new market tax credit investment	65	—	—	59	59
Secured borrowings	12	—	—	12	12
Junior subordinated debentures	150	—	—	150	150
Other long-term borrowings	884	—	809	—	809
Total term borrowings	1,157	—	809	268	1,077
Derivative liabilities (a)	1,102	8	1,068	26	1,102
Total liabilities	$ 12,915	$ 8	$ 12,580	$ 294	$ 12,882

(a) Classes are detailed in the recurring and nonrecurring measurement tables.
(b) Level 1 primarily consists of mutual funds with readily determinable fair values. Level 3 includes restricted investments in FHLB-Cincinnati stock of $51 million and FRB stock of $203 million.

(Dollars in millions)	December 31, 2022				
	Book Value	Fair Value			
		Level 1	Level 2	Level 3	Total
Assets:					
Loans and leases and allowance for loan and lease losses					
Commercial:					
Commercial, financial and industrial	$ 31,473	$ —	$ —	$ 31,329	$ 31,329
Commercial real estate	13,082	—	—	12,909	12,909
Consumer:					
Consumer real estate	12,053	—	—	11,934	11,934
Credit card and other	809	—	—	810	810
Total loans and leases, net of allowance for loan and lease losses	57,417	—	—	56,982	56,982
Short-term financial assets:					
Interest-bearing deposits with banks	1,384	1,384	—	—	1,384
Federal funds sold	129	—	129	—	129
Securities purchased under agreements to resell	353	—	353	—	353
Total short-term financial assets	1,866	1,384	482	—	1,866
Trading securities (a)	1,375	—	1,350	25	1,375
Loans held for sale:					
Mortgage loans (elected fair value) (a)	51	—	29	22	51
USDA & SBA loans - LOCOM	506	—	512	—	512
Mortgage loans - LOCOM	33	—	—	33	33
Total loans held for sale	590	—	541	55	596
Securities available for sale (a)	8,836	—	8,836	—	8,836
Securities held to maturity	1,371	—	1,209	—	1,209
Derivative assets (a)	460	9	451	—	460
Other assets:					
Tax credit investments	547	—	—	542	542
Deferred compensation mutual funds	112	112	—	—	112
Equity, mutual funds, and other (b)	275	22	—	253	275
Total other assets	934	134	—	795	929
Total assets	$ 72,849	$ 1,527	$ 12,869	$ 57,857	$ 72,253
Liabilities:					
Defined maturity deposits	$ 2,887	$ —	$ 2,890	$ —	$ 2,890
Trading liabilities (a)	335	—	335	—	335
Short-term financial liabilities:					
Federal funds purchased	400	—	400	—	400
Securities sold under agreements to repurchase	1,013	—	1,013	—	1,013
Other short-term borrowings	1,093	—	1,093	—	1,093
Total short-term financial liabilities	2,506	—	2,506	—	2,506
Term borrowings:					
Real estate investment trust-preferred	46	—	—	47	47
Term borrowings—new market tax credit investment	66	—	—	59	59
Secured borrowings	3	—	—	3	3
Junior subordinated debentures	148	—	—	150	150
Other long-term borrowings	1,334	—	1,301	—	1,301
Total term borrowings	1,597	—	1,301	259	1,560
Derivative liabilities (a)	958	8	923	27	958
Total liabilities	$ 8,283	$ 8	$ 7,955	$ 286	$ 8,249

(a) Classes are detailed in the recurring and nonrecurring measurement tables.
(b) Level 1 primarily consists of mutual funds with readily determinable fair values. Level 3 includes restricted investments in FHLB-Cincinnati stock of $50 million and FRB stock of $203 million.

The following table presents the contractual amount and fair value of unfunded loan commitments and standby and other commitments as of September 30, 2023 and December 31, 2022:

UNFUNDED COMMITMENTS

	Contractual Amount		Fair Value	
(Dollars in millions)	**September 30, 2023**	December 31, 2022	**September 30, 2023**	December 31, 2022
Unfunded Commitments:				
Loan commitments	**$ 25,402**	$ 25,953	**$ 2**	$ 1
Standby and other commitments	**728**	754	**7**	7

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

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Introduction

First Horizon Corporation (NYSE common stock trading symbol “FHN”) is a financial holding company headquartered in Memphis, Tennessee. FHN’s principal subsidiary, and only banking subsidiary, is First Horizon Bank. Through the Bank and other subsidiaries, FHN offers regional banking, mortgage lending, specialized commercial lending, commercial leasing and equipment financing, brokerage, wealth management, capital markets, and other financial services to commercial, consumer, and governmental clients throughout the U.S. At September 30, 2023, FHN had over 450 business locations in 24 states, including over 400 banking centers in 12 states, and employed approximately 7,300 associates.

This MD&A should be read in conjunction with the accompanying unaudited Consolidated Financial Statements and Notes to Consolidated Financial Statements in Part I, Item 1, as well as other information contained in this document and FHN's 2022 Annual Report on Form 10-K.

Executive Overview

Significant Events and Transactions

On August 3, 2023, FHN announced a five-year employment agreement with Chairman, President and Chief Executive Officer D. Bryan Jordan. A copy of the agreement has been filed with a Current Report on Form 8-K.

Financial Performance Summary

Third Quarter 2023 Highlights

FHN reported third quarter 2023 net income available to common shareholders of $129 million, or $0.23 per diluted share, compared to $317 million, or $0.56 per diluted share, in second quarter 2023 and $257 million, or $0.45 per diluted share, in third quarter 2022.

Net interest income of $605 million declined $25 million compared to second quarter 2023 and $57 million compared to third quarter 2022 as the benefit of higher rates and loan balances was more than offset by higher funding costs.

Provision for credit losses of $110 million increased $60 million compared to second quarter 2023 and $50 million compared to third quarter 2022, largely driven by a credit loss on a single relationship as well as the impact of loan growth.

Noninterest income of $173 million decreased $227 million compared to second quarter 2023 largely driven by a $225 million gain on merger termination recognized in second quarter. Noninterest income decreased $40 million compared to third quarter 2022 primarily driven by lower fixed income, lower securities gains and the 2022 gain on sale of FHN's title business.

Noninterest expense of $474 million decreased $81 million from second quarter 2023, largely reflecting the impact of a $50 million contribution to the First Horizon Foundation in the second quarter and lower personnel expense. Compared with third quarter 2022, noninterest expense increased $5 million, or 1%. There were no merger and integration expenses in third quarter 2023 compared to $30 million in second quarter 2023 and $24 million in third quarter 2022.

Year-to-Date and Period End Highlights

For the nine months ended September 30, 2023, net income available to common shareholders was $689 million or $1.23 per diluted share, compared to $610 million, or $1.08 per diluted share, for the nine months ended September 30, 2022.

Net interest income increased $240 million largely driven by higher earning asset yields, loan growth, and higher investment portfolio balances, partially offset by higher funding costs. Provision for credit losses increased $160 million largely from a credit loss on a single relationship, loan growth and an evolving macroeconomic outlook. Noninterest income increased $103 million, or 16%, primarily from the gain on merger termination, partially offset by lower fixed income and mortgage banking and title income. Noninterest expense increased $58 million, or 4%, largely attributable to the $50 million contribution made to the First Horizon Foundation in the second quarter.

Period-end loans and leases of $61.8 billion increased $3.7 billion, or 6%, from December 31, 2022 driven by commercial loan growth of $2.3 billion and consumer loan growth of $1.4 billion.

Period-end deposits of $67.0 billion increased $3.5 billion, or 6%, from December 31, 2022 driven by a $9.2 billion increase in interest-bearing deposits offset by a $5.6 billion decrease in noninterest-bearing deposits.

Tier 1 risk-based capital and total risk-based capital ratios at September 30, 2023 were 12.12% and 13.63%, an improvement from 11.92% and 13.33% at December 31, 2022, respectively. The CET1 ratio was 11.12% at

September 30, 2023 compared to 10.17% at December 31, 2022.

The following portions of this MD&A focus in more detail on the results of operations for the three and nine months ended September 30, 2023, the three months ended June 30, 2023, and the three and nine months ended September 30, 2022 and on information about FHN's financial condition, loan and lease portfolio, liquidity, funding sources, capital and other matters.

Table I.2.1

KEY PERFORMANCE INDICATORS

	As of or for the three months ended			As of or for the nine months ended	
(Dollars in millions, except per share data)	**September 30, 2023**	June 30, 2023	September 30, 2022	**September 30, 2023**	September 30, 2022
Pre-provision net revenue (a)	**$ 304**	$ 475	$ 406	**$ 1,160**	$ 875
Diluted earnings per common share	**$ 0.23**	$ 0.56	$ 0.45	**$ 1.23**	$ 1.08
Return on average assets (b)	**0.68 %**	1.60 %	1.29 %	**1.19 %**	1.00 %
Return on average common equity (c)	**6.28 %**	16.40 %	13.85 %	**11.86 %**	10.97 %
Return on average tangible common equity (a) (d)	**7.95 %**	21.10 %	18.23 %	**15.24 %**	14.44 %
Net interest margin (e)	**3.17 %**	3.38 %	3.48 %	**3.47 %**	2.85 %
Noninterest income to total revenue (f)	**22.23 %**	38.80 %	23.27 %	**27.88 %**	27.07 %
Efficiency ratio (g)	**60.96 %**	53.89 %	54.29 %	**56.53 %**	62.83 %
Allowance for loan and lease losses to total loans and leases	**1.23 %**	1.20 %	1.16 %	**1.23 %**	1.16 %
Net charge-offs (recoveries) to average loans and leases (annualized)	**0.61 %**	0.16 %	0.08 %	**0.30 %**	0.08 %
Total period-end equity to period-end assets	**10.65 %**	10.53 %	10.32 %	**10.65 %**	10.32 %
Tangible common equity to tangible assets (a)	**7.76 %**	7.71 %	6.64 %	**7.76 %**	6.64 %
Cash dividends declared per common share	**$ 0.15**	$ 0.15	$ 0.15	**$ 0.45**	$ 0.45
Book value per common share	**$ 14.28**	$ 14.58	$ 12.99	**$ 14.28**	$ 12.99
Tangible book value per common share (a)	**$ 11.22**	$ 11.50	$ 9.72	**$ 11.22**	$ 9.72
Common equity Tier 1	**11.12 %**	11.08 %	9.94 %	**11.12 %**	9.94 %
Market capitalization	**$ 6,157**	$ 6,296	$ 12,291	**$ 6,157**	$ 12,291

(a) Represents a non-GAAP measure which is reconciled in the non-GAAP to GAAP reconciliation in Table I.2.24.
(b) Calculated using annualized net income divided by average assets.
(c) Calculated using annualized net income available to common shareholders divided by average common equity.
(d) Calculated using annualized net income available to common shareholders divided by average tangible common equity.
(e) Net interest margin is computed using total net interest income adjusted to an FTE basis assuming a statutory federal income tax rate of 21% and, where applicable, state income taxes.
(f) Ratio is noninterest income excluding securities gains (losses) to total revenue excluding securities gains (losses).
(g) Ratio is noninterest expense to total revenue excluding securities gains (losses).

Results of Operations

Net Interest Income

Net interest income is FHN's largest source of revenue and is the difference between the interest earned on interest-earning assets (generally loans, leases and investment securities) and the interest expense incurred in connection with interest-bearing liabilities (generally deposits and borrowed funds). The level of net interest income is primarily a function of the difference between the effective yield on average interest-earning assets and the effective cost of interest-bearing liabilities. These factors are influenced by the pricing and mix of interest-earning assets and interest-bearing liabilities which, in turn, are impacted by external factors such as local economic conditions, competition for loans and deposits, the monetary policy of the FRB and market interest rates.

The following tables present the major components of net interest income and net interest margin:

Table I.2.2

QUARTER-TO-DATE AVERAGE BALANCES, NET INTEREST INCOME & YIELDS/RATES

(Dollars in millions)	Three Months Ended								
	September 30, 2023			June 30, 2023			September 30, 2022		
	Average Balance	Interest Income/Expense	Yield/Rate	Average Balance	Interest Income/Expense	Yield/Rate	Average Balance	Interest Income/Expense	Yield/Rate
Assets:									
Loans and leases:									
Commercial loans and leases	**$ 47,041**	**$ 779**	**6.58 %**	$ 46,051	$ 727	6.34 %	$ 44,046	$ 496	4.47 %
Consumer loans	**14,391**	**165**	**4.55**	13,873	153	4.39	12,497	124	3.94
Total loans and leases	**61,432**	**944**	**6.10**	59,924	880	5.89	56,543	620	4.35
Loans held for sale	**782**	**15**	**7.88**	731	14	7.58	761	9	4.91
Investment securities	**9,811**	**63**	**2.54**	10,192	63	2.49	10,315	55	2.14
Trading securities	**1,099**	**19**	**7.03**	1,110	19	6.67	1,342	15	4.54
Federal funds sold	**23**	**—**	**5.87**	41	1	5.58	259	1	2.28
Securities purchased under agreements to resell	**292**	**4**	**5.00**	238	2	4.73	402	2	1.89
Interest-bearing deposits with banks	**2,867**	**39**	**5.34**	3,110	40	5.13	6,341	35	2.15
Total earning assets / Total interest income	**$ 76,306**	**$ 1,084**	**5.64 %**	$ 75,346	$ 1,019	5.42 %	$ 75,963	$ 737	3.86 %
Cash and due from banks	**997**			1,024			1,246		
Goodwill and other intangible assets, net	**1,714**			1,726			1,767		
Premises and equipment, net	**592**			598			629		
Allowance for loan and lease losses	**(766)**			(728)			(639)		
Other assets	**4,377**			4,338			3,585		
Total assets	**$ 83,220**			$ 82,304			$ 82,551		
Liabilities and Shareholders' Equity:									
Interest-bearing deposits:									
Savings	**$ 24,963**	**$ 219**	**3.48 %**	$ 21,542	$ 141	2.63 %	$ 23,569	$ 19	0.31 %
Other interest-bearing deposits	**15,329**	**102**	**2.64**	14,719	75	2.06	15,103	21	0.56
Time deposits	**8,087**	**88**	**4.35**	5,520	49	3.56	2,759	3	0.50
Total interest-bearing deposits	**48,379**	**409**	**3.36**	41,781	265	2.55	41,431	43	0.41
Federal funds purchased	**285**	**4**	**5.42**	330	4	5.15	596	3	2.28
Securities sold under agreements to repurchase	**1,685**	**17**	**4.05**	1,304	11	3.39	877	2	0.82
Trading liabilities	**276**	**3**	**4.20**	216	2	3.82	372	3	3.03
Other short-term borrowings	**1,790**	**25**	**5.42**	6,365	84	5.25	238	2	2.22
Term borrowings	**1,161**	**17**	**5.82**	1,428	19	5.21	1,598	18	4.57
Total interest-bearing liabilities / Total interest expense	**$ 53,576**	**$ 475**	**3.52 %**	$ 51,424	$ 385	3.00 %	$ 45,112	$ 71	0.63 %
Noninterest-bearing liabilities:									
Noninterest-bearing deposits	**18,144**			19,664			26,701		
Other liabilities	**2,522**			2,187			2,069		
Total liabilities	**74,242**			73,275			73,882		
Shareholders' equity	**8,683**			8,734			8,374		
Noncontrolling interest	**295**			295			295		
Total shareholders' equity	**8,978**			9,029			8,669		
Total liabilities and shareholders' equity	**$ 83,220**			$ 82,304			$ 82,551		
Net earnings assets / Net interest income (TE) / Net interest spread	**$ 22,730**	**$ 609**	**2.12 %**	$ 23,922	$ 634	2.42 %	$ 30,851	$ 666	3.23 %
Taxable equivalent adjustment		**(4)**	**1.05**		(4)	0.96		(4)	0.25
Net interest income / Net interest margin (a)		**$ 605**	**3.17 %**		$ 630	3.38 %		$ 662	3.48 %

(a) Calculated using total net interest income adjusted for FTE assuming a statutory federal income tax rate of 21% and, where applicable, state income taxes.

Third Quarter 2023 versus Second Quarter 2023

Net interest income of $605 million in third quarter 2023 decreased $25 million from second quarter 2023 and the net interest margin declined 21 basis points to 3.17%. The benefit of higher rates and loan growth was more than offset by higher funding costs driven by customer deposit growth. Loan yield increased 21 basis points while the cost of interest-bearing deposits increased 81 basis points.

Average earning assets of $76.3 billion in third quarter 2023 increased $1.0 billion from second quarter 2023 largely due to a $1.5 billion increase in average loans and leases partially offset by a $381 million decrease in average investment securities and a $243 million decrease in average interest-bearing deposits with banks. Average interest-bearing liabilities increased $2.2 billion largely reflecting a $6.6 billion increase in interest-bearing deposits partially offset by a $4.6 billion decrease in other short-term borrowings.

Third Quarter 2023 versus Third Quarter 2022

Net interest income decreased $57 million from third quarter 2022 largely as a result of higher funding costs which more than offset higher yields on earning assets.

Third quarter 2023 net interest margin decreased 31 basis points from 3.48% in third quarter 2022, driven by the impact of higher funding costs partially offset by higher yields on earning assets. Funding costs increased 289 basis points while yields on earning assets increased 178 basis points.

Average earning assets increased $343 million from third quarter 2022 largely driven by a $4.9 billion increase in loans and leases offset by a $3.5 billion decrease in average interest-bearing deposits with banks and a $504 million decrease in investment securities. Average interest-bearing liabilities increased $8.5 billion largely driven by a $6.9 billion increase in interest-bearing deposits.

Table I.2.3

YEAR-TO-DATE AVERAGE BALANCES, NET INTEREST INCOME & YIELDS/RATES

	Nine Months Ended					
	September 30, 2023			September 30, 2022		
(Dollars in millions)	Average Balance	Interest Income/Expense	Yield/Rate	Average Balance	Interest Income/Expense	Yield/Rate
Assets:						
Loans and leases:						
Commercial loans and leases	**$ 45,988**	**$ 2,174**	**6.33 %**	$ 43,366	$ 1,217	3.75 %
Consumer loans	**13,834**	**459**	**4.40**	12,043	344	3.80
Total loans and leases	**59,822**	**2,633**	**5.88**	55,409	1,561	3.76
Loans held for sale	**704**	**40**	**7.54**	980	30	4.01
Investment securities	**10,087**	**188**	**2.49**	9,923	139	1.87
Trading securities	**1,164**	**58**	**6.62**	1,481	39	3.52
Federal funds sold	**37**	**2**	**5.48**	190	1	1.52
Securities purchased under agreements to resell	**291**	**10**	**4.63**	567	2	0.61
Interest-bearing deposits with banks	**2,486**	**95**	**5.11**	10,713	63	0.79
Total earning assets / Total interest income	**$ 74,591**	**$ 3,026**	**5.42 %**	$ 79,263	$ 1,835	3.09 %
Cash and due from banks	**1,019**			1,251		
Goodwill and other intangible assets, net	**1,726**			1,786		
Premises and equipment, net	**599**			643		
Allowance for loan and lease losses	**(729)**			(639)		
Other assets	**4,265**			3,495		
Total assets	**$ 81,471**			$ 85,799		
Liabilities and Shareholders' Equity:						
Interest-bearing liabilities:						
Interest-bearing deposits:						
Savings	**$ 22,788**	**$ 456**	**2.68 %**	$ 24,903	$ 27	0.14 %
Other interest-bearing deposits	**14,948**	**236**	**2.11**	15,972	34	0.28
Time deposits	**5,665**	**153**	**3.63**	3,046	11	0.51
Total interest-bearing deposits	**43,401**	**845**	**2.60**	43,921	72	0.22
Federal funds purchased	**358**	**13**	**5.01**	737	5	0.96
Securities sold under agreements to repurchase	**1,348**	**35**	**3.47**	882	3	0.40
Trading liabilities	**272**	**8**	**3.96**	523	9	2.32
Other short-term borrowings	**3,446**	**134**	**5.19**	185	2	1.29
Term borrowings	**1,395**	**56**	**5.30**	1,595	53	4.41
Total interest-bearing liabilities / Total interest expense	**$ 50,220**	**$ 1,091**	**2.90 %**	$ 47,843	$ 144	0.40 %
Noninterest-bearing liabilities:						
Noninterest-bearing deposits	**20,012**			27,468		
Other liabilities	**2,334**			1,854		
Total liabilities	**72,566**			77,165		
Shareholders' equity	**8,610**			8,339		
Noncontrolling interest	**295**			295		
Total shareholders' equity	**8,905**			8,634		
Total liabilities and shareholders' equity	**$ 81,471**			$ 85,799		
Net earnings assets / Net interest income (TE) / Net interest spread	**$ 24,371**	**$ 1,935**	**2.52 %**	$ 31,420	$ 1,691	2.69 %
Taxable equivalent adjustment		**(12)**	**0.95**		(8)	0.16
Net interest income / Net interest margin (a)		**$ 1,923**	**3.47 %**		$ 1,683	2.85 %

(a) Calculated using total net interest income adjusted for FTE assuming a statutory federal income tax rate of 21% and, where applicable, state income taxes.

For the nine months ended September 30, 2023, net interest income of $1.9 billion increased $240 million from the same period one year ago largely driven by higher earning asset yields, loan growth, and higher investment portfolio balances partially offset by higher funding costs.

Total average earning assets decreased $4.7 billion in the first nine months of 2023 largely due to lower levels of interest-bearing cash offset by loan growth.

The year-to-date net interest margin of 3.47% increased 62 basis points compared to 2.85% for the same period of 2022 as the benefit of higher earning asset yields and lower excess cash balances were partially offset by an increase in funding costs. Earning asset yields increased 233 basis points and the cost of interest-bearing liabilities increased 250 basis points.

Provision for Credit Losses

Provision for credit losses includes the provision for loan and lease losses and the provision for unfunded lending commitments. The provision for credit losses is the expense necessary to maintain the ALLL and the accrual for unfunded lending commitments at levels appropriate to absorb management's estimate of credit losses expected over the life of the loan and lease portfolio and the portfolio of unfunded loan commitments.

Provision for credit losses increased to $110 million for the third quarter 2023 compared to $50 million for the second quarter 2023, largely driven by a credit loss on a single relationship and the impact of loan growth. The third quarter 2023 provision increased $50 million compared to third quarter 2022 and the year-to-date provision increased $160 million compared to the same period one year ago, largely from loan growth, an evolving macroeconomic outlook, and a credit loss on a single relationship.

For additional information about general asset quality trends, refer to the Asset Quality section in this MD&A.

Noninterest Income

The following table presents the significant components of noninterest income for each of the periods presented:

Table I.2.4

NONINTEREST INCOME

	Three Months Ended			3Q23 vs. 2Q23		3Q23 vs. 3Q22	
(Dollars in millions)	**September 30, 2023**	June 30, 2023	September 30, 2022	$ Change	% Change	$ Change	% Change
Noninterest income:							
Deposit transactions and cash management	**$ 46**	$ 45	$ 43	$ 1	2 %	$ 3	7 %
Fixed income	**28**	30	46	(2)	(7)	(18)	(39)
Brokerage, management fees and commissions	**21**	22	23	(1)	(5)	(2)	(9)
Card and digital banking fees	**20**	21	21	(1)	(5)	(1)	(5)
Other service charges and fees	**14**	14	13	—	—	1	8
Trust services and investment management	**12**	12	11	—	—	1	9
Mortgage banking and title income	**7**	6	9	1	17	(2)	(22)
Deferred compensation income	**—**	8	(3)	(8)	(100)	3	100
Gain on merger termination	**—**	225	—	(225)	(100)	—	—
Securities gains (losses), net	**—**	—	12	—	—	(12)	(100)
Other income	**25**	17	38	8	47	(13)	(34)
Total noninterest income	**$ 173**	$ 400	$ 213	$ (227)	(57)%	$ (40)	(19)%

***Third Quarter 2023 versus Second Quarter* 2023**

Noninterest income of $173 million decreased $227 million, or 57%, from second quarter 2023, primarily as a result of the $225 million gain resulting from the TD merger termination that was recognized in the second quarter.

Fixed income of $28 million decreased $2 million from the prior quarter. Fixed income average daily revenue of $301 thousand decreased from $348 thousand in second quarter 2023, a decrease of 14%, reflecting continued challenging market conditions.

Mortgage banking and title income of $7 million increased $1 million driven by higher origination volume resulting from a pricing strategy to shift production into the secondary market.

Deferred compensation income of less than $1 million decreased $8 million reflecting fluctuations in equity market valuations relative to the prior quarter. This decrease is largely offset in noninterest expense.

Other income increased $8 million largely driven by an increase in FHLB dividends.

***Third Quarter 2023 versus Third Quarter* 2022**

Noninterest income for third quarter 2023 decreased $40 million, or 19%, compared to third quarter 2022, primarily driven by lower fixed income, lower securities gains and the impact of the $21 million gain on sale of FHN's title business in third quarter 2022.

Fixed income of $28 million decreased $18 million from third quarter 2022, largely reflecting less favorable market conditions.

Table I.2.5

NONINTEREST INCOME

	Nine Months Ended			
(Dollars in millions)	**September 30, 2023**	September 30, 2022	$ Change	% Change
Noninterest income:				
Deposit transactions and cash management	**$ 133**	$ 129	$ 4	3 %
Fixed income	**97**	170	(73)	(43)
Brokerage, management fees and commissions	**66**	71	(5)	(7)
Card and digital banking fees	**61**	64	(3)	(5)
Other service charges and fees	**41**	41	—	—
Trust services and investment management	**35**	36	(1)	(3)
Mortgage banking and title income	**18**	65	(47)	(72)
Deferred compensation income	**11**	(24)	35	146
Gain on merger termination	**225**	—	225	100
Securities gains (losses), net	**1**	18	(17)	(94)
Other income	**57**	72	(15)	(21)
Total noninterest income	**$ 745**	$ 642	$ 103	16 %

For the nine months ended September 30, 2023, noninterest income of $745 million increased $103 million, or 16%, compared to the same period in 2022, primarily from the gain on merger termination, partially offset by lower fixed income and mortgage banking and title income.

Fixed income of $97 million decreased $73 million compared to the nine months ended September 30, 2022. Fixed income product revenue decreased $65 million largely driven by less favorable market conditions and revenue from other products decreased $8 million primarily driven by lower fees from loan and derivative sales.

Mortgage banking and title income of $18 million decreased $47 million driven by lower origination volume given the impact of higher long-term rates.

Deferred compensation income increased $35 million for the year-to-date period of 2023 reflecting fluctuations in equity market valuations relative to the prior year. This increase is largely offset in noninterest expense.

Noninterest Expense

The following tables present the significant components of noninterest expense for each of the periods presented:

Table I.2.6

NONINTEREST EXPENSE

	Three Months Ended			3Q23 vs. 2Q23		3Q23 vs. 3Q22	
(Dollars in millions)	**September 30, 2023**	June 30, 2023	September 30, 2022	$ Change	% Change	$ Change	% Change
Noninterest expense:							
Personnel expense	**$ 266**	$ 285	$ 275	$ (19)	(7)%	$ (9)	(3)%
Net occupancy expense	**30**	30	32	—	—	(2)	(6)
Computer software	**26**	28	28	(2)	(7)	(2)	(7)
Operations services	**21**	22	22	(1)	(5)	(1)	(5)
Advertising and public relations	**16**	17	12	(1)	(6)	4	33
Deposit insurance expense	**14**	13	8	1	8	6	75
Legal and professional fees	**13**	12	10	1	8	3	30
Contract employment and outsourcing	**12**	12	12	—	—	—	—
Amortization of intangible assets	**12**	12	13	—	—	(1)	(8)
Equipment expense	**11**	10	11	1	10	—	—
Communications and delivery	**8**	9	10	(1)	(11)	(2)	(20)
Contributions	**3**	53	3	(50)	(94)	—	—
Other expense	**42**	52	33	(10)	(19)	9	27
Total noninterest expense	**$ 474**	$ 555	$ 469	$ (81)	(15)%	$ 5	1 %

***Third Quarter 2023 versus Second Quarter* 2023**

Noninterest expense of $474 million decreased $81 million, or 15%, compared with second quarter 2023, largely driven by a $50 million contribution made to the First Horizon Foundation in the second quarter. Personnel expense decreased $19 million largely reflecting lower incentive-based compensation and deferred compensation expense. Other expense decreased $10 million, primarily from derivative valuation adjustments related to prior Visa Class-B share sales recognized in the second quarter. There were no merger and integration expenses in third quarter 2023 compared to $30 million in second quarter 2023.

***Third Quarter 2023 versus Third Quarter* 2022**

Noninterest expense of $474 million increased $5 million, or 1%, from third quarter 2022. Personnel expense decreased $9 million largely attributable to lower incentive-based compensation. Deposit insurance expense increased $6 million largely due to an increase in the FDIC initial base deposit insurance assessment rate that went into effect in first quarter 2023 for all insured depository institutions. The $4 million increase in advertising and public relations expense was partially attributable to deposit campaigns and brand awareness initiatives. There were no merger and integration expenses in third quarter 2023 compared to $24 million in third quarter 2022.

Table I.2.7

NONINTEREST EXPENSE

(Dollars in millions)	Nine Months Ended September 30, 2023	Nine Months Ended September 30, 2022	$ Change	% Change
Noninterest expense:				
Personnel expense	**$ 821**	$ 820	$ 1	— %
Net occupancy expense	**92**	96	(4)	(4)
Computer software	**82**	85	(3)	(4)
Operations services	**65**	65	—	—
Advertising and public relations	**47**	34	13	38
Deposit insurance expense	**40**	23	17	74
Legal and professional fees	**33**	50	(17)	(34)
Contract employment and outsourcing	**36**	43	(7)	(16)
Amortization of intangible assets	**36**	39	(3)	(8)
Equipment expense	**32**	34	(2)	(6)
Communications and delivery	**27**	28	(1)	(4)
Contributions	**60**	5	55	NM
Other expense	**137**	128	9	7
Total noninterest expense	**$ 1,508**	$ 1,450	$ 58	4 %

NM - Not meaningful

For the nine months ended September 30, 2023, noninterest expense increased $58 million, or 4%, largely attributable to the $50 million contribution made to the First Horizon Foundation in the second quarter 2023.

Personnel expense of $821 million increased $1 million reflecting higher deferred compensation expense partially offset by lower incentive-based compensation expense.

Deposit insurance expense of $40 million increased $17 million largely due to an increase in the FDIC initial base deposit insurance assessment rate that went into effect in first quarter 2023 for all insured depository institutions.

Advertising and public relations expense increased $13 million partially attributable to deposit campaign and brand awareness initiatives.

Legal and professional fees decreased $17 million largely attributable to lower merger and integration related expense.

Total merger and integration related expense was $51 million for the first nine months of 2023 compared to $99 million for the same period of 2022.

Income Taxes

FHN recorded income tax expense of $52 million in third quarter 2023 compared to $96 million in second quarter 2023 and $78 million in third quarter 2022. For the nine months ended September 30, 2023 and 2022, FHN recorded income tax expense of $223 million and $183 million, respectively.

The effective tax rate was approximately 26.7%, 22.6%, and 22.6% for the three months ended September 30, 2023, June 30, 2023 and September 30, 2022, respectively. The effective tax rate was approximately 23.5% and 22.2% for the nine months ended September 30, 2023 and 2022, respectively.

FHN's effective tax rate is favorably affected by recurring items such as bank-owned life insurance, tax-exempt income, and tax credits and other tax benefits from tax credit investments. The effective rate is unfavorably affected by the non-deductible portions of: FDIC premium, executive compensation and merger expenses. FHN's effective tax rate also may be affected by items that may occur in any given period but are not consistent from period to period, such as changes in unrecognized tax benefits. The rate also may be affected by items resulting from business combinations. For the three months ended September 30, 2023, FHN recognized $13 million of net unfavorable discrete items primarily attributable to the termination of BOLI policies offset by merger-related deductions. For the nine months ended September 30, 2023, FHN recognized $69 million of net unfavorable

discrete items primarily related to the gain on merger termination.

A deferred tax asset or deferred tax liability is recognized for the tax consequences of temporary differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities. The tax consequence is calculated by applying current enacted statutory tax rates to these temporary differences in future years. As of September 30, 2023, FHN's gross DTA and gross DTL were $833 million and $473 million, respectively, resulting in a net DTA of $360 million at September 30, 2023, compared with a net DTA of $313 million at December 31, 2022.

As of September 30, 2023, FHN had deferred tax asset balances related to federal and state income tax carryforwards of $32 million and $2 million, respectively, which will expire at various dates.

Based on current analysis, FHN believes that its ability to realize the DTA is more likely than not. FHN monitors its DTA and the need for a valuation allowance on a quarterly basis. A significant adverse change in FHN's taxable earnings outlook could result in the need for a valuation allowance.

Business Segment Results

FHN's reportable segments include Regional Banking, Specialty Banking and Corporate. See Note 12 - Business Segment Information for additional disclosures related to FHN's segments.

Regional Banking

The Regional Banking segment generated pre-tax income of $270 million for third quarter 2023, a decrease of $86 million compared to second quarter 2023, largely driven by a decrease in net interest income and higher provision for credit losses. Net interest income of $583 million decreased $29 million as the benefit of higher rates and loan growth was more than offset by higher funding costs driven by customer deposit growth. The provision for credit losses of $104 million increased $61 million largely as a result of a credit loss on a single relationship and the impact of loan growth. Noninterest income increased $1 million and noninterest expense decreased $3 million compared to second quarter 2023.

Pre-tax income for third quarter 2023 decreased $12 million compared to $282 million for third quarter 2022. Net interest income increased $65 million from third quarter 2022 driven by higher earning asset yields and loan growth partially offset by higher funding costs. The provision for credit losses increased $61 million largely as a result of a credit loss on a single relationship and the impact of loan growth. Noninterest expense increased $15 million compared to third quarter 2022 largely due to higher personnel expense. Results also reflect a $1 million decrease in noninterest income compared to third quarter 2022.

Pre-tax income of $957 million for the nine months ended September 30, 2023 increased $180 million compared to the same period of 2022, largely from a $359 million increase in revenue driven by higher net interest income. The increase in revenue was partially offset by a $125 million increase in provision for credit losses and a $54 million increase in noninterest expense. The increase in the provision for credit losses largely reflected a credit loss on a single relationship and the impact of loan growth.

Specialty Banking

Pre-tax income in the Specialty Banking segment of $86 million for third quarter 2023 increased $7 million compared to second quarter 2023, driven by a $4 million increase in revenue and a $4 million decrease in provision for credit losses, offset by a $1 million increase in noninterest expense.

Fixed income of $28 million decreased $3 million, driven by continuing challenging market conditions. Mortgage banking and title income of $7 million increased $1 million driven by higher origination volume resulting from a pricing strategy to shift production into the secondary market.

Pre-tax income in the Specialty Banking segment increased $6 million compared to third quarter 2022 driven by lower provision for credit losses of $11 million and lower noninterest expense of $16 million, partially offset by lower revenue of $21 million. The decline in revenue was primarily attributable to lower fixed income and mortgage banking and title income. The decline in noninterest expense was largely driven by lower incentive-based compensation expense tied to the decline in fixed income and mortgage banking and title income.

Pre-tax income of $241 million for the nine months ended September 30, 2023 decreased $99 million from the same period of 2022 largely reflecting a $118 million decrease in noninterest income tied to lower fixed income and mortgage banking and title income and a $33 million decrease in net interest income. The decline in revenue was partially offset by an $82 million decline in noninterest expense, largely from lower personnel expense.

Corporate

Pre-tax loss for the Corporate segment was $162 million for third quarter 2023 compared to $10 million for second quarter 2023, largely reflecting a $226 million decrease in

noninterest income offset by a $79 million decrease in noninterest expense. The decrease in noninterest income was largely driven by the $225 million gain on the TD merger termination recognized in the second quarter. The decline in noninterest expense was largely attributable to a $50 million contribution to the First Horizon Foundation and $15 million in derivative valuation adjustments from prior Visa Class-B share sales in the second quarter, and lower personnel expense. There were no merger and integration expenses in third quarter 2023 compared to $30 million in the prior quarter. Results for third quarter 2023 also reflect $10 million in restructuring costs.

Pre-tax loss in the Corporate segment was $162 million compared to $16 million for third quarter 2022, largely reflecting a $119 million decline in net interest income tied to the impact of funds transfer pricing. Noninterest income decreased $21 million compared to the third quarter 2022, largely reflecting $21 million in gain on sale of the title business in 2022 and lower securities gains partially offset by higher FHLB dividends. There were no merger and integration expenses in third quarter 2023 compared to $24 million in third quarter 2022.

Pre-tax loss was $248 million for the nine months ended September 30, 2023 compared to $292 million for the same period of 2022. Net interest income declined $98 million reflecting the impact of funds transfer pricing. Noninterest income increased $233 million, largely driven by the $225 million gain on merger termination. Noninterest expense increased $86 million, largely driven by a $50 million contribution to the First Horizon Foundation, higher personnel expense, and higher FDIC deposit insurance expense partially offset by lower legal and professional fees. Merger and integration expense of $51 million decreased $48 million when comparing the periods.

Analysis of Financial Condition

Total period-end assets were $82.5 billion as of September 30, 2023 compared to $79.0 billion at December 31, 2022. The increase in total assets during 2023 was largely driven by a $3.7 billion increase in loans and leases.

Earning assets consist of loans and leases, loans held for sale, investment securities, and other earning assets, such as trading securities and interest-bearing deposits with banks. A detailed discussion of the major components of earning assets is provided in the following sections.

Loans and Leases

Period-end loans and leases of $61.8 billion as of September 30, 2023 increased $3.7 billion, or 6%, compared to December 31, 2022. Year-to-date loan growth included a $2.3 billion increase in commercial loans and leases primarily from C&I loan growth and a $1.4 billion increase in consumer loans primarily from consumer real estate loan growth.

The following table provides detail regarding FHN's loans and leases as of September 30, 2023 and December 31, 2022.

Table I.2.8

LOANS & LEASES

	As of September 30, 2023		As of December 31, 2022		
(Dollars in millions)	**Amount**	**Percent of total**	Amount	Percent of total	Growth Rate
Commercial:					
Commercial, financial, and industrial (a)	**$ 33,163**	**54 %**	$ 31,781	55 %	4 %
Commercial real estate	**14,121**	**23**	13,228	23	7
Total commercial	**47,284**	**77**	45,009	78	5
Consumer:					
Consumer real estate	**13,685**	**22**	12,253	21	12
Credit card and other	**809**	**1**	840	1	(4)
Total consumer	**14,494**	**23**	13,093	22	11
Total loans and leases	**$ 61,778**	**100 %**	$ 58,102	100 %	6 %

(a) Includes equipment financing loans and leases.

As the Federal Reserve has increased rates and reduced liquidity in the banking system, credit conditions have tightened, resulting in the widening of spreads. Fair values within the loan and lease portfolio declined from the prior quarter, largely driven by the impact to discount rates of wider credit spreads and a higher rate curve on recent loan production, which are used to value the entire portfolio. Though this increases the discount on the loan portfolio, higher rates and widening credit spreads should provide a significant benefit to overall future profitability.

Loans Held for Sale

In 2020, FHN obtained IBKC's mortgage banking operations which includes origination and servicing of residential first lien mortgages that conform to standards established by GSEs that are major investors in U.S. home mortgages but can also consist of junior lien and jumbo loans secured by residential property. These loans are primarily sold to private companies that are unaffiliated with the GSEs on a servicing-released basis. For further detail, see Note 5 - Mortgage Banking Activity.

The legacy FHN loans HFS portfolio consists of small business, other consumer loans, mortgage warehouse, USDA and home equity loans.

On September 30, 2023 and December 31, 2022, loans HFS were $613 million and $590 million, respectively. Held-for-sale consumer mortgage loans secured by residential real estate in process of foreclosure totaled $3 million at both September 30, 2023 and December 31, 2022.

Asset Quality

Loan and Lease Portfolio Composition

FHN groups its loans into portfolio segments based on internal classifications reflecting the manner in which the ALLL is established and how credit risk is measured, monitored, and reported. From time to time, and if conditions are such that certain subsegments are uniquely affected by economic or market conditions or are experiencing greater deterioration than other components of the loan portfolio, management may determine the ALLL at a more granular level. Commercial loans and leases are composed of C&I loans and leases and CRE loans. Consumer loans are composed of consumer real estate loans and credit card and other loans. FHN has a concentration of residential real estate loans (22% and 21% of total loans at September 30, 2023 and December 31, 2022, respectively). Industry concentrations are discussed under the *C&I* heading below.

Credit underwriting guidelines are outlined in Item 7 of FHN's Annual Report on Form 10-K for the year ended December 31, 2022 in the Asset Quality Section within the Analysis of Financial Condition discussion. FHN's credit underwriting guidelines and loan product offerings as of September 30, 2023 are generally consistent with those reported and disclosed in FHN's Form 10-K for the year ended December 31, 2022.

Commercial Loan and Lease Portfolios

C&I

C&I loans are the largest component of the loan portfolio, comprising 54% and 55% of total loans as of September 30, 2023 and December 31, 2022, respectively. The C&I portfolio increased $1.4 billion to $33.2 billion as of September 30, 2023 compared to December 31, 2022 and is comprised of loans and leases used for general business purposes. Products offered in the C&I portfolio include term loan financing of owner-occupied real estate and fixed assets, direct financing and sales-type leases, working capital lines of credit, and trade credit enhancement through letters of credit.

The increase in C&I loans from December 31, 2022 was driven by growth in the real estate rental & leasing portfolio as well as diversified growth across multiple other industries. The largest geographical concentrations of balances in the C&I portfolio as of September 30, 2023 were in Tennessee (21%), Florida (13%), Texas (11%), North Carolina (7%), Louisiana (7%), California (5%), and Georgia (5%). No other state represented more than 5% of the portfolio.

The following table provides the composition of the C&I portfolio by industry as of September 30, 2023, and December 31, 2022. For purposes of this disclosure, industries are determined based on the North American Industry Classification System (NAICS) industry codes used by Federal statistical agencies in classifying business establishments for the collection, analysis, and publication of statistical data related to the U.S. business economy.

Table I.2.9

C&I PORTFOLIO BY INDUSTRY

(Dollars in millions)	September 30, 2023 Amount	September 30, 2023 Percent	December 31, 2022 Amount	December 31, 2022 Percent
Industry:				
Finance and insurance	**$ 4,192**	**13 %**	$ 4,120	13 %
Real estate rental and leasing (a)	**3,785**	**11**	3,277	10
Health care and social assistance	**2,664**	**8**	2,657	8
Manufacturing	**2,358**	**7**	2,206	7
Accommodation and food service	**2,319**	**7**	2,238	7
Loans to mortgage companies	**2,237**	**7**	2,258	7
Wholesale trade	**2,200**	**7**	2,212	7
Retail trade	**1,868**	**6**	1,835	6
Transportation and warehousing	**1,568**	**5**	1,432	4
Energy	**1,355**	**4**	1,364	4
Other (professional, construction, education, etc.) (b)	**8,617**	**25**	8,182	27
Total C&I loan portfolio	**$ 33,163**	**100 %**	$ 31,781	100 %

(a) Leasing, rental of real estate, equipment, and goods.
(b) Industries in this category each comprise less than 5% as of September 30, 2023.

Industry Concentrations

Loan concentrations exist when there are loans to numerous borrowers engaged in similar activities that would cause them to be similarly impacted by economic or other conditions. Loans to mortgage companies and borrowers in the finance and insurance industry were 20% of FHN's C&I loan portfolio as of both September 30, 2023 and December 31, 2022, and as a result could be affected by items that uniquely impact the financial services industry. Loans to borrowers in the real estate rental and leasing industry were 11% and 10% of FHN's C&I portfolio as of September 30, 2023 and December 31, 2022, respectively. As of September 30, 2023, FHN did not have any other concentrations of C&I loans in any single industry of 10% or more of total loans.

Loans to Mortgage Companies

Loans to mortgage companies were 7% of the C&I portfolio as of both September 30, 2023 and December 31, 2022. This portfolio includes commercial lines of credit to qualified mortgage companies primarily for the temporary warehousing of eligible mortgage loans prior to the borrower's sale of those mortgage loans to third-party investors and generally fluctuates with mortgage rates and seasonal factors. Generally, new loan originations to mortgage lenders increase when there is a decline in mortgage rates and decrease when rates rise; in 2023, rates rose. In periods of economic uncertainty, this trend may not occur even if interest rates are declining. In third quarter 2023, 84% of the loan originations were home purchases and 16% were refinance transactions.

Finance and Insurance

The finance and insurance component represented 13% of the C&I portfolio as of both September 30, 2023 and December 31, 2022, and includes TRUPs (i.e., long-term unsecured loans to bank and insurance-related businesses), loans to bank holding companies, and asset-based lending to consumer finance companies. As of September 30, 2023, asset-based lending to consumer finance companies represented approximately $2.0 billion of the finance and insurance component.

Paycheck Protection Program

In 2020, Congress created the Paycheck Protection Program (PPP) in response to the economic disruption associated with the COVID-19 pandemic. Under the PPP, qualifying businesses could receive loans from private lenders, such as FHN, that are fully guaranteed by the Small Business Administration. These loans potentially are partly or fully forgivable, depending upon the borrower's use of the funds and maintenance of employment levels. To the extent forgiven, the borrower is relieved from payment while the lender is still paid from the program.

As of September 30, 2023 and December 31, 2022, the C&I portfolio included PPP loans of $35 million and $76 million, respectively, which are fully government guaranteed with the SBA. Due to the government guarantee and forgiveness provisions, PPP loans are considered to have no credit risk and do not affect the amount of provision and ALLL recorded. As a result, no ALLL is recorded for PPP loans as of September 30, 2023, and FHN has assigned a risk weight of zero to PPP loans for regulatory capital purposes.

FHN continues to work with its clients that have applied for and received PPP loan forgiveness.

Commercial Real Estate

The CRE portfolio totaled $14.1 billion as of September 30, 2023 and $13.2 billion as of December 31, 2022. The CRE portfolio reflects financings for both commercial construction and nonconstruction loans. The largest geographical concentrations of CRE loan balances as of September 30, 2023 were in Florida (27%), Texas (13%), North Carolina (12%), Georgia (10%), Tennessee (9%), and Louisiana (9%). No other state represented more than 5% of the portfolio. This portfolio contains loans, draws on lines, and letters of credit to commercial real estate developers for the construction and mini-permanent financing of income-producing real estate. Subcategories of the CRE portfolio consist of multi-family (30%), office (20%), retail (17%), industrial (17%), hospitality (11%), land/land development (2%), and other (3%).

Consumer Loan Portfolios

Consumer Real Estate

The consumer real estate portfolio totaled $13.7 billion and $12.3 billion as of September 30, 2023 and December 31, 2022, respectively, and is primarily composed of home equity lines and installment loans. The largest geographical concentrations of balances as of September 30, 2023 were in Florida (29%), Tennessee (22%), Texas (11%), Louisiana (8%), North Carolina (7%), New York (5%) and Georgia (5%). No other state represented more than 5% of the portfolio.

As of September 30, 2023, approximately 89% of the consumer real estate portfolio was in a first lien position. At origination, the weighted average FICO score of this portfolio was 759 and the refreshed FICO scores averaged 756 as of September 30, 2023, no significant change from FICO scores of 757 and 754, respectively, as of December 31, 2022. Generally, performance of this portfolio is affected by life events that affect borrowers' finances, the level of unemployment, and home prices.

As of September 30, 2023 and December 31, 2022, FHN had held-for-investment consumer mortgage loans secured by real estate that were in the process of foreclosure totaling $38 million and $42 million, respectively.

HELOCs comprised $2.2 billion and $2.0 billion of the consumer real estate portfolio as of September 30, 2023 and December 31, 2022, respectively. FHN's HELOCs typically have a 5 or 10 year draw period followed by a 10 or 20 year repayment period, respectively. During the draw period, a borrower is able to draw on the line and is only required to make interest payments. The line is frozen if a borrower becomes past due on payments. Once the draw period has ended, the line is closed and the borrower is required to make both principal and interest payments monthly until the loan matures. The principal payment generally is fully amortizing, but payment amounts will adjust when variable rates reset to reflect changes in the prime rate.

As of September 30, 2023, approximately 94% of FHN's HELOCs were in the draw period compared to 92% at December 31, 2022. It is expected that $564 million, or 27%, of HELOCs currently in the draw period will enter the repayment period during the next 60 months, based on current terms. Generally, delinquencies for HELOCs that have entered the repayment period are initially higher than HELOCs still in the draw period because of the increased minimum payment requirement. However, over time, performance of these loans usually begins to stabilize. HELOCs nearing the end of the draw period are closely monitored.

The following table presents HELOCs currently in the draw period, broken down by months remaining in the draw period.

Table I.2.10

HELOC DRAW TO REPAYMENT SCHEDULE

(Dollars in millions)	**September 30, 2023**		December 31, 2022	
	Repayment Amount	**Percent**	Repayment Amount	Percent
Months remaining in draw period:				
0-12	**$ 31**	**2 %**	$ 31	2 %
13-24	**81**	**4**	40	2
25-36	**104**	**5**	109	6
37-48	**154**	**7**	135	7
49-60	**194**	**9**	204	11
>60	**1,557**	**73**	1,356	72
Total	**$ 2,121**	**100 %**	$ 1,875	100 %

Credit Card and Other

The credit card and other portfolio, which is primarily within the Regional Banking segment, totaled $809 million as of September 30, 2023 and $840 million as of December 31, 2022. This portfolio primarily consists of consumer-related credits, including home equity and other personal consumer loans, credit card receivables, and automobile loans. The $31 million decrease was driven by net repayments in credit cards and other installment loans, partially offset by an increase in consumer construction loans.

Allowance for Credit Losses

The ACL is maintained at a level sufficient to provide appropriate reserves to absorb estimated future credit losses in accordance with GAAP. For additional information regarding the ACL, see Note 4 of this Report and "Critical Accounting Policies and Estimates" and Note 4 in FHN's 2022 Form 10-K.

The ALLL increased to $760 million as of September 30, 2023 from $685 million as of December 31, 2022. The increase in the ALLL balance as of September 30, 2023 reflects the impact of loan growth and an evolving macroeconomic outlook. The ALLL to total loans and leases ratio increased 5 basis points to 1.23% compared to 1.18% as of December 31, 2022. The ACL to total loans and leases ratio increased to 1.36% as of September 30, 2023 from 1.33% as of December 31, 2022.

Consolidated Net Charge-offs

Net charge-offs in third quarter 2023 were $95 million, or an annualized 61 basis points of total loans and leases, compared to net charge-offs of $12 million, or 8 basis points of total loans and leases, in third quarter 2022. The $83 million increase in net charge-offs was primarily driven by a large C&I charge-off related to one client relationship.

Table I.2.11

ANALYSIS OF ALLOWANCE FOR CREDIT LOSSES AND CHARGE-OFFS

(Dollars in millions)	**September 30, 2023**	December 31, 2022	September 30, 2022
Allowance for loan and lease losses			
C&I	**$ 335**	$ 308	$ 295
CRE	**169**	146	148
Consumer real estate	**228**	200	193
Credit card and other	**28**	31	28
Total allowance for loan and lease losses	**$ 760**	$ 685	$ 664
Reserve for remaining unfunded commitments			
C&I	**$ 49**	$ 55	$ 58
CRE	**21**	22	19
Consumer real estate	**12**	10	11
Credit card and other	**—**	—	—
Total reserve for remaining unfunded commitments	**$ 82**	$ 87	$ 88
Allowance for credit losses			
C&I	**$ 384**	$ 363	$ 353
CRE	**190**	168	167
Consumer real estate	**240**	210	204
Credit card and other	**28**	31	28
Total allowance for credit losses	**$ 842**	$ 772	$ 752
Period-end loans and leases			
C&I	**$ 33,163**	$ 31,781	$ 31,620
CRE	**14,121**	13,228	13,021
Consumer real estate	**13,685**	12,253	11,864
Credit card and other	**809**	840	849
Total period-end loans and leases	**$ 61,778**	$ 58,102	$ 57,354

ALLL / loans and leases %			
C&I	**1.01 %**	0.97 %	0.93 %
CRE	**1.19**	1.10	1.14
Consumer real estate	**1.67**	1.63	1.63
Credit card and other	**3.48**	3.72	3.32
Total ALLL / loans and leases %	**1.23 %**	1.18 %	1.16 %
ACL / loans and leases %			
C&I	**1.16 %**	1.14 %	1.11 %
CRE	**1.35**	1.27	1.28
Consumer real estate	**1.75**	1.71	1.72
Credit card and other	**3.48**	3.72	3.32
Total ACL / loans and leases %	**1.36 %**	1.33 %	1.31 %
Quarter-to-date net charge-offs (recoveries)			
C&I	**$ 86**	$ 21	$ 11
CRE	**4**	—	1
Consumer real estate	**(1)**	(1)	(5)
Credit card and other	**6**	6	5
Total net charge-offs (recoveries)	**$ 95**	$ 26	$ 12
Average loans and leases			
C&I	**$ 33,042**	$ 31,562	$ 31,120
CRE	**13,999**	13,095	12,926
Consumer real estate	**13,575**	12,049	11,633
Credit card and other	**816**	858	864
Total average loans and leases	**$ 61,432**	$ 57,564	$ 56,543
Charge-off % (annualized)			
C&I	**1.04 %**	0.27 %	0.14 %
CRE	**0.12**	—	0.01
Consumer real estate	**(0.05)**	(0.05)	(0.17)
Credit card and other	**2.77**	2.76	2.46
Total charge-off %	**0.61 %**	0.18 %	0.08 %
ALLL / annualized net charge-offs			
C&I	**98 %**	365 %	676 %
CRE	**978**	NM	6,931
Consumer real estate	**NM**	NM	NM
Credit card and other	**125**	132	133
Total ALLL / net charge-offs	**202 %**	675 %	1,428 %

NM - not meaningful

Nonperforming Assets

Nonperforming loans are loans placed on nonaccrual if it becomes evident that full collection of principal and interest is at risk, if impairment has been recognized as a partial charge-off of principal balance due to insufficient collateral value and past due status, or (on a case-by-case basis) if FHN continues to receive payments but there are other borrower-specific issues. Included in nonaccruals are loans for which FHN continues to receive payments,

including residential real estate loans where the borrower has been discharged of personal obligation through bankruptcy. NPAs consist of nonperforming loans and OREO (excluding OREO from government insured mortgages).

Total NPAs (including NPLs HFS) increased to $401 million as of September 30, 2023 from $327 million as of December 31, 2022, largely driven by commercial real estate loans. The nonperforming loans and leases ratio increased 10 basis points to 0.64% as of September 30, 2023 compared to year-end.

Table I.2.12

NONACCRUAL/NONPERFORMING LOANS, FORECLOSED ASSETS, & OTHER DISCLOSURES

(Dollars in millions)

Nonperforming loans and leases	**September 30, 2023**	December 31, 2022
C&I	**$ 123**	$ 153
CRE	**125**	9
Consumer real estate	**144**	152
Credit card and other	**2**	2
Total nonperforming loans and leases (a)	**$ 394**	$ 316
Nonperforming loans held for sale (a)	**$ 3**	$ 8
Foreclosed real estate and other assets (b)	**4**	3
Total nonperforming assets (a) (b)	**$ 401**	$ 327
Nonperforming loans and leases to total loans and leases		
C&I	**0.37 %**	0.48 %
CRE	**0.88**	0.07
Consumer real estate	**1.06**	1.24
Credit card and other	**0.26**	0.27
Total NPL %	**0.64 %**	0.54 %
ALLL / NPLs		
C&I	**273 %**	202 %
CRE	**135**	1,554
Consumer real estate	**158**	131
Credit card and other	**1,364**	1,364
Total ALLL / NPLs	**193 %**	217 %

(a) Excludes loans and leases that are 90 or more days past due and still accruing interest.
(b) Excludes government-insured foreclosed real estate. Balances were insignificant as of both September 30, 2023 and December 31, 2022.

The following table provides nonperforming assets by business segment:

Table I.2.13

NONPERFORMING ASSETS BY SEGMENT

(Dollars in millions)

Nonperforming loans and leases (a) (b)	**September 30, 2023**	December 31, 2022
Regional Banking	**$ 287**	$ 227
Specialty Banking	**97**	60
Corporate	**10**	29
Consolidated	**$ 394**	$ 316
Foreclosed real estate (c)		
Regional Banking	**$ 1**	$ —
Specialty Banking	**2**	2
Corporate	**1**	1
Consolidated	**$ 4**	$ 3
Nonperforming Assets (a) (b) (c)		
Regional Banking	**$ 288**	$ 227
Specialty Banking	**99**	62
Corporate	**11**	30
Consolidated	**$ 398**	$ 319
Nonperforming loans and leases to loans and leases		
Regional Banking	**0.65 %**	0.54 %
Specialty Banking	**0.57**	0.37
Corporate	**2.13**	6.28
Consolidated	**0.64 %**	0.54 %
NPA % (d)		
Regional Banking	**0.65 %**	0.55 %
Specialty Banking	**0.58**	0.39
Corporate	**2.27**	6.54
Consolidated	**0.64 %**	0.55 %

(a) Excludes loans and leases that are 90 or more days past due and still accruing interest.
(b) Excludes loans classified as held for sale.
(c) Excludes foreclosed real estate and receivables related to government insured mortgages. Balances were insignificant for both September 30, 2023 and December 31, 2022.
(d) Ratio is non-performing assets to total loans and leases plus foreclosed real estate.

Past Due Loans and Potential Problem Assets

Past due loans are loans contractually past due as to interest or principal payments, but which have not yet been put on nonaccrual status.

Loans 90 days or more past due and still accruing were $17 million as of September 30, 2023 compared to $33 million as of December 31, 2022. Loans 30 to 89 days past due and still accruing decreased to $75 million as of September 30, 2023 compared to $105 million as of December 31, 2022, largely driven by a decrease of $22 million in C&I loans and a decrease of $7 million in CRE loans.

Table I.2.14

ACCRUING DELINQUENCIES & OTHER CREDIT DISCLOSURES

(Dollars in millions)

Accruing loans and leases 30+ days past due	September 30, 2023	December 31, 2022
C&I	$ 31	$ 61
CRE	4	11
Consumer real estate	49	55
Credit card and other	8	11
Total accruing loans and leases 30+ days past due	$ 92	$ 138
Accruing loans and leases 30+ days past due %		
C&I	0.09 %	0.19 %
CRE	0.03	0.08
Consumer real estate	0.36	0.44
Credit card and other	0.95	1.28
Total accruing loans and leases 30+ days past due %	0.15 %	0.24 %
Accruing loans and leases 90+ days past due (a) (b) (c):		
C&I	$ 3	$ 11
Consumer real Estate	11	18
Credit card and other	3	4
Total accruing loans and leases 90+ days past due	$ 17	$ 33
Loans held for sale		
30 to 89 days past due	$ 8	$ 10
30 to 89 days past due - guaranteed portion (d)	4	7
90+ days past due	10	16
90+ days past due - guaranteed portion (d)	5	6

(a) Excludes loans classified as held for sale.
(b) Amounts are not included in nonperforming/nonaccrual loans.
(c) Amounts are also included in accruing loans and leases 30+ days past due.
(d) Guaranteed loans include FHA, VA, and GNMA loans repurchased through the GNMA buyout program.

Potential problem assets represent those assets where information about possible credit problems of borrowers has caused management to have serious doubts about the borrower's ability to comply with present repayment terms and includes loans past due 90 days or more and still accruing. This definition is believed to be substantially consistent with the standards established by Federal banking regulators for loans classified as substandard. Potential problem assets in the loan portfolio were $655 million on September 30, 2023 and $492 million on December 31, 2022. The current expectation of losses from potential problem assets has been included in management's analysis for assessing the adequacy of the allowance for loan and lease losses.

Modifications to Borrowers Experiencing Financial Difficulty

As part of FHN's ongoing risk management practices, FHN attempts to work with borrowers when appropriate to extend or modify loan terms to better align with their current ability to repay. Modifications to loans are made in accordance with internal policies and guidelines which conform to regulatory guidance. Each occurrence is unique to the borrower and is evaluated separately. See Note 1 - Basis of Presentation and Accounting Policies, Note 3 - Loans and Leases and Note 4 - Allowance for Credit Losses for further discussion regarding troubled loan modifications.

Commercial Loan Modifications

As part of FHN's credit risk management governance processes, the Loan Rehab and Recovery Department (LRRD) is responsible for managing most commercial relationships with borrowers whose financial condition has deteriorated to such an extent that the credits are individually reviewed for expected credit losses, classified as substandard or worse, placed on nonaccrual status, foreclosed or in process of foreclosure, or in active or contemplated litigation. LRRD has the authority and responsibility to enter into workout and/or rehabilitation agreements with troubled commercial borrowers in order to mitigate and/or minimize the amount of credit losses recognized from these problem assets. While every circumstance is different, LRRD will generally use forbearance agreements (generally 6-12 months) as an element of commercial loan workouts, which might include reduced interest rates, reduced payments, release of guarantor, term extensions or entering into short sale agreements. Principal forgiveness may be granted in specific workout circumstances.

The individual expected credit loss assessments completed on commercial loans are used in evaluating the appropriateness of qualitative adjustments to quantitatively modeled loss expectations for loans that are not considered collateral dependent. If a loan is collateral dependent, the carrying amount of a loan is written down to the net realizable value of the collateral. Each assessment considers any modified terms and is comprehensive to ensure appropriate assessment of expected credit losses.

Consumer Loan Modifications

FHN does not currently participate in any of the loan modification programs sponsored by the U.S. government but does generally structure modified consumer loans using the parameters of the former Home Affordable Modification Program.

Within the HELOC and real estate installment loans classes of the consumer portfolio segment, troubled loans are typically modified by reducing the interest rate (in increments of 25 basis points to a minimum of 1% for up to 5 years) and a possible maturity date extension to reach an affordable housing debt-to-income ratio. After 5 years, the interest rate generally returns to the original interest rate prior to modification; for certain modifications, the modified interest rate increases 2% per year until the original interest rate prior to modification is achieved.

Permanent mortgage troubled loans are typically modified by reducing the interest rate (in increments of 25 basis points to a minimum of 2% for up to 5 years) and a possible maturity date extension to reach an affordable housing debt-to-income ratio. After 5 years, the interest rate steps up 1 percent every year until it reaches the Federal Home Loan Mortgage Corporation Weekly Survey Rate cap. Contractual maturities may be extended to 40 years on permanent mortgages and to 30 years for consumer real estate loans.

Within the credit card class of the consumer portfolio segment, troubled loans are typically modified through either a short-term credit card hardship program or a longer-term credit card workout program. In the credit card hardship program, borrowers may be granted rate and payment reductions for 6 months to 1 year. In the credit card workout program, clients are granted a rate reduction to 0% and term extensions for up to 5 years to pay off the remaining balance.

Consumer loans may also be modified through court-imposed principal reductions in bankruptcy proceedings, which FHN is required to honor unless a borrower reaffirms the related debt.

Investment Securities

FHN's investment securities portfolio consists principally of debt securities available for sale. FHN maintains a highly-rated securities portfolio consisting primarily of government agency issued mortgage-backed securities and collateralized mortgage obligations. The securities portfolio provides a source of income and liquidity and is an important tool used to balance the interest rate risk of the loan and deposit portfolios. The securities portfolio is periodically evaluated in light of established ALM objectives, changing market conditions that could affect the profitability of the portfolio, the regulatory environment, and the level of interest rate risk to which FHN is exposed. These evaluations may result in steps taken to adjust the overall balance sheet positioning.

Investment securities were $9.4 billion and $10.2 billion on September 30, 2023 and December 31, 2022, representing 11% and 13% of total assets, respectively. See Note 2 - Investment Securities for more information about the securities portfolio.

Deposits

Total deposits of $67.0 billion as of September 30, 2023 increased $3.5 billion from December 31, 2022 as a result of a $9.2 billion increase in interest-bearing deposits offset by a $5.6 billion decrease in noninterest-bearing deposits.

Deposit growth in the first nine months of 2023 reflects the impact of FHN's deposit marketing campaigns launched in the second quarter. Promotional rates associated with these offerings moderated somewhat toward the end of the third quarter, but overall were higher than prior periods contributing to an increase in funding costs. The rate guarantees on money market deposits in the campaign are short-term and will reprice in the back half of the fourth quarter. FHN continues to focus on building and deepening relationships to retain new clients from its promotional campaigns.

FHN continues to maintain a well-diversified and stable funding mix across its footprint:

- At September 30, 2023, commercial deposits were $37.3 billion, or 56% of total deposits, consumer deposits were $29.7 billion, or 44% of total deposits.
- At September 30, 2023, 37% of deposits were associated with Tennessee, 19% with Florida, 12% with Louisiana, and 12% with North Carolina, with no other state above 10%.
- Total estimated uninsured deposits were $26.2 billion and $30.3 billion as of September 30, 2023 and December 31, 2022, representing 39% and 48% of total deposits, respectively.
- Of the uninsured deposits at September 30, 2023, $4.8 billion, or 7% of total deposits, were collateralized.

See Table I.2.2 and I.2.3 - Average Balances, Net Interest Income and Yields/Rates in this Report for information on average deposits including average rates paid.

The following table summarizes the major components of deposits as of September 30, 2023 and December 31, 2022.

Table I.2.15

DEPOSITS

	September 30, 2023		December 31, 2022			
(Dollars in millions)	**Amount**	**Percent of total**	Amount	Percent of total	Change	Percent
Savings	**$ 25,590**	**38 %**	$ 21,971	35 %	$ 3,619	16 %
Time deposits	**7,783**	**12**	2,887	4	4,896	170
Other interest-bearing deposits	**15,817**	**23**	15,165	24	652	4
Total interest-bearing deposits	**49,190**	**73**	40,023	63	9,167	23
Noninterest-bearing deposits	**17,825**	**27**	23,466	37	(5,641)	(24)
Total deposits	**$ 67,015**	**100 %**	$ 63,489	100 %	$ 3,526	6 %

Short-Term Borrowings

Short-term borrowings include federal funds purchased, securities sold under agreements to repurchase, trading liabilities, and other short-term borrowings. Total short-term borrowings were $2.9 billion as of September 30, 2023 compared to $2.8 billion as of December 31, 2022.

Short-term borrowings balances fluctuate largely based on the level of FHLB borrowing as a result of loan demand, deposit levels and balance sheet funding strategies.

Trading liabilities fluctuate based on various factors, including levels of trading securities and hedging strategies. Federal funds purchased fluctuates depending on the amount of excess funding of FHN's correspondent bank customers. Balances of securities sold under agreements to repurchase fluctuate based on cost attractiveness relative to FHLB borrowing levels and the ability to pledge securities toward such transactions.

Term Borrowings

Term borrowings include senior and subordinated borrowings with original maturities greater than one year. Total term borrowings were $1.2 billion as of September 30, 2023 compared to $1.6 billion at December 31, 2022. The decrease in term borrowings was attributable to the retirement of $450 million in senior notes in May 2023.

Capital

Management's objectives are to provide capital sufficient to cover the risks inherent in FHN's businesses, to maintain excess capital to well-capitalized standards, and to assure ready access to the capital markets. Total equity was $8.8 billion at September 30, 2023 and $8.5 billion at December 31, 2022. Significant changes included net income of $727 million offset by $273 million in common and preferred dividends.

The following tables provide a reconciliation of shareholders' equity from the Consolidated Balance Sheets to Common Equity Tier 1, Tier 1 and Total Regulatory Capital as well as certain selected capital ratios:

Table I.2.16

REGULATORY CAPITAL DATA

(Dollars in millions)	September 30, 2023	December 31, 2022
Shareholders' equity	**$ 8,498**	$ 8,252
Modified CECL transitional amount (a)	**57**	85
FHN non-cumulative perpetual preferred stock	**(520)**	(1,014)
Common equity tier 1 before regulatory adjustments	**$ 8,035**	$ 7,323
Regulatory adjustments:		
Disallowed goodwill and other intangibles	**(1,627)**	(1,658)
Net unrealized (gains) losses on securities available for sale	**1,170**	972
Net unrealized (gains) losses on pension and other postretirement plans	**263**	269
Net unrealized (gains) losses on cash flow hedges	**149**	126
Common equity tier 1	**$ 7,990**	$ 7,032
FHN non-cumulative perpetual preferred stock (b)	**426**	920
Qualifying noncontrolling interest— First Horizon Bank preferred stock	**295**	295
Tier 1 capital	**$ 8,711**	$ 8,247
Tier 2 capital	**1,083**	975
Total regulatory capital	**$ 9,794**	$ 9,222
Risk-Weighted Assets		
First Horizon Corporation	**$ 71,866**	$ 69,163
First Horizon Bank	**71,375**	68,728
Average Assets for Leverage		
First Horizon Corporation	**83,219**	79,583
First Horizon Bank	**82,658**	78,923

Table I.2.17

REGULATORY RATIOS & AMOUNTS

	September 30, 2023		December 31, 2022	
	Ratio	Amount	Ratio	Amount
Common Equity Tier 1				
First Horizon Corporation	**11.12 %**	**$ 7,990**	10.17 %	$ 7,032
First Horizon Bank	**10.98**	**7,840**	10.77	7,405
Tier 1				
First Horizon Corporation	**12.12**	**8,711**	11.92	8,247
First Horizon Bank	**11.40**	**8,135**	11.20	7,700
Total				
First Horizon Corporation	**13.63**	**9,794**	13.33	9,222
First Horizon Bank	**12.71**	**9,074**	12.41	8,532
Tier 1 Leverage				
First Horizon Corporation	**10.47**	**8,711**	10.36	8,247
First Horizon Bank	**9.84**	**8,135**	9.76	7,700
Other Capital Ratios				
Total period-end equity to period-end assets	**10.65**		10.83	
Tangible common equity to tangible assets (c)	**7.76**		7.12	
Adjusted tangible common equity to risk-weighted assets (c)	**10.35**		9.35	

(a) The modified CECL transitional amount includes the impact to retained earnings from the initial adoption of CECL plus 25% of the change in the adjusted allowance for credit losses since FHN's initial adoption of CECL through December 31, 2021. For September 30, 2023 and December 31, 2022, 50% and 25%, respectively, of the full amount is phased out and not included in Common Equity Tier 1 capital.
(b) The $94 million carrying value of the Series D preferred stock does not qualify as Tier 1 capital because the earliest redemption date is less than five years from the issuance date, which was re-set to July 1, 2020 when the IBKC merger closed.
(c) Tangible common equity to tangible assets and adjusted tangible common equity to risk-weighted assets are non-GAAP measures and are reconciled to total equity to total assets (GAAP) in the Non-GAAP to GAAP Reconciliation - Table I.2.24.

Banking regulators define minimum capital ratios for bank holding companies and their bank subsidiaries. Based on the capital rules and definitions prescribed by the banking regulators, should any depository institution's capital ratios decline below predetermined levels, it would become subject to a series of increasingly restrictive regulatory actions.

The system categorizes a depository institution's capital position into one of five categories ranging from well-capitalized to critically under-capitalized. For an institution the size of FHN to qualify as well-capitalized, Common Equity Tier 1, Tier 1 Capital, Total Capital, and Leverage capital ratios must be at least 6.50%, 8.00%, 10.00%, and 5.00%, respectively. Furthermore, a capital conservation buffer of 50 basis points above these levels must be maintained on the Common Equity Tier 1, Tier 1 Capital and Total Capital ratios to avoid restrictions on dividends, share repurchases and certain discretionary bonuses.

As of September 30, 2023, each of FHN and First Horizon Bank had sufficient capital to qualify as well-capitalized institutions and to meet the capital conservation buffer requirement. Capital ratios for both FHN and First Horizon Bank are calculated under the final rule issued by the banking regulators in 2020 to delay the effects of CECL on regulatory capital for two years, followed by a three-year transition period.

FHN and First Horizon Bank's risk-based regulatory capital ratios increased in third quarter 2023 relative to year-end 2022 primarily from the impact of net income less dividends during the first nine months of 2023. The increase in the Common Equity Tier 1 ratio for FHN was largely driven by the conversion of the Series G Preferred Stock to common stock.

During 2023, capital ratios are expected to remain above well-capitalized standards plus the required capital conservation buffer.

Common Stock Purchase Programs

Pursuant to Board authority, FHN may repurchase shares of its common stock from time to time and will evaluate the level of capital and take action designed to generate or use capital, as appropriate, for the interests of the shareholders, subject to legal and regulatory restrictions. FHN's Board has authorized two common stock purchase programs, described below. FHN's Board has not authorized a preferred stock purchase program.

General Purchase Program

On January 27, 2021, FHN announced that its Board of Directors approved a new $500 million common share purchase program that was to expire on January 31, 2023. On October 26, 2021, FHN announced that the 2021 program had been increased by $500 million and extended to October 31, 2023.

The 2021 program is not tied to any compensation plan. Purchases may be made in the open market or through privately negotiated transactions, including under Rule 10b5-1 plans as well as accelerated share repurchase and other structured transactions. The timing and exact amount of common share repurchases are subject to various factors, including FHN's capital position, financial performance, expected capital impacts of strategic initiatives, market conditions, business conditions, and regulatory considerations. FHN does not purchase shares under this program during blackout periods when senior executives are prohibited from purchasing FHN stock on the open market.

As of September 30, 2023, $401 million in purchases had been made life-to-date under the 2021 program at an average price per share of $16.60, or $16.58 excluding commissions. The pendency of the TD Transaction resulted in no purchases under the 2021 program since the Transaction was announced in 2022. No additional purchases were made under this authority in 2023 before it expired.

Table I.2.18

COMMON STOCK PURCHASES—GENERAL PROGRAM

(Dollar values and volume in thousands, except per share data)	Total number of shares purchased	Average price paid per share (a)	Total number of shares purchased as part of publicly announced programs	Maximum approximate dollar value that may yet be purchased under the programs
2023				
July 1 to July 31	—	N/A	—	$ 598,646
August 1 to August 31	—	N/A	—	598,646
September 1 to September 30	—	N/A	—	598,646
Total	**—**	**N/A**	**—**	

(a) Represents total costs including commissions paid.

Compensation Plans Purchase Program

A consolidated compensation plan share purchase program was announced on August 6, 2004. This program consolidated into a single share purchase program all of the previously authorized compensation plan share programs as well as the renewal of the authorization to purchase shares for use in connection with compensation plans for which the share purchase authority had expired. The primary objectives of this program are to mitigate dilution resulting from shares issued in connection with FHN's various stock-based compensation plans, and to implement automatic stock purchases related to tax withholding obligations associated with stock-based awards. For many years, the program has been used entirely for the second objective.

The total amount authorized under this consolidated compensation plan share purchase program is 29.6 million shares calculated before adjusting for stock dividends distributed through January 1, 2011. The authorization has been reduced for that portion which relates to compensation plans for which no stock option awards remain outstanding. The shares may be purchased over the option exercise periods of the various compensation plans on or before December 31, 2023. Purchases may be made in the open market or through privately negotiated transactions and are subject to various factors including FHN's capital position, financial performance, capital impacts of strategic initiatives, market conditions and regulatory considerations. Shares that are withheld from vested or paid awards for withholding tax purposes are withheld automatically at the applicable time, without regard to whether a trading blackout is in place. If FHN were to resume general program use, such purchases would not occur during blackout periods.

As of September 30, 2023, the maximum number of shares that may be purchased under the program was 21.8 million shares. Management currently does not anticipate purchasing a material number of shares under this authority during 2023.

Management does not expect the 2004 compensation plans program to be renewed or replaced with a formal program. After 2023, FHN will continue to make automatic stock purchases by withholding stock-based award shares to cover tax obligations associated with those awards. Those limited, off-market purchases no longer will be associated with an announced general purchase program.

Table I.2.19

COMMON STOCK PURCHASES—COMPENSATION PLANS PROGRAM

(Volume in thousands, except per share data)	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced programs	Maximum number of shares that may yet be purchased under the programs
2023				
July 1 to July 31	14	$ 11.52	14	21,758
August 1 to August 31	2	13.54	2	21,756
September 1 to September 30	1	12.49	1	21,755
Total	**17**	**$ 11.79**	**17**	

Risk Management

There have been no significant changes to FHN's risk management practices as described under "Risk Management" included in Item 7 of FHN's 2022 Annual Report on Form 10-K.

Market Risk Management

Value-at-Risk and Stress Testing

VaR is a statistical risk measure used to estimate the potential loss in value from adverse market movements over an assumed fixed holding period within a stated confidence level. FHN employs a model to compute daily VaR measures for its trading securities inventory. FHN computes VaR using historical simulation with a 1-year lookback period at a 99% confidence level with 1-day and 10-day time horizons. Additionally, FHN computes a Stressed VaR measure. The SVaR computation uses the same model but with model inputs reflecting historical data from a continuous 12-month period that reflects a period of significant financial stress appropriate for our trading securities portfolio.

A summary of FHN's VaR and SVaR measures for 1-day and 10-day time horizons is presented in the following table:

Table I.2.20

VaR & SVaR MEASURES

	Three Months Ended September 30, 2023			Nine Months Ended September 30, 2023			As of September 30, 2023
(Dollars in millions)	**Mean**	**High**	**Low**	**Mean**	**High**	**Low**	
1-day							
VaR	**$ 3**	**$ 3**	**$ 2**	**$ 3**	**$ 4**	**$ 2**	**$ 2**
SVaR	**7**	**7**	**6**	**6**	**7**	**3**	**7**
10-day							
VaR	**7**	**8**	**4**	**8**	**11**	**4**	**5**
SVaR	**24**	**29**	**19**	**23**	**30**	**12**	**27**

	Three Months Ended September 30, 2022			Nine Months Ended September 30, 2022			As of September 30, 2022
(Dollars in millions)	Mean	High	Low	Mean	High	Low	
1-day							
VaR	$ 2	$ 3	$ 2	$ 2	$ 3	$ 2	$ 3
SVaR	5	6	4	5	7	4	5
10-day							
VaR	9	10	8	7	11	3	10
SVaR	24	27	18	24	34	18	25

	Year Ended December 31, 2022			As of December 31, 2022
(Dollars in millions)	Mean	High	Low	
1-day				
VaR	$ 2	$ 4	$ 2	$ 3
SVaR	5	7	4	6
10-day				
VaR	8	11	3	10
SVaR	24	34	18	29

FHN's overall VaR measure includes both interest rate risk and credit spread risk. Separate measures of these component risks are as follows:

Table I.2.21

SCHEDULE OF RISKS INCLUDED IN VaR

	As of September 30, 2023		As of September 30, 2022		As of December 31, 2022	
(Dollars in millions)	**1-day**	**10-day**	1-day	10-day	1-day	10-day
Interest rate risk	**$ —**	**$ 1**	$ 1	$ 3	$ 1	$ 3
Credit spread risk	**2**	**3**	1	1	1	2

The potential risk of loss reflected by FHN's VaR measures assumes the trading securities inventory is static. Because FHN Financial procures fixed income securities for purposes of distribution to clients, its trading securities inventory turns over regularly. Additionally, FHNF traders actively manage the trading securities inventory continuously throughout each trading day. Accordingly, FHNF's trading securities inventory is highly dynamic, rather than static. As a result, it would be rare for FHNF to incur a negative revenue day in its fixed income activities at the levels indicated by its VaR measures.

In addition to being used in FHN's daily market risk management process, the VaR and SVaR measures are also used by FHN in computing its regulatory market risk capital requirements in accordance with the Market Risk Capital rules. For additional information regarding FHN's capital adequacy refer to the Capital section of this MD&A.

FHN also performs stress tests on its trading securities portfolio to calculate the potential loss under various assumed market scenarios. Key assumed stresses used in those tests are:

Down 25 bps - assumes an instantaneous downward move in interest rates of 25 basis points at all points on the interest rate yield curve.

Up 25 bps - assumes an instantaneous upward move in interest rates of 25 basis points at all points on the interest rate yield curve.

Curve flattening - assumes an instantaneous flattening of the interest rate yield curve through an increase in short-term rates and a decrease in long-term rates. The 2-year point on the Treasury yield curve is assumed to increase 15 basis points and the 10-year point on the Treasury yield curve is assumed to decrease 15 basis points. Shifts in other points on the yield curve are predicted based on their correlation to the 2-year and 10-year points.

Curve steepening - assumes an instantaneous steepening of the interest rate yield curve through a decrease in short-term rates and an increase in long-term rates. The 2-year point on the Treasury yield curve is assumed to decrease 15 basis points and the 10-year point on the Treasury yield curve is assumed to increase 15 basis points. Shifts in other points on the yield curve are predicted based on their correlation to the 2-year and 10-year points.

Credit spread widening - assumes an instantaneous increase in credit spreads (the difference between yields on Treasury securities and non-Treasury securities) of 25 basis points.

Model Validation

Trading risk management personnel within FHN Financial have primary responsibility for model risk management with respect to the model used by FHN to compute its VaR measures and perform stress testing on the trading inventory. Among other procedures, these personnel monitor model results and perform periodic backtesting as part of an ongoing process of validating the accuracy of the model. These model risk management activities are subject to annual review by FHN's Model Validation Group, an independent assurance group charged with oversight responsibility for FHN's model risk management.

Interest Rate Risk Management

Net Interest Income Simulation Analysis

The information provided in this section, including the discussion regarding the outcomes of simulation analysis and rate shock analysis, is forward-looking. Actual results, if the assumed scenarios were to occur, could differ because of interest rate movements, the ability of management to execute its business plans, and other factors, including those presented in the Forward-Looking Statements section of this Report.

Management uses a simulation model to measure interest rate risk and to formulate strategies to improve balance sheet positioning, earnings, or both, within FHN's interest rate risk, liquidity, and capital guidelines. Interest rate exposure is measured by forecasting 12 months of NII under various interest rate scenarios and comparing the percentage change in NII for each scenario to a base case scenario where interest rates remain unchanged. Assumptions are made regarding future balance sheet composition, interest rate movements, and loan and

deposit pricing. In addition, assumptions are made about the magnitude of asset prepayments and earlier than anticipated deposit withdrawals. The results of these scenarios help FHN develop strategies for managing exposure to interest rate risk. While management believes the assumptions used and scenarios selected in its simulations are reasonable, simulation modeling provides only an estimate, not a precise calculation, of exposure to any given change in interest rates.

Based on a static balance sheet as of September 30, 2023, NII exposures over the next 12 months assuming rate shocks of plus/minus 25 basis points, plus/minus 50 basis points, plus/minus 100 basis points, and plus 200 basis points are estimated to have variances as shown in the table below.

Table I.2.22

INTEREST RATE SENSITIVITY

Shifts in Interest Rates (in bps)	% Change in Projected Net Interest Income
-100	(4.1)%
-50	(2.1)%
-25	(1.0)%
+25	+0.9%
+50	+1.7%
+100	+3.2%
+200	+4.4%

A steepening yield curve scenario, where long-term rates increase by 50 basis points and short-term rates are static, results in a favorable NII variance of 0.4%. A flattening yield curve scenario, where long-term rates decrease by 50 basis points and short-term rates are static, results in an unfavorable NII variance of 0.5%. These hypothetical scenarios are used to create a risk measurement framework, and do not necessarily represent management's current view of future interest rates or market developments.

Short-term interest rates have reached their highest levels in 15 years, which coupled with market disruption from recent high profile bank failures, has increased competitive pressures on deposit costs.

The yield curve was inverted for much of the last half of 2022, which has continued during the first three quarters of 2023. The inverted yield curve indicates market expectations that short-term rates are likely to peak and then decline in future periods. Market participants are divided in their opinions regarding the timing and magnitude of further short-term rate increases or subsequent rate cuts. FHN continues to monitor current economic trends and potential exposures closely. For additional information, see "Yield Curve" within "Market Uncertainties and Prospective Trends" below.

LIBOR & Reference Rate Reform

In March 2022, Congress passed the Adjustable Interest Rate (LIBOR) Act. The legislation addresses loans that remained on LIBOR as of the June 30, 2023 cessation date, and that either have no fallback provisions or that contain fallback provisions that do not identify a specific benchmark replacement. Per the legislation, at the final cessation of USD LIBOR, banks may cause such loans to fall back to a SOFR-based benchmark rate, with such rate to be selected by the Federal Reserve Board. The LIBOR Act also provides safe harbor from liability for banks that select the Board-selected replacement benchmark rate at the cessation of LIBOR.

In December 2022, the Federal Reserve Board issued Regulation ZZ, its final rule to implement the Adjustable Interest Rate (LIBOR) Act.

FHN has complied with the terms of the LIBOR Act and Regulation ZZ and has amended substantially all of its contracts away from LIBOR as of June 30, 2023. For most financial products, the most common alternative reference rates have been SOFR-based benchmarks. This is true for both new originations and legacy LIBOR contracts that were subject to amendment or a transition by their terms.

Liquidity Risk Management

Among other things, ALCO is responsible for liquidity management: the funding of assets with liabilities of appropriate duration, while mitigating the risk of unexpected cash needs. ALCO and the Board of Directors have adopted a Liquidity Policy of which the objective is to ensure that FHN meets its cash and collateral obligations promptly, in a cost-effective manner and with the highest degree of reliability. After the banking crisis earlier in the year, ALCO and the Board examined the liquidity risk management framework and policies to ensure alignment with evolving regulatory expectations, industry best practices, and the company's risk appetite. The maintenance of adequate levels of asset and liability liquidity should provide FHN with the ability to meet both expected and unexpected cash and collateral needs. Key liquidity ratios, asset liquidity levels, and the amount available from funding sources are reported to ALCO on a regular basis. FHN's Liquidity Policy establishes liquidity limits that are deemed appropriate for FHN's risk profile.

In accordance with the Liquidity Policy, ALCO manages FHN's exposure to liquidity risk through a dynamic, real time forecasting methodology. Base liquidity forecasts are reviewed by ALCO and are updated as financial conditions dictate. In addition to the baseline liquidity reports, robust stress testing of assumptions and funds availability are periodically reviewed. FHN maintains a contingency funding plan that may be executed should unexpected difficulties arise in accessing funding that affects FHN, the industry, or both. Subject to market conditions and compliance with applicable regulatory requirements from time to time, funds are available from a number of sources, including the available-for-sale securities portfolio, dealer and commercial customer repurchase agreements, access to the overnight and term Federal Funds markets, incremental borrowing capacity at the FHLB ($14.5 billion was available as of September 30, 2023), brokered deposits, loan sales, syndications, and access to the Federal Reserve Bank.

Generally, a primary source of funding for a bank is core deposits from the bank's client base. The period-end loans-to-deposits ratio was 92% as of both September 30, 2023 and December 31, 2022.

FHN may also use unsecured short-term borrowings as a source of liquidity. Federal funds purchased from correspondent bank clients are considered to be substantially more stable than funds purchased in the national broker markets for federal funds due to the long, historical, and reciprocal nature of banking services provided by FHN to these correspondent banks. The remainder of FHN's wholesale short-term borrowings consists of securities sold under agreements to repurchase transactions accounted for as secured borrowings with business clients or broker dealer counterparties.

Both FHN and First Horizon Bank have the ability to generate liquidity by issuing senior or subordinated unsecured debt, preferred equity, and common equity, subject to market conditions and compliance with applicable regulatory requirements. As of September 30, 2023, FHN had outstanding $797 million in senior and subordinated unsecured debt and $520 million in non-cumulative perpetual preferred stock. As of September 30, 2023, First Horizon Bank and subsidiaries had outstanding preferred shares of $295 million, which are reflected as noncontrolling interest on the Consolidated Balance Sheets.

Parent company liquidity is primarily provided by cash flows stemming from dividends and interest payments collected from subsidiaries. These sources of cash represent the primary sources of funds to pay cash dividends to shareholders and principal and interest to debt holders of FHN. Applying the dividend restrictions imposed under applicable federal and state rules as outlined above, the Bank's total amount available for dividends was $1.3 billion as of October 1, 2023.

In March 2022, FHN agreed to suspend the Dividend Reinvestment Plan in connection with the TD Transaction. During the suspension period, dividend payments of FHN are not automatically reinvested in additional shares of FHN common stock and participants in the Plan are not able to purchase shares of FHN common stock through optional cash investments under the Plan.

First Horizon Bank declared and paid common dividends to the parent company in the amount of $110 million in both first and second quarter 2023 and $435 million in 2022. First Horizon Bank declared and paid preferred dividends in each quarter of 2023 and 2022. Additionally, First Horizon Bank declared preferred dividends in fourth quarter 2023, payable in January 2024.

Payment of a dividend to shareholders of FHN is dependent on several factors which are considered by the Board. These factors include FHN's current and prospective capital, liquidity, and other needs, applicable regulatory restrictions (including capital conservation buffer requirements) and availability of funds to FHN through a dividend from First Horizon Bank. Additionally, banking regulators generally require insured banks and bank holding companies to pay cash dividends only out of current operating earnings. Consequently, the decision of whether FHN will pay future dividends and the amount of dividends will be affected by current operating results.

FHN paid a cash dividend of $0.15 per common share on October 2, 2023. FHN paid cash dividends of $1,625 per Series E preferred share and $1,175 per Series F preferred share on October 10, 2023 and $165 per Series C preferred share and $305 per Series D preferred share on November 1, 2023. In addition, in October 2023, the Board approved cash dividends per share in the following amounts:

Table I.2.23

CASH DIVIDENDS APPROVED BUT NOT PAID

	Dividend/Share	Record Date	Payment Date
Common Stock	$ 0.15	12/15/2023	01/02/2024
Preferred Stock			
Series B	$ 331.25	01/17/2024	02/01/2024
Series C	$ 165.00	01/17/2024	02/01/2024
Series E	$ 1,625.00	12/26/2023	01/10/2024
Series F	$ 1,175.00	12/26/2023	01/10/2024

Off-Balance Sheet Arrangements

In the normal course of business, FHN is a party to a number of activities that contain credit, market and operational risk that are not reflected in whole or in part in the consolidated financial statements. Such activities include traditional off-balance sheet credit-related financial instruments. FHN enters into commitments to extend credit to borrowers, including loan commitments, lines of credit, standby letters of credit, and commercial

letters of credit. Many of the commitments are expected to expire unused or be only partially used; therefore, the total amount of commitments does not necessarily represent future cash requirements. Based on its available liquidity and available borrowing capacity, FHN anticipates it will continue to have sufficient funds to meet its current commitments.

Repurchase Obligations

Prior to September 2008, legacy First Horizon originated loans through its pre-2009 mortgage business, primarily first lien home loans, with the intention of selling them. FHN's principal remaining exposures for those activities relate to (i) indemnification claims by underwriters, loan purchasers, and other parties which assert that FHN-originated loans caused or contributed to losses which FHN is legally obliged to indemnify, and (ii) indemnification or other claims related to FHN's servicing of pre-2009 mortgage loans.

FHN's approach for determining the adequacy of the repurchase and foreclosure reserve has evolved, sometimes substantially, based on changes in information available. Repurchase/make-whole rates vary based on purchaser, vintage, and claim type. For those loans repurchased or covered by a make-whole payment, cumulative average loss severities range between 50 and 60 percent of the UPB.

Repurchase Accrual Approach

In determining potential loss content, claims are analyzed by purchaser, vintage, and claim type. FHN considers various inputs including claim rate estimates, historical average repurchase and loss severity rates, mortgage insurance cancellations, and mortgage insurance curtailment requests. Inputs are applied to claims in the active pipeline, as well as to historical average inflows to estimate loss content related to potential future inflows. Management also evaluates the nature of claims from purchasers and/or servicers of loans sold to determine if qualitative adjustments are appropriate.

Repurchase and Foreclosure Liability

As discussed in Note 10 - Contingencies and Other Disclosures, FHN's repurchase and foreclosure liability, primarily related to its pre-2009 mortgage origination, sale, securitization, and servicing businesses, is comprised of accruals to cover estimated loss content in the active pipeline, estimated future inflows, and estimated loss content related to certain known claims not currently included in the active pipeline. The active pipeline consists of mortgage loan repurchase and make-whole demands from loan purchasers or securitization participants, foreclosure/servicing demands from borrowers, and certain related exposures. The liability contemplates repurchase/make-whole and damages obligations and estimates for probable incurred losses associated with loan populations excluded from the settlements with the GSEs, as well as other whole loans sold, mortgage insurance cancellation rescissions, and loans included in bulk servicing sales effected prior to the settlements with the GSEs. FHN compares the estimated probable incurred losses determined under the applicable loss estimation approaches for the respective periods with current reserve levels. Changes in the estimated required liability levels are recorded as necessary through the repurchase and foreclosure provision. The total repurchase and foreclosure liability, which includes both the legacy pre-2009 business and the current mortgage business, was $16 million as of both September 30, 2023 and December 31, 2022.

Market Uncertainties and Prospective Trends

FHN's future results could be affected both positively and negatively by several known trends. Key among those are changes in the U.S. and global economy and outlook, government actions affecting interest rates, and government actions and proposals which could have positive or negative impacts on the economy at large or on certain businesses, industries, or sectors. Additional risks relate to political uncertainty, changes in federal policies (including those publicly discussed, formally proposed, or recently implemented) and the potential impacts of those changes on our businesses and clients, and whether FHN's strategic initiatives will succeed.

In addition to trends and events noted elsewhere in this MD&A, FHN believes the following trends and events are noteworthy at this time.

Inflation, Recession, Banking, and Federal Reserve Policy

Economic Overview

The post-COVID economy in the U.S. has been marked by: strong inflation, which began in 2021, peaked in 2022, and has been abating in 2023; the Federal Reserve implementing a "tightening" policy in 2022 to contain inflation by rapidly increasing short-term interest rates and ending asset purchases; low unemployment rates; moderate economic growth; and a profoundly inverted yield curve. Key aspects were:

- Although the U.S. economy flirted with recession in 2022, it did not officially enter one. In 2023 recession expectations have moderated significantly.
- The rise in short-term interest rates by the Federal Reserve in 2022 was both rapid and substantial, taking the overnight Fed Funds rate from 0.20% in March 2022 to 4.65% a year later. Hikes since first quarter 2023 have been much more modest and less frequent.
- In response to 2022's extremely rapid and vigorous tightening of monetary policy, the inflation rate in the U.S. now is well below 2022's levels. However, inflation remains high in relation to the decade preceding the COVID-19 pandemic, and in relation to the Federal Reserve's stated long-term goal of 2%.
- Monetary tightening often creates yield curve inversion for a time. In the current cycle, traditional inversion (when ten-year treasury rates are below two-year rates) has been both very deep and unusually sustained, with the current inversion having begun in the summer of 2022.
- Yield curve inversion moderated in third quarter 2023 as long-term rates started to climb. Inversion continued into the fourth quarter, however.

Key events and circumstances are noted in the following discussions.

Federal Reserve and Rates

The Federal Reserve raised short-term rates several times in 2022 and in 2023. All but one of the raises in 2022 were 75 and 50 basis points each —aggressive by historical standards—while the 2023 raises were the more-typical 25 basis points each. The Federal Reserve has expressed its intent to bring inflation under control even at the risk of creating or deepening an economic recession. Recently the Federal Reserve has indicated that future decisions to raise rates further, or to hold them steady, cannot be forecast. FHN expects future decisions will be heavily impacted by economic data, especially inflation-rate and -trend data, available at each decision point.

FHN cannot predict exactly when or how much short-term rates will be further raised, when raises will halt entirely, how market-driven long-term rates will behave, nor how those actions may affect financial markets, during the rest of 2023 and early 2024.

Yield Curve

Unusual yield curve effects, including inversion, are common when monetary policy changes. A traditional measure of inversion occurs when the two-year U.S. Treasury rate is higher than the ten-year rate. Traditional inversion has been sustained for the last half of 2022 and all of the first three quarters of 2023, an unusually long period. The degree of inversion has varied, but generally has been much deeper than is typical. Sustained traditional yield curve inversion is viewed, with statistical support, as a harbinger of economic recession, but recession has not yet occurred.

The most recent period with deep and longer-lasting inversion was over 40 years ago. That 4-5 year period was marked by stagflation (low economic growth coupled with high inflation), followed by extremely robust interest rate hikes and a strong recession.

Yield curve flattening and inversion generally reduces the profit FHN can make from lending by compressing FHN's net interest margin, and also generally reduces FHN's revenues from bond trading. These impacts have occurred and are continuing during the current inversion. Refer to *Interest Rate & Yield Curve Risks*, located in *Item 1A. Risk Factors* of FHN's Annual Report on Form 10-K for the year ended December 31, 2022, for a discussion of the risks to FHN associated with flattening and inversion.

Recession

The U.S. economy contracted (experienced negative growth) during the first two quarters of 2022, in both cases modestly. Although two consecutive quarters of contraction often coincides with recession, in 2022 it did not. The economy expanded in each of the most recent four quarters.

Recession expectations in the U.S. were high in 2022 and first quarter 2023. They moderated significantly after that. Currently recession expectations generally are mixed and mild, with some expecting no recession and others expecting only a moderate one sometime in 2024. However, prompted by the persistence of above-target inflation, further rate hikes by the Federal Reserve could re-awaken recession fears and increase the risk of an actual recession.

Banking Crisis

In March 2023, two large regional U.S. banks failed after sudden large deposit outflows, and a major Swiss bank was acquired by another bank at the behest of regulators. In the aftermath of the two U.S. failures, bank investors and clients across the U.S. became more focused on deposit mix, funding risk management, and other safety-soundness concerns. The market values of virtually all U.S.

bank stocks fell quickly and strongly in March, with a few falling about 90%.

Following these failures, the media published stories about actual and possible bank runs by depositors. Most U.S. banks saw net outflows of deposits in 2022 and early 2023 as the impacts of COVID-19 crisis programs faded and rates available from non-bank-account investments improved. According to Federal Reserve data, starting in mid-March, the two failures triggered an abrupt net deposit outflow from all but the largest U.S. banks. Specifically, during the week of March 15, the 25 largest U.S. banks as a group saw net deposit inflows exceeding $100 billion, while all other (smaller) U.S. banks as a group saw net outflows of nearly $200 billion. The next week large and small U.S. banks experienced net outflows of roughly $100 and $50 billion, respectively. The March crisis shock was short-lived, however. During the final week of March both large and small U.S. banks collectively experienced net inflows of deposits, roughly mirroring the first week of March, before the crisis emerged.

The two U.S. bank failures resulted in Congressional calls for higher regulation of mid-sized regional banks, especially for those with $100 billion or more of assets.

In early May a third large regional U.S. bank failed after experiencing very large deposit outflows in March. Although this failure was widely anticipated, volatility in regional bank stocks reappeared in May. By June bank-stock volatility had abated again, but with regional bank prices well below pre-crisis levels.

The three failed U.S. banks had a few characteristics that FHN believes were significant negative factors contributing to loss of confidence by depositors, in addition to having an unusual customer mix: well-above-median levels of deposits not covered by FDIC insurance; significant portions of the 2020-21 pandemic deposit inflows invested in longer-term fixed-rate debt securities; and very high (in relation to regulatory capital) market value losses on those investments when rates rose in 2022 and early 2023. These factors made those banks unusually susceptible to a cascade of negative effects when deposit levels diminished, for the entire industry, starting in 2022 as customers sought better returns in the rising rate environment.

Market Volatility & Valuations

As a result of the prospects for recession, coupled with the uncertainties associated with war in eastern Europe, financial markets world-wide were volatile during much of 2022. Volatility overall have moderated somewhat in 2023, but volatile episodes have continued.

Financial asset values broadly fell last year, especially during the second and third quarters. By mid-year 2023, broad stock indices largely had recovered from 2022's low points. Values generally declined during third quarter to the point that many sectors and stocks are in a "correction," where values are down more than 10%.

Impacts on FHN

In 2022, FHN benefited significantly from rising rates as the rise in lending rates outpaced the rise in deposit and other funding rates. In the first quarter of 2023, that outpacing ended, with FHN's net interest margin compressing slightly from fourth quarter 2022. That compression has worsened in second quarter as FHN's funding rates, especially for deposits, rose more than lending rates. Although net interest margin levels may improve modestly while short term rates remain steady, margins are not likely to improve appreciably until the yield curve inversion mentioned above has ended and the curve takes at least a moderately steep slope.

In 2022 and early 2023, FHN experienced a normalization of deposit levels since first quarter 2020 as it allowed surge deposits resulting from COVID-driven stimulus programs to move off its balance sheet. Net deposit outflows ranged from roughly $2.0 to $4.0 billion in each of the last three quarters of 2022, and fell again by roughly $2.5 billion in first quarter 2023. That outflow trend ended in second quarter as FHN had net deposit inflows of $4.0 billion. Deposits increased again, more modestly, in third quarter. To mitigate net deposit outflows, FHN increased deposit rates appreciably, particularly in May and June 2023.

A significant portion of the May and June 2023 deposit inflows were in the form of certificates of deposit, or CDs. A large group of those CDs will mature in November and December 2023, and another group will mature in April and May 2024. A challenge for FHN is to retain as many of those deposit dollars, and depositor customers, as is reasonably practical while moderating rates paid.

In addition, some of FHN's businesses have been negatively impacted by rising rates. Rate increases have pushed home mortgage rates in the U.S. much higher than in early 2022, reducing demand. FHN's direct mortgage lending and lending to mortgage companies saw business decline significantly in 2022. Moreover, FHN's revenues from bond trading and related activities fell significantly in 2022 due to rising rates coupled with elevated market volatility. These impacts have continued in 2023.

A recession, if one occurs, likely would have a negative impact on FHN's businesses overall. Demand for loans likely would fall, loan losses and provision expense likely would rise, many commercial activities that generate fee income likely would decline, and competition for clients likely would sharpen. FHN already has experienced some of these impacts. The deeper or longer a recession lasts, the more significant these negative impacts are likely to be for FHN. However, as mentioned above, recessionary expectations have abated in 2023. Although further interest rate hikes to contain inflation may push the U.S. into recession in 2024, such a recession currently is not expected to be severe.

FDIC Special Assessment

The FDIC has proposed a special assessment on banks to replenish the deposit insurance fund in connection with the three large bank failures in March and May 2023 discussed in *Banking Crisis* above. Under the proposal, the special assessment would be approximately 12.5 basis points per year imposed on certain deposits over eight quarters, starting with the first quarterly assessment period of 2024. The special assessment rate could be revised before the proposal is finalized in order to reflect adjustments to the estimated losses to the fund from those bank failures or certain other events. FHN expects to recognize an estimate of the entire assessment as an expense in the quarter when the FDIC publishes its final action, which could be as soon as the fourth quarter of 2023. FHN expects that expense to be material to its financial results for the quarter of recognition.

Other Regulatory Proposals

In 2023 the Board of Governors of the Federal Reserve and other regulators have proposed regulatory changes that would, if implemented, significantly increase regulatory constraints and costs on all U.S. banks with assets of $100 billion or more. A few new requirements would apply to banks, like FHN, with assets of $50 billion or more, but by far the main impacts would fall on $100 billion banks.

The proposals touch upon many regulatory requirements, including debt and equity capital requirements, credit risk standards, asset risk-weighting, and resolution planning. Because of the scope and complexity of the proposals, along with the fact that FHN is more than $10 billion below the $100 billion threshold, FHN is able to estimate its likely impact on FHN only very crudely. Assuming the proposal is adopted without change, and assuming FHN crosses the $100 billion threshold at some future time after the proposal is fully phased in, FHN estimates that the increase in its regulatory compliance costs is likely to be roughly on the order of $100 million per year. Whatever the actual increase turns out to be, it will be significantly higher than it would have been without the proposals.

The triggering of significant cost increases based on a single threshold financial measure—$100 billion in assets—has impacted the U.S. banking industry. The proposals will aggravate that effect. Banks near the threshold will be more likely to slow or even halt asset growth, at least for a period. Banks modestly over the threshold, in contrast, will be more likely to expand their asset base as quickly as possible to make the extra costs more affordable. Those enhanced effects increase the incentive of banks to consolidate.

It appears likely that, if adopted as proposed, significant parts of the proposals will be challenged in court as being inconsistent with legislation enacted by Congress several years ago. Such a challenge would be technical and complex, and likely would take many years to resolve. Moreover, even if a challenge of that sort were successful, many parts of the proposals likely would remain intact and others likely would be modified but not rescinded.

Greenhouse Gas (GHG) Reporting Regimes

In October 2023 the state of California enacted two laws which, taken together, will require most larger companies doing business in California to report annually their greenhouse gas ("GHG") emissions, with an external assurance requirement, and to report biennially their climate-related financial risks and risk-mitigation measures. The U.S. Securities and Exchange Commission ("SEC") has proposed, but not yet adopted, rules that would require all U.S. companies with publicly-traded securities to report annually their GHG emissions. The California laws include multi-year phase in periods and encompass Scope 1, Scope 2, and Scope 3 GHG emissions. The SEC proposal has Scope 1 and 2 reporting requirements, along with Scope 3 requirements in certain situations. The California governor has stated that the new laws are likely to be subjected to technical amendments in the next year or so. The SEC proposal is not final and could change, perhaps substantially, when adopted.

Three GHG Scopes

Scope 1 GHG emissions are those from a source the company owns or controls directly, such as a manufacturing plant. Scope 2 emissions are indirect emissions from company activities, such as from power consumed by company operations. Scope 1 and 2 emissions generally can be measured or estimated using information a company normally can obtain without significant external inquiry.

Scope 3 GHG emissions are those from sources and activities that a company neither owns nor controls. Scope 3 emissions are from a wide range of sources that touch upon a company, such as: vendors; employees (commuting, business travel, etc.); and customers. Scope 3 information generally is unknown to a company without significant external inquiry and/or estimation.

Potential Business Impacts

Direct compliance costs will include creating systems to measure or estimate and capture relevant data, staffing, and engagement of vendors, including a firm to provide required assurances (somewhat analogous to a financial statement auditor).

Potentially of more significance: obtaining data to support Scope 3 reporting could, depending upon how the new regimes are implemented, require FHN and other affected banks to obtain GHG-related information from customers, including customers that are not public companies and that do no business in California. If so, effectively FHN could be required to impose costs and/or inconveniences on customers. Other banks in FHN's markets, particularly those that are private and not doing business in California, could provide financial services without those requirements, putting FHN at a competitive disadvantage.

Potential Legal Challenges

The application of the California laws to companies outside of California appears likely to be challenged in court as being an unconstitutionally broad or burdensome regulation of interstate commerce, an unconstitutional violation of free speech protections, or possibly other grounds. Such a challenge could take many years to resolve. A key practical question will be whether the courts impose a legal stay (a moratorium) on these laws while challenges are pending.

Assuming the SEC adopts final GHG regulations similar to those proposed, it appears very likely that legal challenges will be made based mainly on the fact that the SEC lacks explicit Congressional authorization to create a regulatory reporting regime pertaining to GHG emissions. As with the California laws, a key question will be whether the courts impose a stay on the rules while challenges are pending.

Assuming the SEC adopts final GHG regulations similar to those proposed, and further assuming that any legal challenge leaves those rules entirely or largely intact, the California laws might be challenged by public companies as having been pre-empted by the SEC rules.

Coastal Market Growth and Rising Costs

FHN's principal markets are in the southern and southeastern United States, including most of the major gulf coast markets and several markets on the southern Atlantic seacoast. Many of FHN's markets have experienced significant population growth over at least the past twenty years, outpacing the growth rate for the U.S. as a whole. That population growth generally has been accompanied by economic growth.

Many of FHN's fastest growing markets, including those in Florida, can be impacted significantly by hurricanes and other severe coastal weather events. As those markets grow, FHN's economic commitment to them grows, as does FHN's financial exposure to those events.

It has been widely reported that the economic costs of hurricane events in the U.S. gulf and southern Atlantic coastal areas has been rising significantly over many years. FHN believes that rising costs are directly related to growth in those areas.

For example, many parts of New Orleans were severely damaged by flooding in 2005 as powerful coastal storms impacted the vicinity. The oldest parts of town largely avoided flooding, while the hardest hit areas, on lower-lying ground, generally were more recently built. As another example, on a larger scale: much of the growth in Florida over the past 50 years has been along the coast moving out from older cities. A gulf coast hurricane 50 years ago had a fair chance of making landfall in a relatively unpopulated area. Now, the chances of directly hitting a population center are much higher, the average population in those centers is much higher, and the average value per building is much higher. If growth continues, in time every storm will directly impact a population center.

This significant increase in casualty risks and costs is being reflected in property insurance practices. In the past few years the industry has been revising its risk assessments in coastal areas as loss experience has deviated from predictions, sometimes badly. In Florida, for example, some smaller carriers have failed, some larger carriers have left the markets, and the remaining carriers have significantly increased the premiums of hurricane-related insurance, narrowed coverage, or both. Coastal states such as Florida and Louisiana have created last-resort insurance pools for residents who cannot obtain or afford private property insurance. However, as the costs borne by those pools increase, either the premiums will have to rise or general taxation will have to cover the difference. In addition, those programs generally do not help business clients.

The availability, reliability, and cost of adequate property insurance is a significant concern for FHN as well as FHN's clients in affected markets. Instability in property insurance makes FHN's business decisions more difficult, and increases FHN's risks of loan loss and business downturn. More fundamentally, elevated insurance and casualty costs blunt a key factor driving growth in many of these markets: lower costs of living. If market growth slows, FHN's business will be impacted.

Critical Accounting Policies and Estimates

FHN has made no significant changes in its critical accounting policies and estimates from those disclosed in its 2022 Annual Report on Form 10-K.

Accounting Changes

Refer to Note 1 – Basis of Presentation and Accounting Policies for a detail of accounting changes with extended transition periods, accounting changes adopted in the current year and accounting changes issued but not currently effective, which section is incorporated into MD&A by this reference.

Non-GAAP Information

Table I.2.24

NON-GAAP TO GAAP RECONCILIATION

	Three Months Ended			Nine Months Ended	
(Dollars in millions; shares in thousands)	**September 30, 2023**	June 30, 2023	September 30, 2022	**September 30, 2023**	September 30, 2022
Pre-provision Net Revenue (Non-GAAP)					
Net interest income (GAAP)	**$ 605**	$ 630	$ 662	**$ 1,923**	$ 1,683
Plus: Noninterest income (GAAP)	**173**	400	213	**745**	642
Total revenues (GAAP)	**778**	1,030	875	**2,668**	2,325
Less: Noninterest expense (GAAP)	**474**	555	469	**1,508**	1,450
Pre-provision net revenue (Non-GAAP)	**$ 304**	$ 475	$ 406	**$ 1,160**	$ 875
Average Tangible Common Equity (Non-GAAP)					
Average total equity (GAAP)	**$ 8,978**	$ 9,029	$ 8,669	**$ 8,905**	$ 8,634
Less: Average noncontrolling interest (a)	**295**	295	295	**295**	295
Less: Average preferred stock (a)	**520**	986	1,014	**838**	909
(A) Total average common equity	**$ 8,163**	$ 7,748	$ 7,360	**$ 7,772**	$ 7,430
Less: Average goodwill and other intangible assets (GAAP)(b)	**1,714**	1,726	1,767	**1,726**	1,786
(B) Average tangible common equity (Non-GAAP)	**$ 6,449**	$ 6,022	$ 5,593	**$ 6,046**	$ 5,644
Net Income Available to Common Shareholders					
(C) Net income available to common shareholders (annualized) (GAAP)	**$ 513**	$ 1,270	$ 1,020	**$ 922**	$ 815
Tangible Common Equity (Non-GAAP)					
(D) Total equity (GAAP)	**$ 8,793**	$ 8,960	$ 8,283	**$ 8,793**	$ 8,283
Less: Noncontrolling interest (a)	**295**	295	295	**295**	295
Less: Preferred stock (a)	**520**	520	1,014	**520**	1,014
(E) Total common equity	**$ 7,978**	$ 8,145	$ 6,974	**$ 7,978**	$ 6,974
Less: Goodwill and other intangible assets (GAAP)(b)	**1,709**	1,721	1,757	**1,709**	1,757
(F) Tangible common equity (Non-GAAP)	**6,269**	6,424	5,217	**6,269**	5,217
Less: Unrealized gains (losses) on AFS securities, net of tax	**(1,170)**	(964)	(1,039)	**(1,170)**	(1,039)
(G) Adjusted tangible common equity (Non-GAAP)	**$ 7,439**	$ 7,388	$ 6,256	**$ 7,439**	$ 6,256
Tangible Assets (Non-GAAP)					
(H) Total assets (GAAP)	**$ 82,533**	$ 85,071	$ 80,299	**$ 82,533**	$ 80,299
Less: Goodwill and other intangible assets (GAAP) (b)	**1,709**	1,721	1,757	**1,709**	1,757
(I) Tangible assets (Non-GAAP)	**$ 80,824**	$ 83,350	$ 78,542	**$ 80,824**	$ 78,542
Risk-Weighted Assets					
(J) Risk-weighted assets (c)	**$ 71,866**	$ 71,517	$ 68,580	**$ 71,866**	$ 68,580
Period-end Shares Outstanding					
(K) Period-end shares outstanding	**558,709**	558,659	536,737	**558,709**	536,737
Ratios					
(C)/(A) Return on average common equity (GAAP)	**6.28 %**	16.40 %	13.85 %	**11.86 %**	10.97 %
(C)/(B) Return on average tangible common equity (Non-GAAP)	**7.95**	21.10	18.23	**15.24**	14.44
(D)/(H) Total period-end equity to period-end assets (GAAP)	**10.65**	10.53	10.32	**10.65**	10.32
(F)/(I) Tangible common equity to tangible assets (Non-GAAP)	**7.76**	7.71	6.64	**7.76**	6.64
(G)/(J) Adjusted tangible common equity to risk-weighted assets (Non-GAAP)	**10.35**	10.33	9.12	**10.35**	9.12
(E)/(K) Book value per common share (GAAP)	**$ 14.28**	$ 14.58	$ 12.99	**$ 14.28**	$ 12.99
(F)/(K) Tangible book value per common share (Non-GAAP)	**$ 11.22**	$ 11.50	$ 9.72	**$ 11.22**	$ 9.72

(a) Included in total equity on the Consolidated Balance Sheets.
(b) Includes goodwill and other intangible assets, net of amortization.
(c) Defined by and calculated in conformity with bank regulations applicable to FHN.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The information called for by this item is contained in

(a) Management's Discussion and Analysis of Financial Condition and Results of Operations included as Item 2 of Part I of this report, including in particular the section entitled "Risk Management" beginning on page 101 of this report and the subsections entitled "Market Risk Management" beginning on page 101 and "Interest Rate Risk Management" beginning on page 102 of this report, and

(b) Note 14 to the Consolidated Financial Statements appearing on pages 50-56 of this report, all of which materials are incorporated herein by reference. For additional information concerning market risk and our management of it, refer to: Management's Discussion and Analysis of Financial Condition and Results of Operations appearing in Item 7 to FHN's Annual Report on Form 10-K for the year ended December 31, 2022, including in particular the section entitled "Risk Management" beginning on page 86 of that Report and the subsections entitled "Market Risk Management" beginning on page 87 and "Interest Rate Risk Management" beginning on page 89 of that Report; and Note 21 to the Consolidated Financial Statements appearing on pages 176-182 of Item 8 to FHN's Annual Report on Form 10-K for the year ended December 31, 2022.

Item 4. Controls and Procedures

(a) *Evaluation of Disclosure Controls and Procedures.* Our management, with the participation of our chief executive officer and chief financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of the end of the period covered by this quarterly report. Based on that evaluation, the chief executive officer and the chief financial officer have concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

(b) *Changes in Internal Control over Financial Reporting.* There have not been any changes in our internal control over financial reporting during the third fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The “Contingencies” section of Note 10 to the Consolidated Financial Statements beginning on page 39 of this Report is incorporated into this Item by reference.

Item 1A. Risk Factors

Material changes from risk factor disclosures in FHN's Annual Report on Form 10-K for the year ended December 31, 2022:

Not applicable.

Item 2. Unregistered Sales of Equity Securities, Use of Proceeds, and Issuer Purchases of Equity Securities

(a) Unregistered Equity Securities Sold

Not applicable

(b) Use of Proceeds If Rule 463 is Applicable

Not applicable

(c) Equity Repurchases

The "Common Stock Purchase Programs” section including tables I.2.18 and I.2.19 and explanatory discussions included in Item 2 of Part I of this report under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” beginning on page 99 of this report, is incorporated herein by reference.

Items 3. and 4.

Not applicable

Item 5. Other Information

(a) Previously Unreported 8-K Disclosures

Not applicable

(b) Change in Nomination Procedures

Not applicable

(c) Trading Arrangement Disclosures

During the third quarter of 2023, the following directors or executive officers (those officers who are required to file stock ownership reports on SEC Forms 3, 4, and 5) adopted, modified, or terminated the Rule 10b5-1 trading arrangements, and the non-Rule 10b5-1 trading arrangements, as shown in Table II.5c below.

Unless otherwise explicitly indicated in a footnote to the Table, each arrangement marked in the Table as "10b5-1" under the "Arrangement Type" column is intended by its maker, as reported to FHN, to satisfy the affirmative defense requirements of SEC Rule 10b5-1(c).

If "Not applicable" appears in the Table, then for the third quarter of 2023 no director or executive officer of FHN adopted, modified, or terminated any Rule 10b5-1 trading arrangement or any non-Rule 10b5-1 trading arrangement.

Table II.5c

TRADING ARRANGEMENTS CREATED, MODIFIED, OR TERMINATED MOST RECENT QUARTER

	Arrangement Type		Type of Action Taken During Quarter	Date Action Taken	Duration or Expiration Date	Total Shares to be	
Name & Title	10b5-1	non-10b5-1				Bought	Sold
Not applicable							

Item 6. Exhibits

10-Q EXHIBIT TABLE

Exh. No.	Description of Exhibit to this Report	Filed Here	Mngt Exh	Furn-ished	Incorporated by Reference to		
					Form	Exh. No.	Filing Date
3.1	Amended and Restated Charter of First Horizon Corporation				8-K	3.1	7/30/2021
3.2	Articles of Amendment of the Restated Charter of FHN, related to the Series G Preferred Stock				8-K	3.1	3/03/2022
3.3	Bylaws of First Horizon Corporation, as amended and restated effective July 25, 2023				8-K	3.1	7/25/2023
4.1	FHN agrees to furnish to the Securities and Exchange Commission upon request a copy of each instrument defining the rights of the holders of the senior and subordinated long-term debt of FHN and its consolidated subsidiaries						
10.1	Rate Applicable to Participating Directors under the Directors and Executives Deferred Compensation Plan	X	X				
31(a)	Rule 13a-14(a) Certifications of CEO (pursuant to Section 302 of the Sarbanes-Oxley Act of 2002)	X					
31(b)	Rule 13a-14(a) Certifications of CFO (pursuant to Section 302 of the Sarbanes-Oxley Act of 2002)	X					
32(a)	18 USC 1350 Certifications of CEO (pursuant to Section 906 of the Sarbanes-Oxley Act of 2002)	X		X			
32(b)	18 USC 1350 Certifications of CFO (pursuant to Section 906 of the Sarbanes-Oxley Act of 2002)	X		X			
	XBRL Exhibits						
101	The following financial information from First Horizon Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2023, formatted in Inline XBRL: (i) Consolidated Balance Sheets at September 30, 2023 and December 31, 2022; (ii) Consolidated Statements of Income for the Three and Nine Months Ended September 30, 2023 and 2022; (iii) Consolidated Statements of Comprehensive Income for the Three and Nine Months Ended September 30, 2023 and 2022; (iv) Consolidated Statements of Changes in Equity for the Three and Nine Months Ended September 30, 2023 and 2022; (v) Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2023 and 2022; and (vi) Notes to the Consolidated Financial Statements.	X					
101. INS	XBRL Instance Document -- the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.						
101. SCH	Inline XBRL Taxonomy Extension Schema	X					
101. CAL	Inline XBRL Taxonomy Extension Calculation Linkbase	X					
101. LAB	Inline XBRL Taxonomy Extension Label Linkbase	X					
101. PRE	Inline XBRL Taxonomy Extension Presentation Linkbase	X					
101. DEF	Inline XBRL Taxonomy Extension Definition Linkbase	X					
104	Cover Page Interactive Data File, formatted in Inline XBRL (included in Exhibit 101)	X					

In the Exhibit Table: the "Filed Here" column denotes each exhibit which is filed or furnished (as applicable) with this report; the "Mngt Exh" column denotes each exhibit that represents a management contract or compensatory plan or arrangement required to be identified as such; the "Furnished" column denotes each exhibit that is "furnished" pursuant to 18 U.S.C. Section 1350 or otherwise, and is not "filed" as part of this Report or as a separate disclosure document; and the phrase "2022 named executive officers" refers to those executive

officers whose 2022 compensation was described in our 2023 Proxy Statement.

In many agreements filed as exhibits, each party makes representations and warranties to other parties. Those representations and warranties are made only to and for the benefit of those other parties in the context of a business contract. Exceptions to such representations and warranties may be partially or fully waived by such parties, or not enforced by such parties, in their discretion. No such representation or warranty may be relied upon by any other person for any purpose.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FIRST HORIZON CORPORATION
(Registrant)

Date: November 7, 2023

By: /s/ Hope Dmuchowski
Name: Hope Dmuchowski
Title: Senior Executive Vice President and Chief Financial Officer
(Duly Authorized Officer and Principal Financial Officer)

Exhibit 10.1

RATE APPLICABLE TO PARTICIPATING DIRECTORS AND EXECUTIVE OFFICERS UNDER THE DIRECTORS AND EXECUTIVES DEFERRED COMPENSATION PLAN

(As in effect for 2024)

Effective for the 2024 plan year, the Board of Directors and its Compensation Committee approved an applicable interest rate of 12.04% for the Directors and Executives Deferred Compensation Plan. That rate increased from the 10.77% rate in effect for 2023, and applies prospectively to certain participants, including all participants who presently are directors or officers of First Horizon Corporation or its subsidiaries. Rates are subject to annual approval by the Board, but generally remain in effect until changed. The new interest rate, within the context of the entire Plan, has been established at a level intended to provide both retention and long-term non-compete incentives. When a participant retires after 2010 due to mandatory retirement, the participant's interest rate during retirement will be the highest rate in place over the past three years—that is, the highest of the rates applicable during the year of retirement and the previous two years.

Exhibit 31(a)

FIRST HORIZON CORPORATION
RULE 13a – 14(a) CERTIFICATIONS OF CEO
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
(QUARTERLY REPORT)

CERTIFICATIONS

I, D. Bryan Jordan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of First Horizon Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2023

/s/ D. Bryan Jordan

D. Bryan Jordan
Chairman of the Board, President, and Chief Executive Officer

Exhibit 31(b)

FIRST HORIZON CORPORATION
RULE 13a – 14(a) CERTIFICATIONS OF CFO
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
(QUARTERLY REPORT)

CERTIFICATIONS

I, Hope Dmuchowski, certify that:

1. I have reviewed this quarterly report on Form 10-Q of First Horizon Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2023

/s/ Hope Dmuchowski

Hope Dmuchowski
Senior Executive Vice President and Chief Financial Officer

Exhibit 32(a)

CERTIFICATION OF PERIODIC REPORT
18 USC 1350 CERTIFICATIONS OF CEO
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002,
As Codified at 18 U.S.C. Section 1350

I, the undersigned D. Bryan Jordan, Chairman of the Board, President, and Chief Executive Officer of First Horizon Corporation ("Corporation"), hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, as follows:

1. The Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2023, (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934.

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Date: November 7, 2023

/s/ D. Bryan Jordan

D. Bryan Jordan
Chairman of the Board, President, and Chief Executive Officer

Exhibit 32(b)

CERTIFICATION OF PERIODIC REPORT
18 USC 1350 CERTIFICATIONS OF CFO
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002,
As Codified at 18 U.S.C. Section 1350

I, the undersigned Hope Dmuchowski, Senior Executive Vice President and Chief Financial Officer of First Horizon Corporation ("Corporation"), hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, as follows:

1. The Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2023, (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934.

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Date: November 7, 2023

/s/ Hope Dmuchowski

Hope Dmuchowski
Senior Executive Vice President and Chief Financial Officer